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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in The People's Insurance Company (Group) of China Limited, you should at once hand this circular, the accompanying proxy form and reply slip for the 2021 annual general meeting to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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### 中国人民保险集团股份有限公司

THE PEOPLE'S INSURANCE COMPANY (GROUP) OF CHINA LIMITED

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1339)

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021  
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021  
PROFIT DISTRIBUTION FOR THE YEAR 2021  
BUDGET OF FIXED ASSET INVESTMENT FOR THE YEAR 2022  
2022 ANNUAL CHARITY DONATION PLAN OF THE GROUP  
AUTHORISATION TO THE BOARD TO DEAL WITH THE LIABILITY INSURANCE FOR  
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT  
ENGAGEMENT OF ACCOUNTING FIRMS FOR THE YEAR 2022  
ISSUANCE OF THE CAPITAL SUPPLEMENTARY BONDS BY THE GROUP COMPANY  
PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2021  
WORK REPORT (AND PERFORMANCE REPORT) OF THE INDEPENDENT DIRECTORS  
FOR THE YEAR 2021  
REPORT ON THE SOLVENCY-RELATED CONDITION OF THE GROUP  
FOR THE YEAR 2021  
REPORT ON RELATED PARTY TRANSACTIONS AND THE EVALUATION OF  
INTERNAL TRANSACTIONS OF THE GROUP FOR THE YEAR 2021  
AND  
NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

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The AGM of The People's Insurance Company (Group) of China Limited will be held at PICC Building, No. 88 West Chang'an Avenue, Xicheng District, Beijing, the PRC on 20 June 2022 (Monday) at 9:00 a.m. The notice of AGM is set out on pages 33 to 35 of this circular. If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be) (which is 9:00 a.m. on 19 June 2022 (Sunday) (or other date in the event of any adjournment thereof)). If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip in accordance with the instructions printed thereon on or before 31 May 2022 (Tuesday). Completion and return of a proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

5 May 2022

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“A Shares”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and traded in RMB and listed on the SSE
“AGM”	the 2021 annual general meeting of the Company to be held at PICC Building, No. 88 West Chang’an Avenue, Xicheng District, Beijing, the PRC on 20 June 2022 (Monday) at 9:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission
“Company” or “Group Company”	The People’s Insurance Company (Group) of China Limited, a joint stock limited company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange under the Stock Code: 1339 and A Shares are listed on the SSE under the Stock Code: 601319
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Third Party(ies)”	persons who, to the knowledge of the Directors having made all reasonable enquiries, are not connected persons of the Company

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## DEFINITIONS

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“Latest Practicable Date”	28 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ministry of Finance”	Ministry of Finance of The People’s Republic of China
“Parent”	The People’s Insurance Company (Group) of China Limited, see definition of the “Company”
“PICC Life”	PICC Life Insurance Company Limited
“PICC P&C”	PICC Property and Casualty Company Limited, a joint stock limited company incorporated in the PRC with limited liability, whose H shares are listed on the Hong Kong Stock Exchange under the Stock Code: 2328
“PRC”	the Mainland of the People’s Republic of China, for the purpose of this circular and geographic reference, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares of the Company
“SSE”	The Shanghai Stock Exchange
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company

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## LETTER FROM THE BOARD

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### 中国人民保险集团股份有限公司

THE PEOPLE'S INSURANCE COMPANY (GROUP) OF CHINA LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1339)

*Executive Directors:*

LUO Xi (Chairman)  
WANG Tingke  
LI Zhuyong

*Non-executive Directors:*

WANG Qingjian  
MIAO Fusheng  
WANG Shaoqun  
YU Qiang  
WANG Zhibin

*Independent Non-executive Directors:*

SHIU Sin Por  
KO Wing Man  
CHEN Wuzhao  
CUI Li  
XU Lina

*Registered office:*

1st-13th Floors  
No. 88 West Chang'an Avenue  
Xicheng District  
Beijing  
PRC

*Principal Place of business*

*in Hong Kong:*  
15th Floor  
Guangdong Investment Tower  
148 Connaught Road  
Central, Hong Kong

5 May 2022

*To the Shareholders*

Dear Sir or Madam,

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021  
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021  
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AND  
NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you a notice of the AGM and the information regarding certain proposed resolutions to be considered at the AGM to enable you to make an informed decision as to whether to vote for or against those resolutions at the AGM.

### 2. MATTERS TO BE CONSIDERED AT THE AGM

Ordinary resolutions to be proposed at the AGM for the Shareholders to consider and approve include: (a) report of the Board of Directors for the year 2021; (b) report of the Board of Supervisors for the year 2021; (c) final financial accounts for the year 2021; (d) profit distribution for the year 2021; (e) budget of fixed asset investment for the year 2022; (f) 2022 annual charity donation plan of the Group; (g) authorisation to the Board to deal with the liability insurance for Directors, Supervisors and senior management; and (h) engagement of accounting firms for the year 2022. Special resolution to be proposed at the AGM for the Shareholders to consider and approve includes: (a) issuance of the capital supplementary bonds by the Group Company.

Resolutions to be proposed at the AGM for the Shareholders' review only and not for approval include: (a) review the performance report of the Directors for the year 2021; (b) review the work report (and performance report) of the independent Directors for the year 2021; (c) review the report on the solvency-related condition of the Group for the year 2021; and (d) review the report on related party transactions and the evaluation of internal transactions of the Group for the year 2021.

In addition, the Shareholders at the 2012 annual general meeting of the Company agreed to authorise the Board to make decisions in respect of the renewal or purchase of liability insurance for the Directors, Supervisors and senior management (hereinafter referred to as the "**Liability Insurance for Directors, Supervisors and Senior Management**") in subsequent years, and the Board will report annually at the annual general meeting with respect to the implementation of the renewal or purchase of the Liability Insurance for Directors, Supervisors and Senior Management. The renewal of the Liability Insurance for Directors, Supervisors and Senior Management for the year 2021 to 2022 by the Company was approved at the second meeting of the fourth session of the Board held on 20 August 2021. The insured amount of the liability insurance is USD30,000,000 and the premium is USD291,100.

Matters to be dealt with at the AGM are set out in further details on pages 33 to 35 in the Notice of the 2021 Annual General Meeting to this circular. In order to enable you to have a better understanding of the resolutions proposed at the AGM and to make well-informed decisions, we have provided detailed information in this circular, including matters for the 2021 Annual General Meeting (see Appendix I), the profit distribution for the year 2021 (see Appendix II), the performance report of the Directors for the year 2021 (see Appendix III), the work report (and performance report) of the independent Directors for the year 2021 (see Appendix IV), the report on the solvency-related condition of the Group for the year 2021 (see Appendix V) and the report on related party transactions and the evaluation of internal transactions of the Group for the year 2021 (see Appendix VI).

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## LETTER FROM THE BOARD

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### 3. ANNUAL GENERAL MEETING

The AGM will be held at PICC Building, No. 88 West Chang'an Avenue, Xicheng District, Beijing, the PRC on 20 June 2022 (Monday) at 9:00 a.m. The notice of the meeting is set out in this circular. In order to determine the holders of the H Shares who are entitled to attend the AGM, the H Shares register of members of the Company will be closed from 21 May 2022 (Saturday) to 20 June 2022 (Monday), both days inclusive, during which period no transfer of H Shares will be effected. Holders of H Shares who intend to attend the AGM must deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on 20 May 2022 (Friday). Holders of H Shares whose names appear on the H Shares register of members of the Company at the close of business on 20 May 2022 (Friday) are entitled to attend the AGM and vote at the AGM.

A proxy form and a reply slip for use at the AGM are enclosed and have been published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.picc.com.cn](http://www.picc.com.cn)). Holders of H Shares who intend to attend the AGM by proxy should complete and return the proxy form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the scheduled time for holding the AGM (which is 9:00 a.m. on 19 June 2022 (Sunday) (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude a Shareholder from attending the AGM and voting in person if he so wishes. Holders of H Shares who intend to attend the AGM in person or by proxy should complete and return the reply slip by hand, by post or by fax to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 31 May 2022 (Tuesday).

The voting at the AGM shall be taken by way of registered poll.

### 4. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of the AGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

**The People's Insurance Company (Group) of China Limited**

**Luo Xi**

*Chairman*

**(I) TO CONSIDER AND APPROVE THE RESOLUTION ON THE REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021**

For details of the Company's Report of the Board of Directors for the year 2021, please refer to the Report of the Board of Directors set out in the Company's 2021 annual report. The Company's 2021 annual report was published on the Hong Kong Stock Exchange website (www.hkexnews.hk) and the Company's website (www.picc.com.cn) on 19 April 2022.

