

【表紙】

【提出書類】	外国会社臨時報告書
【提出先】	関東財務局長
【提出日】	2023年6月5日
【会社名】	エア・チャイナ・リミテッド (中国国際航空股份有限公司) (Air China Limited)
【代表者の役職氏名】	共同会社秘書役 黃斌 (Huang Bin, Joint Company Secretary)
【本店の所在の場所】	中華人民共和国北京市順義区天柱路30号1号ビル1～9階101 (1st Floor – 9th Floor 101, Building 1, 30 Tianzhu Road, Shunyi District, Beijing, China)
【代理人の氏名又は名称】	弁護士 新 木 伸 一
【代理人の住所又は所在地】	東京都千代田区丸の内二丁目7番2号 JPタワー 長島・大野・常松法律事務所
【電話番号】	03-6889-7000
【事務連絡者氏名】	弁護士 梶 原 颯 一 郎
【連絡場所】	東京都千代田区丸の内二丁目7番2号 JPタワー 長島・大野・常松法律事務所
【電話番号】	03-6889-7000
【縦覧に供する場所】	該当なし

- (注) 1 別段の記載がある場合を除き、本書に記載の「RMB」は中華人民共和国の法定通貨を指す。本書において便宜上記載されている日本円への換算は、1人民元 = 19.76円の換算率（2023年5月25日現在の中国外貨取引センター（China Foreign Exchange Trade System）公表の中心値）に基づき計算されている。
- 2 本書中の表で計数が四捨五入されている場合、合計は計数の総和と必ずしも一致しない。
- 3 本書において「当社」は、文脈上別異に解釈する必要がある場合を除き、エア・チャイナ・リミテッド（中国国際航空股份有限公司）を指す。

(Notes):

1. Unless otherwise provided, all monetary amounts indicated “ RMB ” in this document are amounts in Chinese Yuan Renminbi. For the convenience of Japanese readers, conversion into Japanese yen has been made at the exchange rate of RMB 1.00 = 19.76 yen being the mean quotation in the China Foreign Exchange Trade System on May 25, 2023.
2. Where figures in tables in this document have been rounded , the totals may not necessarily agree with the arithmetic sum of the figures.
3. In this document , unless the context requires otherwise , “Company” means Air China Limited (中国国際航空股份有限公司) .

1 【提出理由】

当社は、本邦以外の地域において当社普通株式を発行したため、金融商品取引法第24条の5第4項および第15項ならびに企業内容等の開示に関する内閣府令第19条第1項および第2項第2号の規定に基づき、以下のとおり本外国会社臨時報告書を提出する。

2 【報告内容】

(1) Type and Name of Shares Issued:

RMB ordinary shares (A Shares)

(2) Number of Shares Issued:

1,675,977,653 A Shares in total

(3) Issuing Price per Shares and Amount to be Incorporated in the Share Capital:

(a) Issuing Price

RMB 8.95 per Share (approx. Yen 176.85)

(b) Amount to be Incorporated in the Share Capital

RMB 1 per Share (Yen 19.76)

(4) Aggregate Amount of Issue Price and Aggregate Amount to be Incorporated in the Share Capital:

(i) Aggregate Amount of Issue Price

RMB 14,999,999,994.35 (Yen 296,399,999,888)

(ii) Aggregate Amount to be Incorporated in the Share Capital

RMB 1,675,977,653 (approx. Yen 33,117,318,423)

(5) Contents of Shares:

Ordinary shares listed on Shanghai Stock Exchange

(6) Method of Issuance:

Non-public issuance

(7) Name of Underwriters:

CITIC Securities Company Limited

(8) Area in which Offering will be Made:

People's Republic of China

(9) Amount of Subscription Money from New Issuance and Use and Scheduled Timing of Expenditure of Proceeds:

(i) Amount of Subscription Money from New Issuance:

RMB 14,999,999,994.35 (Yen 296,399,999,888)

(ii) Use of Proceeds:

Proceeds to be raised from the Non-public Issuance of A Shares are intended to be used in the following ways:

No. Name of Project Proceeds to be applied

(RMB in 100 million)(Yen in billion)

1	Purchasing 22 aircraft	RMB 108.00 (approx. Yen 2.13)
2	Replenish working capital	RMB 42.00 (approx. Yen 0.83)
Total		RMB 150.00 (approx. Yen 2.96)

The Company proposed to use RMB10.8 billion to purchase 22 aircraft, including 9 ARJ21 aircraft, 4 A320 NEO aircraft and 9 A350 aircraft, expected to be delivered in 2022 – 2023, and RMB4.2 billion to replenish the working capital which will be invested according to the fund need of the Company during its daily operation.

