

# 英大泰和人寿保险股份有限公司

## 第十八次股东大会会议决议

英大泰和人寿保险股份有限公司（以下简称公司）第十八次股东大会于 2024 年 6 月 6 日在北京召开，会议采取视频会议和现场会议相结合的召开方式。出席本次会议的股东代表共计 27 人，代表公司股份 4,000,000,000 股，占公司总股本的 100%。公司董事、监事、公司领导列席会议。此次会议的召集、召开符合《中华人民共和国公司法》和《公司章程》的有关规定，合法有效。

会议由侯培建董事长主持。经逐项审议，会议表决通过了以下 17 项议案：

一、审议通过了《关于公司股权划转的议案》。

国网英大国际控股集团有限公司、中国电力财务有限公司股东代表回避表决，同意票代表公司股份 2943,680,000 股，占总股份的 73.592%，反对 0 股，弃权 0 股。

二、审议通过了《关于修订〈公司章程〉的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。

三、审议通过了《关于更换公司董事的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。同意迈克尔·J·奥康纳（Michael J. O' Connor）担任公司董事，阎海云于 6 月 30 日卸任公司董事职务。

四、审议通过了《关于更换公司监事的议案》。

同意票代表公司股份 4,000,000,000 股,占总股份的 100%,反对 0 股,弃权 0 股。同意 Sahang-Hee Hahn 担任公司监事,弗朗西斯·卢克西 (Francis Lucchesi) 于 6 月 30 日卸任公司监事职务。

五、审议通过了《关于公司 2023 年度董事会工作报告的议案》。

同意票代表公司股份 4,000,000,000 股,占总股份的 100%,反对 0 股,弃权 0 股。

六、审议通过了《关于公司 2023 年度监事会工作报告的议案》。

同意票代表公司股份 4,000,000,000 股,占总股份的 100%,反对 0 股,弃权 0 股。

七、审议通过了《关于公司 2023 年度董事履职评价报告的议案》。

同意票代表公司股份 4,000,000,000 股,占总股份的 100%,反对 0 股,弃权 0 股。

八、审议通过了《关于公司 2023 年度独立董事尽职报告的议案》。

同意票代表公司股份 4,000,000,000 股,占总股份的 100%,反对 0 股,弃权 0 股。

九、审议通过了《关于公司 2023 年度监事履职评价报告的议案》。

同意票代表公司股份 4,000,000,000 股,占总股份的 100%,

反对 0 股，弃权 0 股。

十、审议通过了《关于公司 2023 年度关联交易管理报告的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。

十一、审议通过了《关于公司 2023 年度财务决算报告的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。

十二、审议通过了《关于公司 2023 年度股东行为评估报告的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。

十三、审议通过了《关于公司 2024 年财务预算安排的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。

十四、审议通过了《关于公司“十四五”发展规划（2024 年修订版）的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。

十五、审议通过了《关于公司三年（2024-2026）业务规划的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，

反对 0 股，弃权 0 股。

十六、审议通过了《关于公司三年（2024-2026）资本规划的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。

十七、审议通过了《关于公司资产战略配置规划（2024 年版）的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 股，弃权 0 股。

会议还听取了《关于公司 2023 年各季度偿付能力状况说明的报告》。

附件：英大泰和人寿保险股份有限公司各股东持有股份数和持股比例

# **Yingda Taihe Life Insurance Co., Ltd.**

## **Resolutions of the 18<sup>th</sup> Shareholders General Meeting**

The 18<sup>th</sup> Shareholders General Meeting of Yingda Taihe Life Insurance Co., Ltd. was held by site and video conferences on June 6, 2024. All 27 shareholder companies reviewed the proposals and sent back the Ballot Form in paper, representing 4,000,000,000 shares of the Company, accounting for a majority of 100% of the total capital stock. The convening of this meeting complies with the relevant stipulations of the Company Law of the People's Republic of China and Articles of Association.