The above matter has been considered and passed at the sixth meeting of the fourth session of the Board of the Company and is now proposed at the AGM for consideration.

**(II) TO CONSIDER AND APPROVE THE RESOLUTION ON THE REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021**

For details of the Company's Report of the Board of Supervisors for the year 2021, please refer to the Report of the Board of Supervisors set out in the Company's 2021 annual report.

The above matter has been considered and passed at the seventh meeting of the fourth session of the Board of Supervisors of the Company and is now proposed at the AGM for consideration.

**(III) TO CONSIDER AND APPROVE THE RESOLUTION ON THE FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021**

The Company has completed the final financial accounting for the year 2021 in accordance with the relevant regulations. Based on the audited financial statements prepared in accordance with the China Accounting Standards for Business Enterprises and the audited financial statements prepared in accordance with the International Financial Reporting Standards for the year ended 31 December 2021, a summary of the final financial accounts of the Group for the year 2021 (reported on the basis of consolidated accounts, same as below) under the two reporting standards is set out as follows:

**I. Key operating indicators**

- (I) Key operating indicators under the China Accounting Standards for Business Enterprises. As of 31 December 2021, the Group's total assets amounted to RMB1,376.402 billion, total liabilities amounted to RMB1,079.697 billion, total Shareholders' equity amounted to RMB296.705 billion, and equity attributable to owners of the Parent amounted to RMB219.132 billion. In 2021, the Group achieved gross premiums of RMB585.423 billion, net profit of RMB30.602 billion, and net profit attributable to owners of the Parent of RMB21.638 billion.
- (II) Key operating indicators under the International Financial Reporting Standards. As of 31 December 2021, the Group's total assets amounted to RMB1,376.857 billion, total liabilities amounted to RMB1,079.964 billion, total Shareholders' equity amounted to RMB296.893 billion, and equity attributable to owners of the Parent amounted to RMB219.256 billion. In 2021, the Group achieved gross premiums of RMB585.425 billion, net profit of RMB30.370 billion, and net profit attributable to owners of the Parent of RMB21.476 billion.



In particular, the audited financial statements and the auditor's report for the year ended 31 December 2021 have been set out in the Company's 2021 annual report.

II. Explanation for the difference under accounting standards

The main reasons for the difference in the key operating indicators under the two reporting standards mentioned above are:

- (I) According to the requirements of Cai Jin [2013] No.129 Document, PICC P&C made provision for catastrophic risk reserve of agricultural insurance based on a certain proportion of the retained premiums of agricultural insurance; however, the provision for catastrophic risk reserve is not accounted under the International Financial Reporting Standards. Hence, there is a difference in the reserve between the two reporting standards.
- (II) At the end of 2014, PICC Life reviewed the result of major insurance risks test for insurance policies and reclassified contracts relating to certain insurance types from insurance contracts to investment contracts. However, under the International Financial Reporting Standards, once a contract is classified as an insurance contract, such classification shall remain so until the contract expires. This has led to difference in the measurement of the liabilities relating to such contracts under the two reporting standards.

The above matter has been considered and passed at the sixth meeting of the fourth session of the Board of the Company and is now proposed at the AGM for consideration.

**(IV) TO CONSIDER AND APPROVE THE RESOLUTION ON THE PROFIT DISTRIBUTION FOR THE YEAR 2021**

Pursuant to the PRC Accounting Standards and International Financial Reporting Standards, the Company's net profit of the Parent amounted to RMB8.676 billion in the audited financial statements for the year 2021. The proposed dividend for the year 2021 will be distributed in cash at RMB1.47 (tax inclusive) per 10 shares, based on a total share capital of 44,223,990,583 shares, for a total distribution of RMB6.501 billion. The Company's net profit attributable to the Parent after consolidation for the year 2021 was RMB21.638 billion and the dividend ratio was 30.04%.

After the distribution of such amount of profit, the Company's solvency remains adequate and meets regulatory requirements. Please refer to Appendix II to this circular for the details of the resolution on profit distribution.

The above matter has been considered and passed at the sixth meeting of the fourth session of the Board of the Company and is now proposed at the AGM for consideration.

**(V) TO CONSIDER AND APPROVE THE RESOLUTION ON THE BUDGET OF FIXED ASSET INVESTMENT FOR THE YEAR 2022**

The annual payment budget of fixed asset investment of the Company for the year 2022 amounted to RMB578 million in aggregate, of which newly-added items amounted to RMB365 million and renewal items amounted to RMB213 million, mainly including:

- (I) Fixed asset investment budget of RMB484 million for the establishment of information system, including newly-added items of RMB332 million and renewal items of RMB152 million;
- (II) Fixed asset investment budget of RMB3 million for other daily operation, including newly-added items of RMB3 million and renewal items of RMB0.2083 million; and
- (III) Investment budget of RMB90 million for construction in progress, including newly-added items of RMB30 million and renewal items of RMB60 million.

The above matter has been considered and passed at the sixth meeting of the fourth session of the Board of the Company and is now proposed at the AGM for consideration.

**(VI) TO CONSIDER AND APPROVE THE RESOLUTION ON THE 2022 ANNUAL CHARITY DONATION PLAN OF THE GROUP**

In order to thoroughly implement the important instructions of the central government on designated poverty alleviation and rural revitalisation, to consolidate and expand the achievements of poverty alleviation, to assist in comprehensively promoting rural revitalisation and to make the best effort in carrying out major disaster and emergency relief, the Company has prepared the 2022 annual charity donation plan of the Group and proposed to invest RMB42.91 million.

The above matter has been considered and passed at the seventh meeting of the fourth session of the Board of the Company and is now proposed at the AGM for consideration. It is also proposed at the AGM for the authorisation to the Board and the delegation of authorisation to the management by the Board to approve and implement specific matters related to donation subject to the aforementioned donation plan.

**(VII) TO CONSIDER AND APPROVE THE RESOLUTION ON THE AUTHORISATION TO THE BOARD TO DEAL WITH THE LIABILITY INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

In accordance with the Code of Corporate Governance for Listed Companies (《上市公司治理準則》) of the CSRC, the Guidelines on the Operation of the Board of Directors of Insurance Companies (《保險公司董事會運作指引》) of the CBIRC and other relevant regulations and industry practice, the Company may purchase liability insurance for Directors, Supervisors and senior management (hereinafter referred to as the “**Liability Insurance for Directors, Supervisors and Senior Management**”). To reasonably mitigate the risks faced by the Directors, Supervisors and senior management of the Company when performing their duties, the Company has purchased the Liability Insurance for Directors, Supervisors and Senior

Management for 10 consecutive years since 2012 with an insurance term starting from 7 December of each year until 6 December of the subsequent year. The Board has reported annually in the Shareholders' general meeting with respect to the implementation status.

With reference to relevant practice and actual circumstances, the insurance plan proposed by the Company covers an insured amount of USD30 million per annum. The insured persons mainly include the Group and the Directors, the Supervisors and the senior management of the Group. The insurance has worldwide coverage, including the United States and Canada. The insurance liabilities include all basic protections covered by such insurance type. The market premium rate of the Liability Insurance for Directors, Supervisors and Senior Management is about 1% to 1.5% of the liability limit. The premium payment is around USD0.30 million to USD0.45 million per annum.

In accordance with relevant regulations and industry practice, it is now proposed at the AGM for the authorisation to the Board to make decisions in respect of the renewal or purchase of the Liability Insurance for Directors, Supervisors and Senior Management for the years 2022 to 2027 pursuant to the above plan (the authorisation is subject to a term of 5 years and the insurance term starts from 7 December of each year until 6 December of the subsequent year), where the scope of authorisation includes but is not limited to determination of the scope of insured persons; determination of insurance companies; determination of insured amount, premiums and other insurance terms; selection and engagement of insurance brokerage companies or other intermediaries; execution of relevant legal documents and handling of other insurance related matters. The Board will report annually in the Shareholders' general meeting with respect to the implementation status of the renewal or purchase of the Liability Insurance for Directors, Supervisors and Senior Management.

The above matter has been considered and passed at the seventh meeting of the fourth session of the Board of the Company and is now proposed at the AGM for consideration.

**(VIII) TO CONSIDER AND APPROVE THE RESOLUTION ON THE ENGAGEMENT OF ACCOUNTING FIRMS FOR THE YEAR 2022**

In accordance with the Administrative Measures for the Appointment of Accounting Firms by State-owned Financial Enterprises of the Ministry of Finance, the Articles of Association and other relevant regulations, the Company proposed to re-appoint PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the accounting firms of the Company for the year 2022 for a term until the conclusion of the 2022 annual general meeting. The Company will pay an audit fee of RMB10 million (excluding the audit fee of each subsidiary).

