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新華人壽保險股份有限公司

NEW CHINA LIFE INSURANCE COMPANY LTD.

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

(Stock Code: 01336)

MAJOR TRANSACTION

FURTHER ANNOUNCEMENT ON FORMATION OF THE FUND AND THE FUND MANAGEMENT COMPANY THROUGH JOINT VENTURE

Reference is made to the announcement (the “**Announcement**”) of New China Life Insurance Company Ltd. (the “**Company**”) dated 29 November 2023 in relation to the proposed formation of the Fund and the Fund Management Company through joint venture by the Company and China Life. The terms used in this announcement shall have the same meanings as defined in the Announcement unless the context otherwise requires.

The Company announced that, (i) the articles of association of the Fund (the “**Articles of Association of the Fund**”) was executed in respect of the Formation of the Fund through Joint Venture with China Life on 25 January 2024, and (ii) the Fund Management Company, formulated by New China Asset (a subsidiary of the Company) and China Life Asset (a subsidiary of China Life) through Joint Venture, completed the registration with the administrative authority for industry and commerce on 22 December 2023.

1. FORMATION OF THE FUND THROUGH JOINT VENTURE

According to the Articles of Association of the Fund, further arrangements for the Formation of the Fund through Joint Venture are as follows:

Name of the Fund: Tentatively named Honghu Zhiyuan (Shanghai) Private Investment Fund Co., Ltd. (鴻鵠志遠(上海)私募投資基金有限公司) (subject to the final approval and registration of the administrative authority for industry and commerce)

Duration of the Fund: The duration of the Fund is 10 years, and the duration of the Fund may be changed by a resolution passed by the general meeting of the Fund.

Investment scope: The investment scope of the Fund includes: (1) stocks of listed companies. Investment methods include, but are not limited to, continuous bidding, subscription of non-public offering shares (A shares)/placing (Hong Kong stocks), allotment (A shares)/rights issue (Hong Kong stocks), block transactions or agreement transfer with single or combined counterparties, preferential placement of convertible bonds, lending of refinancing securities, etc.; and (2) money market funds, bank deposits, reverse repurchase of treasury bonds and other cash management investments.

Size of the Fund: RMB50 billion, of which each of the Company and China Life will contribute RMB25 billion in the form of monetary funds. The size of the Fund and the capital commitment of the Company and China Life are determined after negotiation between the parties with reference to the capital requirements of the Fund and contribution intention of both parties.

The Fund will not constitute a subsidiary of the Company.

Ways of and deadline for capital contribution: The Company and China Life will contribute in cash. The fund manager will take into account the investment and operation needs of the Fund to determine the specific amount and time of capital contribution in each period, and issue the demand note for payment of the capital contribution to shareholders of the Fund.

Source of capital contribution of the Company is the insurance funds.

Fund management: After the formation of the Fund, an entrustment management agreement (the “**Entrustment Management Agreement**”) will be signed with the Fund Management Company according to the procedures stipulated in the Articles of Association of the Fund. After the Entrustment Management Agreement comes into effect, the main investment business of the Fund will be executed by the Fund Management Company according to the provisions of the Articles of Association of the Fund and the Entrustment Management Agreement. The Fund Management Company will offer management services in respect of the investment and operation of the Fund. The Fund Management Company will set up an investment decision committee, which is responsible for making decisions on investment business of the Fund.

As at the date of this announcement, the Fund Management Company has been established, and the Entrustment Management Agreement has not yet been entered into.

Management fee:

The management fee rate paid by the Fund to the Fund Management Company is 0.1% per annum, and the initial calculation date of the management fee is the date on which the Fund commences the first investment.

The calculation method of management fee is:

$$H = E \times \text{relevant annual management fee rate} \div T$$

H refers to the daily accrued management fee

E refers to the net asset value of the Fund on the previous day

T refers to the number of days in the current year

Management fee shall be calculated and accrued on a daily basis, accumulated to the end of each quarter and paid on a quarterly basis.

Profit distribution:

The profit of the Fund will be distributed according to the proportion of capital contribution paid by its shareholders. After the general meeting of the Fund makes a resolution on the profit distribution plan and the loss recovery plan, the executive director of the Fund shall implement such plan within 1 month.