If the actual amount of net proceeds after deducting relevant issuance expenses of the Non-public Issuance of A Shares is less than the above proposed amount of proceeds to be applied, the Company will, based on the actual amount of net proceeds and schedule of the projects and in compliance with relevant laws and regulations, determine the application details including the priority and specific amount of proceeds to be applied to each project, and the shortage of funds will be self-financed by the Company through internal resources.

In order to ensure a smooth implementation of the fundraising investment, and to protect the interest of all shareholders of the Company, before receiving the proceeds of the Non-public Issuance of A Shares, the Company will use its own funds or self-raised funds

depending on the progress of the investment projects, and replace such funds according to relevant prescribed procedures upon receiving the proceeds.

(iii) Scheduled Timing of Expenditure of Proceeds:

Although the Company plans to use the proceeds received for the above purposes, the scheduled time(s) of spending thereof will be determined in accordance with the cash management status etc. of the Company at the time when the proceeds from non-public issuance of A shares are received.

(10) Date of Issuance:

January 16, 2023

(11) Name of Stock Exchange on which the Shares will be listed:

Shanghai Stock Exchange

(12) Details of Restrictions concerning Transfer set forth in Article 1-7 of the Order for the Enforcement of the Financial Instruments and Exchange Law or Other Restrictions which are Imposed on the Shares:

N/A

(13) Name, Address, Name of Representative, Amount of Paid-in Capital and Nature of Business of the Party who Attempts to Acquire the Shares Concerned:

As described in (16) below.

(14) Investment, Transaction and Other Similar Relationship between the Acquirers and the Company:

As described in (16) below.

(15) Details of the Arrangement between the Acquirers and the Company Concerning the Terms and Other Matters Related to Holding of the Shares Concerned:

18 months lock-up applies to CNAHC and 6 months lock-up period applies to other subscribers.

(16) Matters Specially Mentioned in the Case of Third-Party Allotment

a. State of Scheduled Subscriber:

(a) CNAHC

(i) Summary for the Scheduled Subscriber:

Name	China National Aviation Holding Company (“CNAHC”)
Address of head/registered office	Room 101-C709, Floor 1-9, Building 1, Yard 30, Tianzhu Road, Shunyi District, Beijing, China
Address of principal office in Japan	N/A
Name and title of representative	Mr. Ma Chongxian
Paid-in capital	RMB 15,500,000,000 (Yen 306,280,000,000)
Substance of the business	Manage all the state-owned assets of CNAHC and its subsidiaries, Aircraft leasing, Aviation equipment maintenance.
Principal investor and the ratio of its capital contributions	Wholly PRC state-owned.

(ii) Relationship with the Company

Investments	Number of the Scheduled Subscriber's shares held by the Company before subscription	5,952,236,697
	Number of the Company's shares held by the Scheduled Subscriber after subscription	6,566,761,847

Personnel affairs

Mr. Song Zhiyong (resigned on 27 September 2022), Mr. Ma Chongxian and Mr. Feng Gang are considered to have a material interest in CNAHC A Share Subscription and therefore have abstained from voting on the relevant Board resolutions approving the Share Subscription Agreement and the Non-public Issuance of A Shares. Save as mentioned above, none of the other directors (the “Directors”) has a material interest in CNAHC A Share Subscription and the Non-public Issuance of A Shares and hence no other Director has abstained from voting on such Board resolutions.