The above matter has been considered and passed at the seventh meeting of the fourth session of the Board of the Company and is now proposed at the AGM for consideration.

**(IX) TO CONSIDER AND APPROVE THE RESOLUTION ON THE ISSUANCE OF CAPITAL SUPPLEMENTARY BONDS BY THE GROUP COMPANY**

To better serve the development of the Group, the Company proposed to issue capital supplementary bonds of not more than RMB18 billion.

The above matter has been considered and passed at the seventh meeting of the fourth session of the Board of the Company and is now proposed at the AGM for consideration. It is also proposed at the AGM for the authorisation to the Board and the delegation of authorisation to the management by the Board to determine the detailed issue size, timing and conditions upon taking comprehensive consideration of the market condition and all relevant factors and handle the particulars related to the issuance from the date of obtaining the approval of the CBIRC and the People's Bank of China and within the period specified by the regulatory authorities.

**(X) TO REVIEW THE PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2021**

According to the relevant requirements of the Guidelines on the Operation of the Board of Directors of Insurance Companies and the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation) of the CBIRC, the Company has prepared the performance report of the Directors for the year 2021.

The above matter has been considered and passed at the sixth meeting of the fourth session of the Board of the Company and is now reported to the AGM. The report is set out in Appendix III to this circular. This report is presented for the Shareholders' review only and no Shareholders' approval is required.

**(XI) TO REVIEW THE WORK REPORT (AND PERFORMANCE REPORT) OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021**

According to the relevant requirements of the Administrative Measures for Independent Directors of Insurance Institutions (《保險機構獨立董事管理辦法》) of the CBIRC and others, the Company has prepared the work report (and performance report) of the independent Directors for the year 2021, which was disclosed in the websites of the SSE, the Hong Kong Stock Exchange and the Company on 25 March 2022.

The above matter has been considered at the sixth meeting of the fourth session of the Board of the Company and is now reported to the AGM. The report is set out in Appendix IV to this circular. This report is presented for the Shareholders' review only and no Shareholders' approval is required.

**(XII) TO REVIEW THE REPORT ON THE SOLVENCY-RELATED CONDITION OF THE GROUP FOR THE YEAR 2021**

According to the relevant requirements of Regulatory Rules on the Solvency Margin of Insurance Companies No.13: Solvency Margin Information Disclosure (《保險公司償付能力監管規則第13號：償付能力信息公開披露》), a session on the explanation of solvency shall be set up during the annual general meetings of an insurance company for the review and analysis on the solvency condition of the company within the year. Pursuant to such requirements, the Company has prepared the Report on the Solvency-related Condition of PICC Group for the Year 2021.

The above matter has been considered and passed at the sixth meeting of the fourth session of the Board of the Company and is now reported to the AGM. The report is set out in Appendix V to this circular. The report is presented for the Shareholders' review only and no Shareholders' approval is required.

**(XIII) TO REVIEW THE REPORT ON RELATED PARTY TRANSACTIONS AND THE EVALUATION OF INTERNAL TRANSACTIONS OF THE GROUP FOR THE YEAR 2021**

In accordance with the relevant requirements under the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions and the Guidelines for Supervision on Consolidation of Accounts of Insurance Groups (《保險集團併表監管指引》) of the CBIRC and the Articles of Association, the Company has prepared the Report on Related Party Transactions and the Evaluation of Internal Transactions of the Group for the Year 2021.

The above matter has been considered at the seventh meeting of the fourth session of the Board of the Company and is now reported to the AGM. The report is set out in Appendix VI to this circular. The report is presented for the Shareholders' review only and no Shareholders' approval is required.

According to the Company's dividend distribution policy, the proposal for profit distribution of the Company should be based on the solvency margin ratio, business development and demand, operating results and Shareholders' return of the Company and its subsidiaries. Taking into consideration of the factors above and subject to the laws, regulations and regulatory requirements in effect, the profits distributed by the Company in the form of cash each year shall be no less than 10% of the distributable profits of the same year.

Pursuant to the PRC Accounting Standards and International Financial Reporting Standards, the Company recorded a net profit of the Parent of RMB8.676 billion in the audited financial statements for the year 2021. According to the Company Law and the Articles of Association, the additional distributable profit was RMB7.808 billion after the appropriation of 10% of net profit to statutory surplus reserve, after the addition of the undistributed profit balance of the Parent at the beginning of 2021 of RMB5.406 billion and the subtraction of the cash dividends for the year 2020 and the interim dividends for 2021 of RMB6.059 billion, the distributable profit of the Parent at the end of 2021 was RMB7.155 billion.

The proposed dividend for the year 2021 will be distributed in cash at RMB1.47 (tax inclusive) per 10 shares, based on a total share capital of 44,223,990,583 shares, for a total distribution of RMB6.501 billion. The Company's net profit attributable to the Parent after consolidation for the year 2021 was RMB21.638 billion and the dividend ratio was 30.04%.

The dividend for H Shares will be paid in Hong Kong dollar. The applicable exchange rate shall be the average middle exchange rate of Hong Kong dollar to RMB on the interbank foreign exchange market as announced on the China Foreign Exchange Trade System under the authorisation of the People's Bank of China for the week prior to the date on which the dividend is declared at the AGM.

If the profit distribution plan for the year 2021 is approved, the final dividend will be paid around 29 July 2022 to the Shareholders whose names appear on the share register of members of the Company on 30 June 2022 (Thursday). For the purpose of determining the entitlement of the holders of H Shares to the final dividend for the year 2021, the H Share register of members of the Company will be closed from 25 June 2022 (Saturday) to 30 June 2022 (Thursday) (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the final dividend for the year 2021, holders of H Shares must deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 24 June 2022 (Friday).

After the distribution of such amount of profit, the Company's solvency remains adequate and meets regulatory requirements<sup>1</sup>.

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1. After the distribution of profit of RMB6.501 billion, the Company's comprehensive solvency margin ratio for the year 2021 decreased by approximately 5 percentage points. The solvency margin ratio remains adequate and meets regulatory requirements. The dividend payout ratio calculated based on the net profit attributable to owners of the Parent amounted to 30.04%.

**WITHHOLDING AND PAYMENT OF INCOME TAX FOR H SHARE DIVIDENDS**

Pursuant to the applicable provisions and the implementing regulations of the Individual Income Tax Law of the People's Republic of China, other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax at the tax rate of 10% on behalf of the individual holders of H Shares in respect of the final dividend for the year 2021 to be distributed to them; however, if it is otherwise stated in the tax regulations and relevant tax treaties, the Company will withhold and pay individual income tax of the dividend in accordance with the required tax rate and procedures set out in the relevant regulations. If the applicable dividend tax rate is less than 10%, the individual holders of H Shares are entitled to apply for a refund of the excess amount withheld and paid on their own or appoint an agent to act on their behalf according to the tax treaty entered into between their countries of domicile and the PRC and the regulations of the competent tax authorities.

The Company will withhold and pay the relevant enterprise income tax as well as the individual income tax as required by law.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H Shares or any disputes over the withholding mechanism or arrangements.

For non-resident enterprise holders of H Shares, the Company will withhold and pay enterprise income tax at the tax rate of 10% on behalf of such holders of H Shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding and Payment of the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (國家稅務總局《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)).

**DIVIDEND INCOME TAX APPLICABLE TO SHAREHOLDERS IN MAINLAND CHINA INVESTING IN H SHARES OF THE COMPANY THROUGH SHANGHAI-HONG KONG STOCK CONNECT**

For investors of the SSE (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading (《港股通H股股票現金紅利派發協議》) with China Securities Depository and Clearing Corporation Limited, pursuant to which China Securities Depository and Clearing Corporation Limited, as the nominee holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

**Withholding and Payment of Individual Income Tax on behalf of Domestic Individual Shareholders Investing through Shanghai-Hong Kong Stock Connect**

Pursuant to the Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for domestic individual Shareholders who invest in H Shares of the Company through Shanghai-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as the nominee), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the dividend. For domestic Shareholders who are securities investment funds investing in H Shares of the Company through Shanghai-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as the nominee), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the dividend.

**No Withholding or Payment of Enterprise Income Tax on behalf of Domestic Enterprise Shareholders Investing through Shanghai-Hong Kong Stock Connect**

Pursuant to the Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for domestic enterprise Shareholders who invest in H Shares of the Company through Shanghai-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as the nominee), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the dividend, and the domestic enterprise Shareholders shall report and pay the relevant taxes payable by themselves.

