

PROCEDURES FOR SHAREHOLDERS TO NOMINATE CANDIDATES FOR DIRECTORSHIPS

1. Shareholders who individually or collectively hold three (3) per cent. or more of the shares of the Company shall have the right to nominate director. As for the nomination of independent director, each shareholder may nominate one (1) independent director only.
2. Shareholders who individually or collectively hold three (3) per cent. or more of the total voting shares of the Company may put forward new resolution to the board of directors in writing ten (10) days before the convening of an annual general meeting in respect of proposing candidate for directorship.
3. Procedures for shareholders to request the convening of an extraordinary general meeting: Shareholders who individually or collectively hold ten (10) per cent. or more of the voting shares at the extraordinary general meeting sought to be held may sign one or more counterpart requisitions in writing to the board of directors requiring the board of directors to convene an extraordinary general meeting and proposing candidate for directorship. The amount of shareholdings referred to above shall be calculated as at the date of the deposit of the requisition in writing.
4. The contents of a resolution proposed by shareholders shall be complete and in writing. The contents of a resolution shall fall within the scope of duties and powers of the shareholders' general meeting, have clear topics for discussion and matters to be decided and comply with the relevant provisions of laws and regulations, regulatory provisions and the Articles of Association.
5. The candidate for directorship shall satisfy the relevant requirements of the China Banking and Insurance Regulatory Commission (the "CBIRC") in respect of the qualification to act as director of insurance companies. The candidate for independent director shall satisfy the relevant requirements of the CBIRC in respect of the qualification to act as independent director of insurance companies and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") in respect of his/her independence.

The requisition in writing shall be signed by the shareholder proposing the resolution and he/she shall provide his/her contact information. Such shareholder shall also provide the information about the candidate for directorship according to Rule 13.51(2) of the Listing Rules, together with a notice signed by such candidate indicating his/her willingness to be elected and consent of publication of his/her personal information

6. The notice in writing to the Company for proposing a person for election as director and such candidate expressing his/her willingness to be elected shall be given at least seven (7) days in advance. If that notice is lodged after the notice of the shareholders' general meeting appointed for such election, such seven-day period shall commence no earlier than the day after the despatch of the notice of such meeting and end no later than seven (7) days prior to the date of such meeting.

7. The proposed resolution served on the board of directors by shareholders shall be sent by hand or by registered post to the address of the Company set out in the Company's Articles of Association - Tower 2, No. 2 Jianguomenwai Avenue, Chaoyang District, Beijing 100022, China, for the attention of the Board of Directors Office.