Funds	CNAHC directly holds 40.98% of the Company's shares and holds 10.72% of the Company's shares through its wholly-owned subsidiary CNACG, and is a controlling shareholder of the Company. As at the Latest Practicable Date, the SASAC of the State Council is a controlling shareholder and de facto controller of CNAHC. CNAHC primarily operates all the state-owned assets and state-owned equity interests invested by the State in CNAHC and its invested entities, aircraft leasing and aviation equipment and facilities maintenance businesses.
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Technologies or Business	<p>CNAHC, being a subscriber under the Non-public Issuance of A Shares, has a material interest in the Non-public Issuance of A Shares. CNAHC and its close associates (including CNACG) shall therefore abstain from voting on the resolutions at the EGM and the Class Meetings approving the Non-public Issuance of A Shares. The Directors (including the independent non-executive Directors) consider that the terms and conditions of the issue of new A Shares under the Non-public Issuance of A Shares and the Share Subscription Agreement are fair and reasonable, on normal commercial terms or better and in the interests of the Company and</p>
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	its Shareholders as a whole.
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(iii) Reason for Selecting the Scheduled Subscriber:

The Subscribers under the Non-public Issuance of A Shares include not more than 35 (inclusive) specific investors (including CNAHC). CNAHC shall subscribe for A Shares in the amount of not less than RMB5.5 billion in cash, and immediately upon the completion of the Non-public issuance of A Shares, the total number of Shares held by CNAHC and its wholly-owned subsidiaries shall not be less than 50.01% of the total issued shares of the Company. Other Subscribers include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the China Securities Regulatory Commission (“CSRC”). Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

(iv) Number of Shares to be allotted:

614,525,150

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company’s knowledge, CNAHC is not related to any gangs.

(b) UBS AG

(i) Summary for the Scheduled Subscriber:

Name	UBS AG
Address of head/registered office	Bahnhofstrasse 45, 8001 Zurich, Switzerland and Aeschenvorstadt 1, 4051 Basel Switzerland

Filing Date of Annual Securities Report	June 30, 2022
Filing Date of Semi-Annual Securities Report	September 30, 2022

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

218,212,290

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, UBS AG is not related to any gangs.

(c) China National Aviation Fuel Group Corporation

(i) Summary for the Scheduled Subscriber:

Name	China National Aviation Fuel Group Corporation
Address of head/registered office	No.28, Tianzhu Road, A area, Tianzhu Airport Economic Development Zone, Shunyi District, Beijing, P.R. China
Address of principal office in Japan	N/A
Name and title of representative	Qiang Zhou
Paid-in capital	RMB 10,000,000,000 (Yen 197,600,000,000)
Substance of the business	Investment and operation of state-owned capital, operation and management of state-owned assets; testing and refilling business of domestic and foreign aviation kerosene and other refined oil products; transport aviation, general aviation and service guarantee related industrial investment, equity investment, securities investment and management; import and export business, domestic and foreign futures hedging business; investment, construction, operation and related consulting services of civil airports; research, development, procurement, sales and after-sales service of civil aviation security-related facilities, equipment and vehicles (including spare parts); development and management of civil aviation security-related human resources; own land development and management; land, equipment and other assets leasing and related property management, leasing of commercial premises and office premises; investment and management in the field of securities, funds, insurance, trusts and banking; technology development, technical services and technical consulting related to the above services; wholesale and retail of gasoline, kerosene and diesel fuel (closed cup flash point 60° C).
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the

requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

167,597,765

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, China National Aviation Fuel Group Corporation is not related to any gangs.

(d) China Structural Reform Fund Co., Ltd.

(i) Summary for the Scheduled Subscriber:

Name	China Structural Reform Fund Co., Ltd.
Address of head/registered office	Room 702, 7 th Floor, Winland IFC, 7 Financial Street, Beijing, China
Address of principal office in Japan	N/A
Name and title of representative	Bixin Zhu
Paid-in capital	RMB 82,919,040,000 (Yen 1,638,480,230,400)
Substance of the business	Non-public fund raising; equity investment; project investment; asset management; investment consulting; management consulting.

Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.
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(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

67,039,106

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, China Structural Reform Fund Co., Ltd. is not related to any gangs.

(e) Caitong Fund Management Co., Ltd.