**DIVIDEND INCOME TAX APPLICABLE TO SHAREHOLDERS IN MAINLAND CHINA INVESTING IN H SHARES OF THE COMPANY THROUGH SHENZHEN-HONG KONG STOCK CONNECT****Withholding and Payment of Individual Income Tax on behalf of Domestic Individual Shareholders Investing through Shenzhen-Hong Kong Stock Connect**

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic individual Shareholders who invest in H Shares of the Company through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as the nominee), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the dividend. For domestic Shareholders who are securities investment funds investing in H Shares of the Company through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as the nominee), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the dividend.



**No Withholding or Payment of Enterprise Income Tax on behalf of Domestic Enterprise Shareholders Investing through Shenzhen-Hong Kong Stock Connect**

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic enterprise Shareholders who invest in H Shares of the Company through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as the nominee), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the dividend, and the domestic enterprise Shareholders shall report and pay the relevant taxes payable by themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will be the same as those for the holders of H Shares of the Company. Should the holders of H Shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax implications in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Company.

**THE PEOPLE'S INSURANCE COMPANY (GROUP) OF CHINA LIMITED  
PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2021**

In 2021, all Directors of The People's Insurance Company (Group) of China Limited (hereinafter referred to as the "Company") faithfully, diligently, professionally, independently and legally performed their duties, actively attended the Shareholders' general meetings and meetings of the Board and each committee, paid attention to the Company's operation and management, and earnestly safeguarded the lawful interests of the Company and all Shareholders in accordance with the regulatory documents of domestic and foreign laws and regulations such as the Company Law, the Insurance Law, the Securities Law, the Guidelines on the Operation of the Board of Directors of Insurance Companies and the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation) promulgated by the CBIRC, the Articles of Association and other relevant provisions. The report on the performance of duties by the Directors of the Company in the year 2021 is as follows:

**I. COMPOSITION OF THE BOARD****(I) Changes in members of the Board during the reporting period**

On 16 March 2021, Mr. Luk Kin Yu, Peter resigned as an independent Director, the member of the Audit Committee of the Board and the member of the Nomination and Remuneration Committee of the Board of the Company due to his age and health.

On 15 June 2021, Mr. Xie Yiqun resigned as an executive Director, the Vice President and the member of the Strategy and Investment Committee of the Board of the Company due to his age.

On 18 June 2021, due to the expiry of the term of the third session of the Board of the Company, the 2020 annual general meeting was convened by the Company to elect the members of the fourth session of the Board, namely: Mr. Luo Xi, Mr. Wang Tingke and Mr. Li Zhuyong, all being the executive Directors; Mr. Wang Qingjian, Mr. Miao Fusheng, Mr. Wang Shaoqun, Mr. Yu Qiang and Mr. Wang Zhibin, all being the non-executive Directors; and Mr. Shiu Sin Por, Mr. Ko Wing Man, Mr. Chen Wuzhao, Ms. Cui Li and Ms. Xu Lina, all being the independent Directors. According to the relevant requirements, Ms. Cheng Yuqin would continue to serve her position prior to the qualification of Mr. Yu Qiang being approved by the CBIRC; and Mr. Lin Yixiang would continue to serve his position prior to the qualification of Ms. Cui Li being approved by the CBIRC.

On 19 August 2021, the CBIRC approved the qualification of Mr. Yu Qiang as a Director and Mr. Yu Qiang officially served his position (On 3 August 2021, Ms. Cheng Yuqin retired as a non-executive Director of the Company and ceased to serve her position due to her age).

On 2 September 2021, the CBIRC approved the qualification of Ms. Cui Li as a Director and Ms. Cui Li officially served her position (Mr. Lin Yixiang, former independent Director, ceased to serve his position upon the appointment of Ms. Cui Li).

On 23 November 2021, the CBIRC approved the qualification of Ms. Xu Lina as a Director and Ms. Xu Lina officially served her position.

**(II) Composition of the Board as at the end of the reporting period**

According to the Articles of Association, the Board of the Company shall comprise 14 members, of which four shall be executive Directors, five shall be non-executive Directors and five shall be independent Directors. The Company elected the members of the fourth session of the Board at the Shareholders' general meeting on 18 June 2021. As of 31 December 2021, the Board of the Company had 13 Directors in total, namely Mr. Luo Xi (Chairman), Mr. Wang Tingke (Vice Chairman and President) and Mr. Li Zhuyong (Vice President and Secretary to the Board), all being the executive Directors; Mr. Wang Qingjian, Mr. Miao Fusheng, Mr. Wang Shaoqun, Mr. Yu Qiang and Mr. Wang Zhibin, all being the non-executive Directors; and Mr. Shiu Sin Por, Mr. Ko Wing Man, Mr. Chen Wuzhao, Ms. Cui Li and Ms. Xu Lina, all being the independent Directors. The composition of the Board is in compliance with the relevant requirements of laws and regulations and the Articles of Association.

**II. ATTENDANCE OF MEETINGS BY THE DIRECTORS**

In 2021, the Company organised and convened four Shareholders' general meetings, seven Board meetings and 24 meetings of the committees of the Board. All Directors duly performed their duties and actively attended the Shareholders' general meetings, the Board meetings and the meetings of the committees of the Board they served on. Among which, the attendance of the Board meetings in person reached the required proportion of two-third. Whenever unable to attend a Board meeting in person due to other work commitments, the independent Directors appointed another independent Director to attend as proxy and exercised their voting rights in a prompt and effective manner, and none of the independent Directors were absent from any Board meetings. The attendance of Directors at Board meetings in 2021 is as follows:

## Attendance of Directors at Meetings in 2021

Unit: times

Name	Scheduled attendance at Board meetings for the year	Attendance in person	Attendance by proxy	Remark
<b>Executive Directors</b>				
Luo Xi	7	6	1	Due to the participation in an important meeting of superior institution, Luo Xi (Chairman) appointed Wang Tingke (Vice Chairman) to attend and exercise the voting rights at the first meeting of the fourth session of the Board on his behalf.
Wang Tingke	7	7	0	/
Li Zhuyong	7	7	0	/
<b>Non-executive Directors</b>				
Wang Qingjian	7	7	0	/
Miao Fusheng	7	7	0	/
Wang Shaoqun	7	7	0	/
Yu Qiang	2	2	0	Qualification was approved by the CBIRC on 19 August 2021.
Wang Zhibin	7	5	2	Due to other work commitments, Wang Zhibin (Director) appointed Wang Qingjian (Director) to attend and exercise the voting rights at the first meeting of the fourth session of the Board and the second meeting of the fourth session of the Board on his behalf.
<b>Independent Non-executive Directors</b>				
Shiu Sin Por	7	7	0	/
Ko Wing Man	7	5	2	Due to other work commitments, Ko Wing Man (Director) appointed Shiu Sin Por (Director) to attend and exercise the voting rights at the 26th meeting of the third session of the Board and the second meeting of the fourth session of the Board on his behalf.
Chen Wuzhao	7	7	0	/
Cui Li	2	2	0	Qualification was approved by the CBIRC on 2 September 2021.
Xu Lina	1	1	0	Qualification was approved by the CBIRC on 23 November 2021.

**III. VOTES AND EXPRESSION OF OPINIONS BY THE DIRECTORS**

In 2021, the Company convened seven Board meetings, all of which were held on-site, and 72 resolutions were considered. All matters considered during the Board meetings were resolved and all resolutions were successfully passed by all Directors, who were well-informed and made decisions after due consideration, with their opinions fully expressed. Among which, the executive Directors provided opinions on relevant resolutions during the study session of the Party Committee in accordance with the relevant requirements of the Party Committee's pre-procedure for research; the non-executive Directors provided opinions and recommendations on relevant resolutions during the discussion session in accordance with the relevant requirements of the Operation Guidelines for Consideration of Resolutions by Directors of State-Owned Shareholders of Financial Institutions of the Ministry of Finance; and the independent Directors provided independent opinions on the profit distribution plan for the year 2020, the profit distribution plan for the first half of 2021, the nomination of candidates for Directors of the fourth session of the Board, the remuneration settlement scheme of the Group Company's responsible officers and other senior management members for the year 2020, the remuneration settlement scheme of the Group Company's Directors and Supervisors for the year 2020 and other relevant resolutions in accordance with the relevant regulatory requirements. All Directors voted in favour of all resolutions and none of them abstained from voting or voted against the resolutions.

In 2021, a total of 24 meetings of the committees of the Board were convened. Among which, the Audit Committee convened four meetings, the Nomination and Remuneration Committee convened six meetings, the Strategy and Investment Committee convened six meetings, the Related Party Transactions Control Committee convened three meetings and the Risk Management & Consumers' Rights and Interests Protection Committee convened five meetings. All committees earnestly considered the resolutions proposed to the Board for consideration, expressed professional opinions and suggestions, and fully performed their duties as the committees of the Board to assist with decision-making.