The meeting was chaired by Chairman Hou Peijian. After item by item deliberation, the meeting votes to reach a resolution on 17 proposals:

1. Proposal on Transferring the Shares of the Company was approved after discussion and review.

Representatives of shareholders of State Grid Yingda International Holdings Group Co., Ltd. and China Electric Power Finance Co., Ltd. avoided voting. Of the total 2943,680,000 common shares which represent 73.592% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

2. Proposal on Amending the Articles of Association of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

3. Proposal on the Replacement of the Director of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote. It was agreed that Michael J. O'Connor would be the candidate for the Company's 5<sup>th</sup> Board of Directors and Yan Haiyun will no longer be the Company's Director since June 30.

4. Proposal on the Replacement of the Supervisor of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total

effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote. It was agreed that Sahang-Hee Hahn would be the candidate for the Company's supervisor and Francis Lucchesi will no longer be the Company's supervisor since June 30.

5. Proposal on the 2023 Work Report of the Board of Directors was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

6. Proposal on the 2023 Work Report of the Board of Supervisors was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

7. Proposal on 2023 Director Performance Appraisal Report was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

8. Proposal on 2023 Due Diligence Reports by the Independent Directors was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

9. Proposal on 2023 Supervisors Performance Appraisal Report was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

10. Proposal on 2023 Affiliated Transaction Management Report of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

11. Proposal on 2023 Financial Statements Report of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

12. Proposal on the 2023 Shareholder Behavior Report of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

13. Proposal on 2024 Financial Budgeting of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

14. Proposal on the Development Plan for the fourteenth Five-Year Period of the Company (Revised in 2024) was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

15. Proposal on the Three-years (2024-2026) Business Plan of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

16. Proposal on the Three-years (2024-2026) Capital Plan of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

17. Proposal on Strategic Asset Allocation Strategy (2024) of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

The meeting also listened to the Report of 2023 Q1-Q4 C-ROSS Solvency Status of the Company.

Attachment: Number & proportion of shares held of YDLIC



附件 / Attachment:

## 英大泰和人寿保险股份有限公司 各股东持有股份数和持股比例

序号	股东名称	持股数（股）	持股比例
1	国网英大国际控股集团有限公司	800,000,000	20.000%
2	Massachusetts Mutual Life Insurance Company (万通人寿保险公司)	796,000,000	19.900%
3	中国电力财务有限公司	256,320,000	6.408%
4	国网辽宁省电力有限公司	128,160,000	3.204%
5	国网上海市电力公司	128,160,000	3.204%
6	国网湖北省电力有限公司	128,160,000	3.204%
7	国网陕西省电力公司	128,160,000	3.204%
8	国网北京市电力公司	96,120,000	2.403%
9	国网河北省电力有限公司	96,120,000	2.403%
10	国网山西省电力公司	96,120,000	2.403%
11	国网山东省电力公司	96,120,000	2.403%
12	国网黑龙江省电力有限公司	96,120,000	2.403%
13	国网江苏省电力有限公司	96,120,000	2.403%
14	国网浙江省电力有限公司	96,120,000	2.403%
15	国网安徽省电力有限公司	96,120,000	2.403%
16	国网福建省电力有限公司	96,120,000	2.403%
17	国网河南省电力公司	96,120,000	2.403%
18	国网湖南省电力有限公司	96,120,000	2.403%
19	国网四川省电力公司	96,120,000	2.403%
20	国网天津市电力公司	64,080,000	1.602%
21	国网吉林省电力有限公司	64,080,000	1.602%
22	国网江西省电力有限公司	64,080,000	1.602%
23	国网重庆市电力公司	64,080,000	1.602%

24	国网甘肃省电力公司	64,080,000	1.602%
25	国网宁夏电力有限公司	64,080,000	1.602%
26	国网新源控股有限公司	64,080,000	1.602%
27	国网冀北电力有限公司	33,040,000	0.826%
合计		4,000,000,000	100%

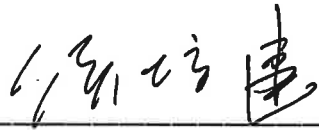
【以下无正文】

# 会议决议签字页

Signature page of meeting resolutions

主持人


Chairperson



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到场董事：

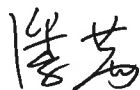
Present Director



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记录人

Recorder



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2024 年 6 月 6 日

June 6, 2024