(i) Summary for the Scheduled Subscriber:

Name	Caitong Fund Management Co., Ltd.
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Address of head/registered office	Room 505, 619 Wusong Road, Hongkou District, Shanghai, China
Address of principal office in Japan	N/A
Name and title of representative	Linhui Wu
Paid-in capital	RMB 200,000,000 (Yen 3,952,000,000)
Substance of the business	Fund raising; fund sales; asset management with specific clients; asset management; other businesses approved by CSRC.
Principal investor and the ratio of its capital contributions	Caitong Securities Co., Ltd 40% Hangzhou Industrial Investment Group Co., Ltd 30% Zhejiang Shenghua Biok Biology Co., Ltd 30%

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

66,480,448

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Caitong Fund Management Co., Ltd. is not related to any gangs.

(f) E Fund Management Co., Ltd.

(i) Summary for the Scheduled Subscriber:

Name	E Fund Management Co., Ltd.
Address of head/registered office	Floor 6, No. 188, Rongyue Road, Hengqin New District, Zhuhai City, Guangdong Province, Guangzhou, China
Address of principal office in Japan	N/A
Name and title of representative	Xiaoyan Liu
Paid-in capital	RMB 1,324,420,000 (Yen 26,170,539,200)
Substance of the business	Management of publicly offered securities investment mutual funds; fund sales; and asset management with specific clients.
Principal investor and the ratio of its capital contributions	GF Securities Co., Ltd. 25% Guangdong Finance Trust Co., Ltd. 25% Infore Investments Holding Group Co., Ltd. 25%

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements

on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:
 58,100,558

(v) Policy of Holdings for Shares, etc.
 Long-term holding

(vi) State of Funds, etc. Required for Payment:
 Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:
 To the best of the Company's knowledge, E Fund Management Co., Ltd. is not related to any gangs.

(g)GF Fund Management Co., Ltd.

(i) Summary for the Scheduled Subscriber:

Name	GF Fund Management Co., Ltd.
Address of head/registered office	Room 2608, No. 3018 Huandao East Road, Hengqin New District, Zhuhai City, Guangdong Province, China
Address of principal office in Japan	N/A
Name and title of representative	Shuming Sun
Paid-in capital	RMB 1,409,780,000 (Yen 27,857,252,800)
Substance of the business	Fund raising, fund sales, asset management, and other businesses approved by CSRC.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company
 N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust

companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:
 49,497,206

(v) Policy of Holdings for Shares, etc.
 Long-term holding

(vi) State of Funds, etc. Required for Payment:
 Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:
 To the best of the Company's knowledge, GF Fund Management Co., Ltd. is not related to any gangs.

(h) Greatwall Wealth Insurance Asset Management Co., Ltd. – Greatwall Wealth Zhuque Hongying No. 1 Asset Management Product

(i) Summary for the Scheduled Subscriber:

Name	Greatwall Wealth Insurance Asset Management Co., Ltd. – Greatwall Wealth Zhuque Hongying No. 1 Asset Management Product
Address of head/registered office	Room 201, Building A, No. 1, Qianwan 1st Road, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, China (settled in Shenzhen Qianhai Business Secretary Co., Ltd.)
Address of principal office in Japan	N/A
Name and title of representative	Bin Wei
Paid-in capital	RMB 100,000,000 (Yen 1,976,000,000)

Substance of the business	Management of RMB and foreign currency funds entrusted by principals; management and operation of own RMB and foreign currency funds; development of insurance asset management products; other business approved by China Banking and Insurance Regulatory Commission (“CBIRC”); business approved by other departments of the State Council.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

33,519,553

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Greatwall Wealth Insurance Asset Management Co., Ltd. – Greatwall Wealth Zhuque Hongying No. 1 Asset Management Product is not related to any gangs.

(i) Sichuan Capital Market Bailout Development Securities Investment Fund Partnership (Limited Partnership)

(i) Summary for the Scheduled Subscriber:

Name	Sichuan Capital Market Bailout Development Securities Investment Fund Partnership (Limited Partnership)
Address of head/registered office	Floor 42, Block B, No. 151, Tianfu 2nd Street, Chengdu High-tech Zone, China (Sichuan) Pilot Free Trade Zone
Address of principal office in Japan	N/A
Name and title of representative	Sichuan Development Securities Investment (as general partner)
Paid-in capital	RMB 12,000,000(Yen 237,120,000)
Substance of the business	Project investment; investment management.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements

on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:
 33,519,553

(v) Policy of Holdings for Shares, etc.
 Long-term holding

(vi) State of Funds, etc. Required for Payment:
 Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:
 To the best of the Company's knowledge, Sichuan Capital Market Bailout Development Securities Investment Fund Partnership (Limited Partnership) is not related to any gangs.