**IV. EFFORTS MADE BY THE DIRECTORS IN UNDERSTANDING THE OPERATION AND MANAGEMENT OF THE COMPANY**

In 2021, all Directors were diligent and conscientious in performing their duties and paid full attention to the operation and management of the Company. Through various channels and methods, the Directors were well-informed of the operation and management of the Company.

- (I) Participation in discussion meetings on the Board resolutions and expression of opinions and suggestions with respect to the Board resolutions, particularly important matters. Before each Board meeting was convened, discussion meeting on resolutions was organised and convened by the Company for Directors and Supervisors to report matters relating to the Board resolutions and to fully review the opinions and suggestions with respect to the Board resolutions, particularly important matters, expressed by the Directors. In 2021, the Company convened a total of seven discussion meetings on resolutions for Directors and Supervisors. On each discussion meeting, all Directors fully understood the background information of the resolutions and expressed their professional opinions based on their own expertise.

- (II) Participation in meetings relating to operation and management of the Company. All Directors actively attended the seminars relating to the Chairman and the independent Directors and fully understood the implementation of the Group's "To be Prominent Strategy" and other related circumstances. They also actively attended the strategy evaluation meeting, the annual and semi-annual work meeting, corporate affairs meeting, press conference on technology and innovation, investment analysis meeting and other meetings of the Company to understand the operation and management, business development and risk management and control of the Company in a timely manner.
- (III) Understanding of the operation of the Company through ordinary information channels. The Company promptly circulated relevant documents of the State Council and relevant ministries among the Directors. Through various means such as the OA system, emails and paper documents, the Company also promptly provided Directors with various day-to-day information such as Newsletter to Directors, Supervisors and Senior Management prepared by the Company, operation cockpit statistics of the Company, financial reports and financial analysis reports, regulatory requirements, third party research reports and information of financial market and insurance market. Furthermore, share price and trading information of the Company's Shares (every trading day), premium information of the Company (monthly) and major matters of the Company (from time to time) were reported and sent via mobile phones.
- (IV) Engagement in internal and external review and research. Non-executive Directors learned about the Company and related information of the industry through internal and external review and research.

#### **V. ENGAGEMENT IN REVIEW AND RESEARCH AND TRAINING BY THE DIRECTORS**

In 2021, the Directors of the Company actively engaged in relevant review and research. The executive Directors conducted in-depth research in accordance with relevant regulations and requirements of the central government and their respective duties. The non-executive Directors formulated the "Research Report in relation to the Integrated Development and Exploration of Health Insurance and Health Management" and the "Research Report in relation to the Vigorous Development of the Third Pillar of Pension Scheme" after conducting review and research on two topics, namely "Research on the Integrated Development of Health Insurance and Health Management" and "Research on the Vigorous Development of the Third Pillar of Pension Scheme". They also expressed relevant suggestions on the deficiencies existing in the current development of health insurance and the issues existing in the course of development of the third pillar of the old-age security system in the PRC. Through review and research, they gained deeper understanding of the operation and management and business development of the Company and also played an active role in giving advice. Moreover, in 2021, the non-executive Directors paid visits to and conducted review and research at subsidiaries including PICC P&C, PICC Life, China Credit Trust, PICC Health, PICC Investment Holding, PICC Capital, PICC Reinsurance and PICC Pension and relevant business departments of the Group Company, respectively, to gain an in-depth understanding of the subsidiaries in terms of corporate governance, operation and management, business development, risk management, internal control compliance as well as relevant work progress of the Group-wide technology system reform, major work of relevant business lines and other related status.

In 2021, all Directors actively participated in training to continuously improve their professional competence, mainly including the training for Directors appointed by the Company, training on special topics for directors, supervisors and senior management of listed companies, counselling training on corporate governance standards, training on investment special topics as well as training on various special topics including the Liability Insurance for Directors, Supervisors and Senior Management, reform and innovation of state-owned enterprises, risk management and internal control, technology reform and industry transformation, “carbon neutrality and carbon peaking” and artificial intelligence organised by shareholder units, regulators, industry organisations, professional agencies and the Company.

#### **VI. SIGNIFICANT ROLE PLAYED BY DIRECTORS IN CORPORATE GOVERNANCE**

In 2021, with the assistance of committees in decision-making, all Directors of the Company fully utilised their professional strength and provided professional opinions on 30 important decision-making resolutions, including strategic planning, budget and final financial accounts, profit distribution, capital planning, charity donation, establishment of PICC Technology and amendments to the articles of association, in addition to the resolutions of annual regular issues. Such opinions were critical for improving the Company’s operation and management. Meanwhile, relevant Directors also carried out review and research on specific topics, which provided important reference and support for the Board’s decision-making and effectively improved the governance and decision-making of the Company.

In 2021, in accordance with the domestic and overseas regulatory requirements, the relevant laws and regulations, the Articles of Association and other rules and systems, each Director faithfully, diligently, professionally, independently and legally performed their duties of Directors and remained incorruptible and self-disciplined. The Directors actively and extensively explored ways to standardise the operation of the board of a listed company effectively, innovated channels and means for information communication, continuously improved the capability to grasp the domestic and overseas macroeconomic situation and the development trend of financial markets and to perform duties, strived to enhance the Board’s decision-making effectiveness and quality, and played an important role in the implementation of the Group’s “To be Prominent Strategy” and the Group’s development towards high quality.

**THE PEOPLE’S INSURANCE COMPANY (GROUP) OF CHINA LIMITED**

**WORK REPORT OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021  
(AND “PERFORMANCE REPORT OF THE INDEPENDENT DIRECTORS  
FOR THE YEAR 2021”)**

In 2021, the independent Directors of The People’s Insurance Company (Group) of China Limited (hereinafter referred to as the “Company”) faithfully, diligently, professionally, independently and legally performed their duties, actively attended the Shareholders’ general meetings and meetings of the Board and each committee, paid attention to the Company’s operation and management, provided independent opinions, and earnestly safeguarded the lawful interests of the Company and all Shareholders in accordance with the regulatory documents of domestic and foreign laws and regulations such as the Company Law, the Insurance Law, the Securities Law, the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation) and the Administrative Measures for Independent Directors of Insurance Institutions promulgated by the CBIRC, the Corporate Governance Code promulgated by the Hong Kong Stock Exchange, the Articles of Association and other relevant provisions. The report on the performance of duties by the independent Directors of the Company in the year 2021 is as follows:

**I.        BASIC INFORMATION OF THE INDEPENDENT DIRECTORS**

The Company elected the members of the fourth session of the Board at the Shareholders’ general meeting on 18 June 2021. As of 31 December 2021, the Company’s fourth session of the Board had 13 Directors in total, including five independent Directors, namely Mr. Shiu Sin Po, Mr. Ko Wing Man, Mr. Chen Wuzhao, Ms. Cui Li and Ms. Xu Lina. The number and proportion of independent Directors are in compliance with the regulatory requirements and the Articles of Association. The independent Directors of the Company are all qualified as independent Directors, and there are no factors affecting their independence.

For the biographical details of the independent Directors, please refer to “Directors, Supervisors, Senior Management and Employees” in the 2021 annual report of the Company.

**II.      THE OVERVIEW OF THE PERFORMANCE OF DUTIES BY THE INDEPENDENT  
DIRECTORS FOR THE YEAR**

**(I)      The attendance of meetings and the related voting**

In 2021, the Company organised and convened four Shareholders’ general meetings and considered and reviewed 36 resolutions; organised and convened seven Board meetings and approved 72 resolutions; organised and convened 24 meetings of the committees of the Board and studied and discussed 84 resolutions. All the independent Directors duly performed their duties and attended every Board meeting and the meeting of the committees of the Board they served on. Among which, the attendance of the Board meetings in person reached the required proportion of two-third. Whenever unable to attend a Board meeting in person due to other work commitments, the



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**APPENDIX IV                      WORK REPORT (AND PERFORMANCE REPORT) OF  
THE INDEPENDENT DIRECTORS FOR THE YEAR 2021**

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independent Directors appointed another independent Director to attend as proxy and exercised their voting rights in a prompt and effective manner, and none of the independent Directors were absent from any Board meetings. They voted in favour of all the resolutions, and provided independent opinions on the relevant resolutions in strict accordance with the Articles of Association and other relevant provisions.

Before each Board meeting was convened, all independent Directors read the Board resolutions in detail, proactively obtained an understanding from the Company, fully participated in research and decision-making and actively expressed opinions and provided suggestions. After due consideration, all independent Directors voted in favour of all resolutions and none of them abstained from voting or voted against the resolutions.