Equity transfer:

No shareholder of the Fund may transfer or pledge any of its equity without the prior written consent of the other shareholder of the Fund; and the equity of the Fund may be transferred only with the prior written consent of the other shareholder, provided that there is no objection from the regulatory authority. Under the same conditions, other non-transferring shareholder(s) shall have the right of first refusal according to the Articles of Association of the Fund.

2. FORMATION OF THE FUND MANAGEMENT COMPANY THROUGH JOINT VENTURE

According to the Articles of Association of the Fund Management Company and other legal document, further arrangements for the Formation of the Fund Management Company through Joint Venture are as follows:

Name of the Fund Management Company: Guofeng Xinghua (Beijing) Private Fund Management Co., Ltd. (國豐興華(北京)私募基金管理有限公司) (approved for registration by the administrative authority for industry and commerce)

Amount of capital contribution: The registered capital of the Fund Management Company is RMB10 million. Each of New China Asset and China Life Asset shall contribute RMB5 million in the form of monetary funds. The registered capital of the Fund Management Company and the amount of capital contribution by both parties are determined after negotiation between the parties with reference to the capital requirements of the Fund Management Company and contribution intention of both parties.

Investment decision committee: The Fund Management Company will set up an investment decision committee, with a total of 6 members, of which, China Life Asset and New China Asset will appoint 3 members, respectively.

The investment decision committee is mainly responsible for: (1) formulating the annual investment strategy of the funds under management and submitting it to the general meeting of the Fund for consideration; (2) implementing the investments in the resolutions of the general meeting; (3) reviewing the quarterly investment strategy of the funds under management; (4) authorizing the investment managers to make investments through the funds under management within the scope of authorization of the investment decision committee's resolution on the size, proportion and monetary amount of the investment; and (5) any other functions and powers of the investment decision committee as stipulated in the Articles of Association of the Fund Management Company and other legal document.

Except the abovementioned arrangements, the arrangements and all other information in respect of the Formation of the Fund through Joint Venture and the Formation of the Fund Management Company through Joint Venture disclosed in the Announcement remain unchanged.

LISTING RULES IMPLICATIONS

As China Life Asset is a subsidiary of China Life, the Formation of the Fund through Joint Venture shall be aggregated with the Formation of the Fund Management Company through Joint Venture pursuant to Rules 14.22 and 14.23 of the Listing Rules.

As the highest applicable percentage ratio (as defined in Chapter 14 of the Listing Rules) in respect of the Transaction exceeds 25% but is less than 100%, the Transaction constitutes a major transaction under Chapter 14 of the Listing Rules, and is subject to the announcement, reporting and shareholders' approval requirements.

GENERAL

The Company will convene and hold an extraordinary general meeting for shareholders to consider and, if thought fit, to approve the Transaction. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no shareholder is required to abstain from voting on the Transaction at the extraordinary general meeting.

Reference is made to the announcement of the Company dated 10 January 2024 in relation to delay in despatch of circular. As it takes additional time to prepare a circular containing, among other things, (i) the Transaction; (ii) a notice of extraordinary general meeting; and (iii) other information about the Company as required under the Listing Rules, such circular is expected to be despatched to the shareholders on or before 28 March 2024.

The Investment is subject to the approval of the general meeting of shareholders of the Company. The Fund has not yet been established, and the Transaction still needs to go through relevant formalities such as corporate governance procedures and registration procedures. There might be adjustments to the articles of association or the agreement terms when fulfilling above procedures. Therefore, there is a certain degree of uncertainty about the specific implementation and progress. Accordingly, shareholders and potential investors of the Company should exercise caution when investing in or trading in the securities of the Company.

By Order of the Board
New China Life Insurance Company Ltd.
YANG Yucheng
Chairman

Beijing, China, 25 January 2024

As at the date of this announcement, the chairman and executive Director of the Company is YANG Yucheng; the executive Director is ZHANG Hong; the non-executive Directors are YANG Yi, HE Xingda, YANG Xue, HU Aimin and LI Qiqiang; and the independent non-executive Directors are MA Yiu Tim, LAI Guanrong, XU Xu and GUO Yongqing.