(j) China Merchants Securities Co., Ltd.

(i) Summary for the Scheduled Subscriber:

Name	China Merchants Securities Co., Ltd.
Address of head/registered office	No. 111, Fuhua 1st Road, Futian Street, Futian District, Shenzhen, China
Address of principal office in Japan	N/A
Name and title of representative	Da Huo
Paid-in capital	RMB 8,696,526,806 (Yen 171,843,369,687)
Substance of the business	Securities brokerage; securities investment consulting; financial consulting related to securities trading and securities investment activities; securities underwriting and sponsorship; proprietary trading of securities; margin financing; securities investment funds brokerage; intermediary business for futures companies; financial products distribution; insurance agency business. management of securities investment mutual funds; market-making of stock options.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available

(ii) Relationship with the Company
 N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

31,284,916

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, China Merchants Securities Co., Ltd. is not related to any gangs.

(k) Guotai Junan Asset Management (Asia) Limited

(i) Summary for the Scheduled Subscriber:

Name	Guotai Junan Asset Management (Asia) Limited
Address of head/registered office	27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Central, Hong Kong
Address of principal office in Japan	N/A
Name and title of representative	Feng Yan
Paid-in capital	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

Substance of the business	Domestic securities investment.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

28,491,620

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Guotai Junan Asset Management (Asia) Limited is not related to any gangs.

(I) Bosera Asset Management Co., Limited

(i) Summary for the Scheduled Subscriber:

Name	Bosera Asset Management Co., Limited
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Address of head/registered office	Floor 21, Fund Building, No. 5999 Yitian Road, Fuxin Community, Lianhua Street, Futian District, Shenzhen, China
Address of principal office in Japan	N/A
Name and title of representative	Xiangyang Jiang
Paid-in capital	RMB 250,000,000 (Yen 4,940,000,000)
Substance of the business	Fund raising; fund sales; asset management; other business approved by CSRC.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

28,379,888

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Bosera Asset Management Co., Limited is not related to any gangs.

(m) Ningbo Cinda Huajian Investment Co., Ltd.

(i) Summary for the Scheduled Subscriber:

Name	Ningbo Cinda Huajian Investment Co., Ltd.
Address of head/registered office	F1616, Area A, Room 401, Building 1, No. 88 Qixing Road, Meishan, Beilun District, Ningbo City, Zhejiang Province, China
Address of principal office in Japan	N/A
Name and title of representative	Yuquan Chen
Paid-in capital	RMB 10,000,000 (Yen 197,600,000)
Substance of the business	Real estate investment; investment management and related consulting services; financial consulting; consulting services for enterprise asset's acquisition, management, reorganization and liquidation.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions

after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Ningbo Cinda Huajian Investment Co., Ltd. is not related to any gangs.

(n) Huashang Fund Management Limited

(i) Summary for the Scheduled Subscriber:

Name	Huashang Fund Management Limited
Address of head/registered office	Floor 19, Building 28, Ping'anli West Street, Xicheng District, Beijing, China
Address of principal office in Japan	N/A
Name and title of representative	Muyuan Chen
Paid-in capital	RMB 100,000,000 (Yen 1,976,000,000)
Substance of the business	Fund raising; fund sales; asset management; and other businesses approved by the CSRC.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional

investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:
 27,932,960

(v) Policy of Holdings for Shares, etc.
 Long-term holding

(vi) State of Funds, etc. Required for Payment:
 Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:
 To the best of the Company's knowledge, Huashang Fund Management Limited is not related to any gangs.

(o) WT Asset Management Limited

(i) Summary for the Scheduled Subscriber:

Name	WT Asset Management Limited
Address of head/registered office	18/F, 8 Queen's Road Central, Central, Hong Kong
Address of principal office in Japan	N/A
Name and title of representative	Tongshu Wang
Paid-in capital	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.
Substance of the business	Domestic securities investment.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available

(ii) Relationship with the Company
 N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, WT Asset Management Limited is not related to any gangs.