The attendance of independent Directors of the Company at meetings in 2021 is as follows:

**Attendance of Independent Directors at Meetings in 2021**

*Unit: times (attendance in person/scheduled attendance)*

Name	Meeting of committee to be attended						
	Shareholders' general meeting to be attended	Board meeting to be attended	Audit Committee	Nomination and Remuneration Committee	Strategy and Investment Committee	Related Party Transactions Control Committee	Risk Management & Consumers' Rights and Interests Protection Committee
Shiu Sin Por	4/4	7/7	4/4	-	-	3/3	5/5
Ko Wing Man	3/4	5/7	-	6/6	-	-	5/5
Chen Wuzhao	4/4	7/7	4/4	6/6	-	3/3	-
Cui Li	2/2	2/2	-	1/1	1/1	1/1	-
Xu Lina	1/1	1/1	-	-	-	-	-
<b>Resigned</b>							
Luk Kin Yu, Peter	0/1	0/1	-	1/1	-	-	-
Lin Yixiang	1/2	5/5	-	5/5	5/5	1/2	-

*Note:* There are five committees under the Board of Directors, namely the Audit Committee, the Nomination and Remuneration Committee, the Strategy and Investment Committee, the Related Party Transactions Control Committee and the Risk Management & Consumers' Rights and Interests Protection Committee. The composition of each committee is in compliance with the relevant regulations. Pursuant to which, Mr. Chen Wuzhao serves as the chairman of the Audit Committee, Ms. Cui Li serves as the chairman of the Nomination and Remuneration Committee and Mr. Shiu Sin Por serves as the chairman of the Related Party Transactions Control Committee. Ms. Cui Li officially served her position in September 2021 and Ms. Xu Lina officially served her position in November 2021. Mr. Luk Kin Yu, Peter resigned in March 2021 and Mr. Lin Yixiang resigned in September 2021. Due to other

work commitments, Mr. Ko Wing Man appointed Mr. Shiu Sin Por to attend and exercise the voting rights at the 26th meeting of the third session of the Board and the second meeting of the fourth session of the Board on his behalf. Among the resigned Directors, due to other work commitments, Mr. Luk Kin Yu, Peter appointed Mr. Chen Wuzhao to attend and exercise the voting rights at the 25th meeting of the third session of the Board on his behalf.

## **(II) Channels for understanding the operation and management of the Company**

In 2021, all independent Directors obtained information regarding the Company's operation and management through various channels, which provided the basis for their rational and prudent decision-making. Among the independent Directors who are the members of five committees of the Board, three served as chairmen of three committees respectively. The independent Directors proactively obtained information required for decision-making by reviewing special reports from the Company's management on operation and management matters within the terms of reference of such committees and by actively participating in research and discussion. The independent Directors maintained effective communication with external auditors and the Company's legal advisers to obtain objective information from third parties. Furthermore, the independent Directors also actively paid attention to the Newsletter to Directors, Supervisors and Senior Management prepared by the Company and the information about the Company and its major industry peers' daily stock prices, the monthly share prices analysis of the Company, the periodic premium information of the Company and major matters of the Company from time to time. The independent Directors apprehended comprehensive information on the Company's operation and management by studying financial reports, internal control reports, internal audit reports and other information prepared by the Company. They also actively attended the seminars relating to the Chairman and the independent Directors and fully understood the implementation of the Group's "To be Prominent Strategy" and other related circumstances. Apart from taking part in meetings, the independent Directors also obtained related information by keeping close contacts with the Company via e-mails or telephone. The secretary to the Board of the Company was responsible for giving prompt feedback on matters concerned or demanded by the independent Directors.

All independent Directors were of the view that no communication obstacles were present as there were various channels to learn about the operations of the Company, the communication was smooth and feedback had been promptly provided.

## **III. KEY ISSUES IN THE PERFORMANCE OF DUTIES BY INDEPENDENT DIRECTORS FOR THE YEAR**

In 2021, the Shareholders' general meetings and the Board meetings of the Company were convened and held in compliance with statutory procedures, and the principal operational decisions were made in accordance with relevant procedures and in compliance with the provisions of the laws and regulations, the regulatory documents and the Articles of Association. The independent Directors of the Company carefully studied all the resolutions proposed to the Board and provided their professional opinions and suggestions, with particular focuses on the related party transactions, nomination and remuneration of Directors, engagement and remuneration of senior management, performance forecast and other relevant circumstances.

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## **APPENDIX IV                      WORK REPORT (AND PERFORMANCE REPORT) OF THE INDEPENDENT DIRECTORS FOR THE YEAR 2021**

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### **(I)     Related party transactions**

In 2021, the independent Directors of the Company considered the amendment to the Administrative Measures for Related Party Transactions of The People's Insurance Company (Group) of China Limited and other relevant resolutions, and received the report on related party transactions of the Company and the evaluation of internal transactions for the year 2020, the report on auditing results of related party transactions for the year 2020 and other related reports.

### **(II)    Nomination and remuneration of Directors, and engagement and remuneration of senior management**

In 2021, the independent Directors of the Company provided independent opinions with approval on issues such as nomination of candidates for Directors of the fourth session of the Board, election of chairman and vice chairman of the fourth session of the Board, engagement of vice president, responsible compliance officer and chief risk officer, and remuneration settlement scheme of responsible officers for the year and remuneration settlement scheme of Directors and Supervisors for the year of the Group Company.

### **(III)   Results Estimate**

In 2021, the independent Directors of the Company actively paid attention to the development of the Company's performance and the relevant announcements on estimated profit increase published by the Company in a timely manner, and promptly understood the relevant circumstances.

### **(IV)   Engagement of accounting firms**

In 2021, in accordance with the relevant requirements of preparing annual report, the independent Directors of the Company maintained adequate communication with external auditors of the Company and had dedicated themselves to fulfilling their respective responsibilities and obligations. According to the actual circumstances, the engagement of auditors of the financial statements and internal control for the year 2021 was considered and passed at the Shareholders' general meeting of the Company in June 2020. The independent Directors of the Company provided independent opinions on the engagement of auditors and agreed to appoint PricewaterhouseCoopers Zhong Tian LLP/PricewaterhouseCoopers as the Company's accounting firms of the financial statements and internal control for the year 2021. The independent Directors were of the view that the accounting firms engaged by the Company in 2021 had complied with the principle of maintaining an independent, objective and fair practice standard during the auditing process, and completed the relevant works in a proper manner.

### **(V)    Cash dividends and other returns for investors**

The independent Directors of the Company provided independent opinions on the profit distribution plan for the year 2020 and the profit distribution plan for the first half of 2021. The independent Directors were of the view that the Company's profit distribution emphasises reasonable investment return to investors. Continuity and stability of the profit distribution policy have been

maintained. The specific ratio of cash dividend distribution has taken into full account various factors, such as business development and demand, operating results and Shareholders' return of the Company and its subsidiaries, as well as the characteristics of the equity and financial structure of the two-level legal persons of the Group. The profit distribution is in line with the operating strategy and the needs of business development of the Group. The profit distribution of the Company does not prejudice the interests of Shareholders, especially minority Shareholders, and complies with relevant laws, regulations and the Articles of Association. It is legal and valid.

**(VI) Fulfilment of undertakings by the Company and its Shareholders**

As of 31 December 2021, the Company and its Shareholders holding more than 5% of the Shares have fulfilled their undertakings in the prospectus.

**(VII) Implementation of information disclosure**

The independent Directors of the Company actively performed their duties in the preparation and disclosure of the annual report, interim report and quarterly reports and paid close attention to the implementation of information disclosure. In 2021, the Company strictly complied with the laws and regulations, the Articles of Association, the Administrative Measures on Information Disclosure and other provisions, and duly and fully disclosed relevant periodic reports and extraordinary announcements.

**(VIII) Implementation of internal control**

The independent Directors of the Company paid high attention to internal control evaluation work and reviewed the internal control evaluation report. In 2021, the Company continued to push forward the construction and implementation of standardised internal control. No material deficiencies were identified in the internal control evaluation.

**(IX) Operation of the Board and the committees thereunder**

There are five committees under the Board of Directors of the Company, namely the Audit Committee, the Nomination and Remuneration Committee, the Strategy and Investment Committee, the Related Party Transactions Control Committee and the Risk Management & Consumers' Rights and Interests Protection Committee. On 18 June 2021, chairman and members of each of the committees of the fourth session of the Board were elected at the first meeting of the fourth session of the Board of the Company.