(p) Beijing Chengtong Financial Control Investment Co., Ltd.

(i) Summary for the Scheduled Subscriber:

Name	Beijing Chengtong Financial Control Investment Co., Ltd.
Address of head/registered office	Room 401, 4th Floor, No. 5 Sanlihe East Road, Xicheng District, Beijing, China
Address of principal office in Japan	N/A
Name and title of representative	Jingan Huang

Paid-in capital	RMB 4,000,000,000 (Yen 79,040,000,000)
Substance of the business	Project investment; asset management.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Beijing Chengtong Financial Control Investment Co., Ltd. is not related to any gangs.

(g) Zhuhai Xuyuan Nuocheng Equity Investment Partnership (Limited Partnership)

(i) Summary for the Scheduled Subscriber:

Name	Zhuhai Xuyuan Nuocheng Equity Investment Partnership (Limited Partnership)
Address of head/registered office	Room 201-619, Building 17, No. 1889 Huandao East Road, Hengqin New District, Zhuhai City, China (centralized office area)
Address of principal office in Japan	N/A
Name and title of representative	Zhuhai Hillhouse Xuyuan Investment Co., Ltd.
Paid-in capital	RMB 1,000,000 (Yen 19,760,000)
Substance of the business	Investment activity by own funds.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Zhuhai Xuyuan Nuocheng Equity Investment Partnership (Limited Partnership) is not related to any gangs.

(r) Taikang Life Insurance Co., Ltd. – Dividends – Individual Dividend Products

(i) Summary for the Scheduled Subscriber:

Name	Taikang Life Insurance Co., Ltd. – Dividends – Individual Dividend Products
Address of head/registered office	No. 21-1, Science Park Road, Science and Technology Park, Changping District, Beijing, China (Taikang Zhongguancun Innovation Center)
Address of principal office in Japan	N/A
Name and title of representative	Dongsheng Chen
Paid-in capital	RMB 3,000,000,000 (Yen 59,280,000,000)
Substance of the business	All kinds of life insurance business in RMB and foreign currency, including all kinds of life insurance, health insurance (excluding group long-term health insurance), accident insurance and other insurance business; reinsurance and co-insurance business of the above business; insurance, inspection and claims settlement business for domestic and foreign insurance institutions; representing the insurance business of Taikang Online Property Insurance Co., Ltd. within the scope approved by CBIRC; insurance consulting; utilization of funds in accordance with relevant regulations; the sale of securities investment funds; other business approved by CBIRC.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Taikang Life Insurance Co., Ltd. – Dividends – Individual Dividend Products is not related to any gangs.

(s) Taikang Life Insurance Co., Ltd. Investment-Linked Innovation Dynamic Investment Account

(i) Summary for the Scheduled Subscriber:

Name	Taikang Life Insurance Co., Ltd. Investment-Linked Innovation Dynamic Investment Account
Address of head/registered office	1st Floor, No. 21-1 Science Park Road, Science and Technology Park, Changping District, Beijing (Taikang Zhongguancun Innovation Center)
Address of principal office in Japan	N/A

Name and title of representative	Dongsheng Chen
Paid-in capital	RMB 3,000,000,000 (Yen 59,280,000,000)
Substance of the business	All kinds of life insurance business in RMB and foreign currency, including all kinds of life insurance, health insurance (excluding group long-term health insurance), accident insurance and other insurance business; reinsurance and co-insurance business of the above business; insurance, inspection and claims settlement business for domestic and foreign insurance institutions; representing the insurance business of Taikang Online Property Insurance Co., Ltd. within the scope approved by CBIRC; insurance consulting; utilization of funds in accordance with relevant regulations; the sale of securities investment funds; other business approved by CBIRC.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Taikang Life Insurance Co., Ltd. Investment-Linked Innovation Dynamic Investment Account is not related to any gangs.

(t) Ping An Annuity Insurance Company of China, Ltd. – Ping An Anying Share-based Pension Products

(i) Summary for the Scheduled Subscriber:

Name	Ping An Annuity Insurance Company of China, Ltd. – Ping An Anying Share-based Pension Products
Address of head/registered office	Floor 12, Floor 20, Floor 21, Floor 24, No. 1333, Lujiazui Ring Road, China (Shanghai) Pilot Free Trade Zone
Address of principal office in Japan	N/A
Name and title of representative	Weimin Gan
Paid-in capital	RMB 11,603,419,173 (Yen 229,283,562,858)
Substance of the business	Group pension insurance and annuity business; group life insurance and annuity business; group long-term health insurance business; individual pension insurance and annuity business; individual long-term health insurance business; short-term health insurance; accident insurance; reinsurance business of the above business; utilization of insurance funds in accordance with laws and regulations; the business of pension insurance asset management products; the management of RMB and foreign currency funds entrusted by principals for the purpose of old-age pension; the consulting service business and agency business related to health insurance; the consulting business related to asset management business; other business approved by CBIRC.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Ping An Annuity Insurance Company of China, Ltd. – Ping An Anying Share-based Pension Products is not related to any gangs.

(u) Ping An Annuity Insurance Company of China, Ltd. – Universal Insurance – Group Universal Insurance

(i) Summary for the Scheduled Subscriber:

Name	Ping An Annuity Insurance Company of China, Ltd. – Universal Insurance – Group Universal Insurance
Address of head/registered office	Floor 12, Floor 20, Floor 21, Floor 24, No. 1333, Lujiazui Ring Road, China (Shanghai) Pilot Free Trade Zone

Address of principal office in Japan	N/A
Name and title of representative	Weimin Gan
Paid-in capital	RMB 11,603,419,173 (Yen 229,283,562,858)
Substance of the business	Group pension insurance and annuity business; group life insurance and annuity business; group long-term health insurance business; individual pension insurance and annuity business; individual long-term health insurance business; short-term health insurance; accident insurance; reinsurance business of the above business; utilization of insurance funds in accordance with laws and regulations; the business of pension insurance asset management products; the management of RMB and foreign currency funds entrusted by principals for the purpose of old-age pension; the consulting service business and agency business related to health insurance; the consulting business related to asset management business; other business approved by CBIRC.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements

on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Ping An Annuity Insurance Company of China, Ltd. – Universal Insurance – Group Universal Insurance is not related to any gangs.

(v) Jinan Jiangshan Investment Partnership (Limited Partnership)

(i) Summary for the Scheduled Subscriber:

Name	Jinan Jiangshan Investment Partnership (Limited Partnership)
Address of head/registered office	Room 510-1, 5th Floor, Licheng Financial Building, Xinyuanxin Center, No. 3 Huaxin Road, Licheng District, Jinan, China
Address of principal office in Japan	N/A
Name and title of representative	Tibet Ruinan Technology Development Co., Ltd.
Paid-in capital	RMB 2,900,000,000 (Yen 57,304,000,000)
Substance of the business	Investment activity by own funds; financing consulting.
Principal investor and the ratio of its capital contributions	The relevant information, which is not published in the disclosure on Hong Kong Stock Exchange and Shanghai Stock Exchange, is not available.

(ii) Relationship with the Company

N/A

(iii) Reason for Selecting the Scheduled Subscriber:

Subscribers other than CNAHC include securities investment and fund management companies, securities companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other qualified institutional that meet the requirements of the CSRC. Any securities investment and fund management company, securities company and qualified foreign institutional investor and Renminbi qualified foreign institutional

investor subscribing for the shares through two or more products under their management shall be regarded as one Subscriber. Trust companies, as Subscribers, are limited to use their own funds to subscribe for the shares.

Apart from CNAHC, other Subscribers shall be determined by the Board and its authorized persons, and upon discussions with the sponsor (the lead underwriter) based on the subscription quotations of the Subscribers within the authorization of the general meeting in accordance with Implementation Rules and other relevant provisions after obtaining the approval of the CSRC for the Non-public Issuance of A Shares. If the national laws, administrative regulations, departmental rules and normative documents provide new requirements on the subscriber of non-public issuance of shares, the Company will adjust accordingly according to the new requirements.