In 2021, the Company convened seven Board meetings in total and considered and approved 72 resolutions including the annual profit distribution plan, final financial accounts and annual reports. The Company convened 24 meetings of the committees in total and considered and approved 84 resolutions. Among which, the Audit Committee convened four meetings and reviewed and considered the A Shares and H Shares periodic reports in 2020, the first quarterly report of 2021, the interim periodic reports of A Shares and H Shares in 2021, the third quarterly report of 2021 and other resolutions; the Nomination and Remuneration Committee convened six meetings and reviewed

and considered the performance report of the Directors for the year 2020, the work report and appraisal of performance of the independent Directors for the year 2020, the nomination of candidates for Directors of the fourth session of the Board, the election of chairman and vice chairman, the engagement of vice president, the remuneration settlement schemes of responsible officers and other senior management members of the Company for the year 2020 and other resolutions; the Strategy and Investment Committee convened six meetings and reviewed and considered the Planning Outline of the “14th Five-Year Plan” Development Strategy of the Group, the final financial accounts for the year 2020, the profit distribution plan for the year 2020, the profit distribution plan for the first half of 2021, the evaluation report on the implementation of development plan of the Group in 2020 and other resolutions; the Related Party Transactions Control Committee convened three meetings and reviewed and considered the amendment to the Administrative Measures for Related Party Transactions of The People’s Insurance Company (Group) of China Limited, the report on related party transactions and the evaluation of internal transactions for the year 2020, the report on auditing results of related party transactions for the year 2020 and other resolutions; the Risk Management & Consumers’ Rights and Interests Protection Committee convened five meetings and reviewed and considered the risk assessment report for the year 2020, the internal control evaluation report for the year 2020 and other resolutions.

Also, according to the relevant requirements, the independent Directors of the Company strictly implemented and supervised the implementation of the resolutions approved at the Shareholders’ general meetings and the Board meetings; presented the annual performance report at the Board meetings and the Shareholders’ general meetings as required; attended the seminars for the Chairman and the independent Directors and provided opinions and suggestions on the strategic development of the Company; proactively obtained an understanding from regulators with respect to their feedback on the annual regulatory notification and regulatory assessment of corporate governance of the Company; attentively reviewed the briefing by PricewaterhouseCoopers’ auditors on the audit plan for the year 2021 and communicated with the auditors on the relevant matters.

In 2021, the independent Directors of the Company diligently attended the meetings of the Board and its committees and actively put forward opinions, which promoted the scientific and efficient decision-making of the Board of the Company. Regarding all opinions and suggestions made by the independent Directors on related issues, the management of the Company responded promptly and adopted them in a timely manner, and there were no circumstances where the opinion of any independent Director could not be expressed. The professional opinions made by the independent Directors are critical for strengthening the construction of the Board of the Company, promoting the optimisation of corporate governance and improving the Company’s operation and management, thereby pushing forward changes for the Group’s development.

#### **IV. OVERALL EVALUATION AND RECOMMENDATION**

In 2021, all independent Directors performed their duties diligently and faithfully and gave full play to their expertise. All of them were able to attend the Shareholders’ general meetings, the Board meetings and the meetings of the committees they served on with sufficient time and energy, and thoroughly fulfilled their duties as stipulated by the laws and regulations and the Articles of Association. They actively participated in trainings on the qualification of newly-appointed independent directors and follow-up training

courses for independent directors held by the SSE and other relevant trainings, and conscientiously studied the Securities Law, the Corporate Governance Standards for Banking and Insurance Institutions, the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (for Trial Implementation) and the Administrative Measures for the Supervision of Insurance Group Companies promulgated by the CBIRC, the Listing Rules of the Stock Exchange and other new regulations and provisions, in order to continuously improve their ability to perform their duties. During the decision-making process, all independent Directors were able to make objective and fair judgements, fully express their opinions on relevant matters and participate in the decision-making of material matters of the Company with their independent and objective position. Through participation in the Board meetings and communication with external auditors, the independent Directors had an in-depth understanding of the Company's operation, provided constructive opinions and advice on the Company's business development and earnestly safeguarded the lawful interests of the Company and all Shareholders.

All independent Directors were of the view that in 2021, the Board and various committees of the Company thoroughly implemented the policies and decisions of the CPC Central Committee and operated efficiently and in a standardised manner in accordance with national laws and regulations, regulatory rules and the Articles of Association, playing an active role in corporate governance and decision-making of major issues. Under the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the management of the Company remained committed to seeking progress while maintaining a stable performance, resolutely carried out the new development concept, fully completed the goals and plans of the year, and attained achievements in transformation towards high-quality development.

In 2022, the independent Directors will continue to perform their duties faithfully and diligently, give full play to the role of independent Directors, safeguard the interests of the Company as a whole and the legitimate rights and interests of all Shareholders, and promote the healthy and sustainable development of the Company. They will also play a significant role in the implementation of the Group's "To be Prominent Strategy" and the high-quality development of the Group.

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**APPENDIX V                      REPORT ON THE SOLVENCY-RELATED CONDITION  
OF THE GROUP FOR THE YEAR 2021**

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**REPORT ON THE SOLVENCY-RELATED CONDITION  
OF THE PICC GROUP FOR THE YEAR 2021**

As of the end of 2021, the actual capital of The People's Insurance Company (Group) of China Limited (hereinafter referred to as "PICC Group") amounted to RMB395.23 billion, representing an increase of 0.8% as compared with the end of last year, of which the core capital amounted to RMB345.82 billion, representing an increase of 4.9% as compared with the end of last year. The minimum capital amounted to RMB131.15 billion, representing an increase of 2.1% as compared with the end of last year. The core solvency margin ratio of PICC Group was 263.7%, representing an increase of 6.9 percentage points as compared with the end of last year. Its comprehensive solvency margin ratio was 301.4%, representing a decrease of 3.9 percentage points as compared with the end of last year. PICC Group was able to meet the regulatory requirements on the solvency margin ratio.

**SOLVENCY STATUS OF PICC GROUP**

*Unit: in RMB100 million*

<b>Item</b>	<b>As of 31 December 2021</b>	<b>As of 31 December 2020</b>
Actual capital	3,952.3	3,920.8
Of which: Core capital	3,458.2	3,297.7
Minimum capital	1,311.5	1,284.3
Core solvency margin ratio	263.7%	256.8%
Comprehensive solvency margin ratio	301.4%	305.3%

**THE PEOPLE'S INSURANCE COMPANY (GROUP) OF CHINA LIMITED**

**REPORT ON RELATED PARTY TRANSACTIONS AND THE EVALUATION  
OF INTERNAL TRANSACTIONS OF THE GROUP FOR THE YEAR 2021**

In accordance with the provisions of the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions and the Guidelines for Consolidated Supervision of Insurance Groups, the Company evaluated the related party transactions and the overall internal transactions of PICC Group (hereinafter referred to as the "Group") for the year 2021. As the related party transactions of the Company in 2021 were also internal transactions of the Group, they are therefore consolidated and reported as follows:

**I. OVERALL RELATED PARTY TRANSACTIONS OF THE COMPANY FOR THE YEAR 2021**

Related party transactions are one of the important means for the Group to achieve synergy, which is conducive to the Group's reasonable integration and allocation of resources as well as promotion of integrated operation to realise the Group's overall strategic goal of high-quality development.

In 2021, the Company conducted related party transactions with its subsidiaries following the principles of compliance, integrity and fairness. There was a total of 68 related party transactions in the year, with a transaction amount of RMB315 million. The types of transactions mainly include use of funds and entrusted investment administration, leases of assets, insurance services, property management services, etc. Among which, matters relating to the related party transactions of use of funds were publicly disclosed on the websites of the Company and the Insurance Association of China as required. The pricing of related party transactions did not deviate from the price or standard charge offered by independent third parties in the market and complied with the requirement of fairness. According to the major related party transaction standards stipulated by the CBIRC, the Company had no major related party transactions in 2021.

**II. MANAGEMENT OF RELATED PARTY TRANSACTIONS OF THE COMPANY FOR THE YEAR 2021**

In accordance with the regulatory provisions of the CBIRC, the SSE and the Hong Kong Stock Exchange on related party transactions, the Company strengthened the system construction, optimised the operation mechanism and implemented management and control measures to ensure that the management of related party transactions complied with regulatory requirements. Meanwhile, the Company continued to enhance the guidance on the management of related party transactions of respective subsidiaries.