(iv) Number of Shares to be allotted:

27,932,960

(v) Policy of Holdings for Shares, etc.

Long-term holding

(vi) State of Funds, etc. Required for Payment:

Payment of the subscription money is complete.

(vii) Actual State of the Scheduled Subscriber:

To the best of the Company's knowledge, Jinan Jiangshan Investment Partnership (Limited Partnership) is not related to any gangs.

b. Restriction(s) of the Transfer of the Shares, etc.:

N/A

c. Matters Concerning the Conditions of Issuance:

(i) Basis for Calculation of Issue Price

The Issue Price of the Non-public Issuance of A Shares shall not be lower than 80% of the average trading price of A Shares in the 20 Shanghai Trading Days prior to the first day of the issuance period of the Non-public Issuance of A Shares (the "Pricing Benchmark Date") (excluding the Pricing Benchmark Date, the same below), and the Company's audited net assets per share attributable to ordinary shareholders of the parent company as at the end of the most recent period prior to the Pricing Benchmark Date, whichever is higher.

(ii) Rationality of Conditions of Issuance

CNAHC A Share Subscription will enable the Company to obtain more support from the controlling Shareholder and further enhance its investment value. As one of the Subscribers of the Non-public Issuance of A Shares, CNAHC shows its confidence in the future development of the Company and its determination in continuously

supporting the development of the Company, which will facilitate the enhancement of investment value of the Company, thereby maximizing the interests of the Shareholders and effectively safeguarding the interests of the minority Shareholders.

Based on the foregoing, the Directors (including the independent non-executive Directors) are of the opinion that although the CNAHC A Share Subscription is not entered into in the ordinary and usual course of business of the Group, the terms and conditions of the issue of new A Shares under the Non-public Issuance of A Shares and the Share Subscription Agreement are fair and reasonable, on normal commercial terms or better and in the interests of the Company and its Shareholders as a whole.

The Non-public Issuance of A Shares is subject to:

- (i) the approvals by the Shareholders at the EGM and the Class Meetings, respectively; and
- (ii) the approval by the CSRC, etc.

All conditions have been satisfied by December 8, 2022.

d. Matters Concerning Large Scale Third-Party Allotment:

N/A

e. State of Major Shareholder After the Third-Party Allotment:

No.	Name of shareholder	Address	No. of shares held after allotment	Shareholding Percentage after allotment
1	CNAHC	Room 101-C709, Floor 1-9, Building 1, Yard 30, Tianzhu Road, Shunyi District, Beijing, China	6,566,761,847	40.53%
2	Cathay Pacific	33rd Floor One Pacific Place 88 Queensway Hong Kong	2,633,725,455	16.26%
3	HKSCC Nominees Limited	Room 7/F, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong	1,688,641,345	10.42%
4	CNACG	5/F CNAC House 12 Tung Fai Road Chek Lap Kok, Islands, Hong Kong	1,556,334,920	9.61%

5	China Securities Finance Corporation Limited	China Pacific Insurance Building , No. 28 Fengsheng Hutong , Xicheng District Beijing	311,302,365	1.92%
6	China National Aviation Fuel Group Corporation	No.28, Tianzhu Road, A area, Tianzhu Airport Economic Development Zone, Shunyi District, Beijing, P.R. China	248,999,258	1.54%
7	UBS AG	Bahnhofstrasse 45,8001 Zurich , Switzerland and Aeschenvorstadt 1, 4051 Base1 Switzerland	218,420,416	1.35%
8	Hong Kong Securities Clearing Company Limited	12/F ONE INTERNATIONAL FINANCE CTR 1 HARBOUR VIEW ST CENTRAL HK	179,324,919	1.11%
9	China Structural Reform Fund Co., Ltd.	Room 702, 7th Floor, Winland IFC, 7 Financial Street, Beijing, China	67,039,106	0.41%
10	Basic Pension Fund 15022 Portfolio	NA	58,092,370	0.36%
Total			13,528,642,001	83.51%

f. Necessity of the Large Scale Third-Party Allotment:

N/A

g. Existence of Plan of Reverse Stock Split, Etc. and the Details Thereof:

N/A

h. Other Informative Matters:

N/A