**(I) Optimisation of system and management procedures of related party transactions**

At the beginning of the year, the Company issued new Administrative Measures for Related Party Transactions after amendments. In accordance with the provisions of the Administrative Measures for Related Party Transactions, the Company determined the division of responsibilities among respective corporate governance bodies, respective functional departments and respective subsidiaries in terms of collection of related party information, and review, decision-making, statistics, monitoring and reporting of related party transactions, strengthened the risk monitoring and



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## APPENDIX VI REPORT ON RELATED PARTY TRANSACTIONS AND THE EVALUATION OF INTERNAL TRANSACTIONS OF THE GROUP FOR THE YEAR 2021

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statistical reporting of related party transactions conducted by non-insurance subsidiaries, strictly reviewed the necessity, compliance and fairness of related party transactions and continuously enhanced the risk management and control of related party transactions of the Group.

### **(II) Strict implementation of review and approval procedures for related party transactions**

The Shareholders' general meeting, the Board, the Board of Supervisors and the management of the Company performed the duties of approval, filing and supervision of related party transactions in accordance with the laws and regulations. Each functional department completed the identification, review and other specific work of related party transactions as required. To ensure fair and reasonable pricing of related party transactions, all business departments of the Company assumed primary and direct responsibility for fair pricing. They were responsible for specifying the pricing principle, basis or methodology of transaction in details and verifying the fairness of pricing when performing the review and approval procedures for related party transactions, and also engaging independent third party assessment institutions to provide professional opinions if necessary. Relevant departments responsible for the management of related party transactions performed review on the pricing basis of related party transactions from their respective professional perspectives. All subsidiaries also duly identified, reviewed and approved related party transactions in accordance with relevant regulatory requirements and the Company's related party transaction management system.

### **(III) Conduct of quarterly statistical reports on related party transactions**

In accordance with the regulatory provisions of the CBIRC, the Company continued to timely submit the related party transaction report and statistical table to the CBIRC on a quarterly basis. After the introduction of the related party transaction supervision system of banking and insurance industry, the Company earnestly implemented the rules of reporting and timely completed information entry to ensure its information reporting was in compliance with the regulations. Meanwhile, the Company managed the transactions between the subsidiaries which are not licensed financial institutions and the related parties of the Company, and the relevant transactions were included in the quarterly related party transaction report and consolidated disclosure scope of the Company.

### **(IV) Proper information disclosure of related party transactions**

The Company strictly performed the information disclosure obligation of related party transactions, timely disclosed the related party transactions including use of funds on the websites of the Company and the Insurance Association of China, and timely completed the quarterly classification and consolidated disclosure of related party transactions. Meanwhile, the Company also supervised its subsidiaries to ensure proper information disclosure of related party transactions.

### **(V) Update and optimisation of the database of related parties**

In accordance with the regulatory provisions of the CBIRC, the SSE and the Hong Kong Stock Exchange, the Company timely collected information of related parties, updated and maintained the list of related parties of the Company under various regulatory rules, and submitted the list of related

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## **APPENDIX VI REPORT ON RELATED PARTY TRANSACTIONS AND THE EVALUATION OF INTERNAL TRANSACTIONS OF THE GROUP FOR THE YEAR 2021**

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parties under the regulatory rules of the CBIRC to the CBIRC every half year. The Company also strengthened the synchronous use of related party information within the Group, supervised and assisted subsidiaries in updating and optimising their respective database of related parties.

### **(VI) Conduct of related party transaction training and publicity**

In order to promote the implementation of the latest regulatory requirements and constantly enhance the awareness of related party transactions compliance, the Company continued to conduct related party transaction management training and publicity through the combination of online and offline methods, including compliance culture publicity month, training on specific topics and online training platform. In accordance with the regulatory requirements for listed companies newly issued by the CSRC and the SSE, the Company studied and disseminated the new requirements for related party transactions therein to ensure such regulatory requirements were implemented forthwith. All subsidiaries also actively carried out related training on related party transaction management to strengthen the awareness of related party transactions compliance.

### **(VII) Improvement of audit and supervision of related party transactions**

The Company had completed the special audit of related party transactions as required for the year 2021. With the establishment of the Group audit centre, the Company centralised the management of internal audit, whereby the special audit of related party transactions of respective subsidiaries was all conducted by the Group audit centre and the audit and supervision of related party transactions of subsidiaries were largely improved.

## **III. EVALUATION OF OVERALL INTERNAL TRANSACTIONS OF THE GROUP FOR THE YEAR 2021**

The Company actively adopted internal transaction management and control measures, monitored and performed statistics on the overall internal transactions of the Group, and analysed the background of relevant accounts receivable and payable and business transactions, as well as the impact of internal transactions on assets and liabilities, revenue and regulatory indicators. For internal transactions of the Group which were also related party transactions, the Company and its subsidiaries strictly implemented the management system of related party transactions.

The internal transactions of the Group in 2021 mainly included dividend distribution, use of funds and entrusted investment administration, insurance mutual agency sales, leases of assets, insurance and reinsurance services, property management services, etc.

It is assessed that the internal transactions had real business transaction background and the pricing of such transactions did not deviate from the price or standard charge offered by independent third parties in the market and complied with the requirement of fairness. Transactions between the Company and its subsidiaries and between subsidiaries have been offset in the Group's consolidated statements, and have no impacts on the Group's consolidated assets and liabilities, revenue and regulatory indicators.

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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### 中国人民保险集团股份有限公司

THE PEOPLE'S INSURANCE COMPANY (GROUP) OF CHINA LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1339)

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting (the “AGM”) of The People’s Insurance Company (Group) of China Limited (the “Company”) will be held at PICC Building, No. 88 West Chang’an Avenue, Xicheng District, Beijing, the PRC on 20 June 2022 (Monday) at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the report of the Board of Directors for the year 2021
2. To consider and approve the resolution on the report of the Board of Supervisors for the year 2021
3. To consider and approve the resolution on the final financial accounts for the year 2021
4. To consider and approve the resolution on the profit distribution for the year 2021
5. To consider and approve the resolution on the budget of fixed asset investment for the year 2022
6. To consider and approve the resolution on the 2022 annual charity donation plan of the Group
7. To consider and approve the resolution on the authorisation granted to the Board to deal with the liability insurances for Directors, Supervisors and senior management
8. To consider and approve the resolution on the engagement of accounting firm for the year 2022

### SPECIAL RESOLUTION

9. To consider and approve the resolution on the issuance of capital supplementary bonds of the Group Company

### AS REPORTING DOCUMENTS

1. To review the performance report of the Directors for the year 2021

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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2. To review the work report (and performance report) of the independent Directors for the year 2021
3. To review the report on the solvency-related condition of the Group for the year 2021
4. To review the report on related party transactions and the evaluation of internal transactions of the Group for the year 2021

The above resolutions are set out in the circular (the “**Circular**”) for the 2021 annual general meeting of the Company dated 5 May 2022. Unless otherwise stated, terms and expressions defined in this notice shall have the same meanings in the Circular.

By order of the Board  
**The People’s Insurance Company (Group) of China Limited**  
**Luo Xi**  
*Chairman*

5 May 2022

*Notes:*

1. The H Shares register of members of the Company will be closed from 21 May 2022 (Saturday) to 20 June 2022 (Monday), both days inclusive, during which period no transfer of H Shares will be effected. Holders of H Shares who intend to attend the AGM must deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 20 May 2022 (Friday). Holders of H Shares whose names appear on the H Shares register of members of the Company at the close of business on 20 May 2022 (Friday) are entitled to attend and vote at the AGM.
2. If the profit distribution plan for the year 2021 is approved, the final dividend will be paid around 29 July 2022 to the Shareholders whose names appear on the share register of members of the Company on 30 June 2022 (Thursday). For the purpose of determining the entitlement of the holders of H Shares to the final dividend for 2021, the H Share register of members of the Company will be closed from 25 June 2022 (Saturday) to 30 June 2022 (Thursday) (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to the final dividend for 2021, holders of H Shares must deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 24 June 2022 (Friday).
3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent the relevant Shareholder.
4. The instrument appointing a proxy must be in writing and signed by a holder of H Shares or his/her attorney who was duly authorised in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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5. In order to be valid, the proxy form together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be) (which is 9:00 a.m. on 19 June 2022 (Sunday) (or other date in the event of any adjournment thereof)). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof if he so wishes.
6. Holders of H Shares who intend to attend the AGM in person or by proxy should deposit the reply slip at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong respectively on or before 31 May 2022 (Tuesday) by hand, by post or by fax (fax no: (852) 2865 0990). Shareholders or their proxies attending the AGM (or any adjournment thereof) shall produce their identity certifications.
7. Pursuant to the provisions of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the AGM will be voted on by poll.
8. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity certifications.
9. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint Shareholders.
10. **Reminder in relation to pandemic prevention and control:** Considering the impact of the current COVID-19 pandemic, foreign attendees coming to Beijing are reminded to pay attention to the relevant regulations and requirements of pandemic prevention and control in Beijing during the convening of the meeting.