
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Pacific Insurance (Group) Co., Ltd., you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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中國太平洋保險(集團)股份有限公司

CHINA PACIFIC INSURANCE (GROUP) CO., LTD.

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

(Stock Code: 02601)

**Reports of the Board of Directors and Board of Supervisors for the Year 2009,
Financial Statements and Report for the Year 2009,
Annual Reports of A Shares and H Shares for the Year 2009,
Profit Distribution Plan for the Year 2009,
Proposal on Appointment of Domestic and Overseas Auditors and
Authorization of the Board of Directors to Determine their Remunerations,
Proposal on Remuneration Management System of Directors and Supervisors,
Due Diligence Report of the Directors for the Year 2009,
Report on Performance of Independent Directors for the Year 2009,
Election of Directors of the 6th session of the Board of Directors,
Election of Supervisors of the 6th session of the Board of Supervisors,
Proposed Amendments to the Articles of Association,
Proposed Amendments to the Procedural Rules for Shareholders' General Meetings,
Proposed Amendments to the Interim Management Measures on Connected Transactions
of H Shares,
Authorization of the Board of Directors to Issue Shares of the Company,
Report on the Status of Connected Transactions and the Implementation of Management
System for Connected Transactions for the Year 2009
and
Notice of Annual General Meeting**

A notice convening the Annual General Meeting of China Pacific Insurance (Group) Co., Ltd. to be held at Sheraton Dameisha Resort, 9 Yankui Road, Shenzhen, the PRC on Thursday, 3 June 2010 at 9:00 a.m. is set out on pages 42 to 50 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice of the Annual General Meeting and to complete and return the enclosed proxy form, in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, in person or by post not less than 24 hours before the time stipulated for convening the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or at any adjourned meeting if you so wish.

If you intend to attend the Annual General Meeting in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or the Company's Office of the Board (for holders of A Shares) on or before Thursday, 13 May 2010.

19 April 2010

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Definitions

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Sheraton Dameisha Resort, 9 Yankui Road, Shenzhen, the PRC on Thursday, 3 June 2010 at 9:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“A Share(s)”	domestic share(s) of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in RMB
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“CIRC”	China Insurance Regulatory Commission
“Company”	China Pacific Insurance (Group) Co., Ltd., a joint stock company incorporated in the PRC with limited liability
“Director(s)”	director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Independent Director(s)” or “Independent Non-executive Director(s)”	independent non-executive Director(s) of the Company
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region of the PRC, and Taiwan region
“RMB”	the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Supervisor(s)”	supervisor(s) of the Company

Note: If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

Letter from the Board



中國太平洋保險(集團)股份有限公司
CHINA PACIFIC INSURANCE (GROUP) CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02601)

Chairman and Executive Director:
Mr. GAO Guofu

Executive Director:
Mr. HUO Lianhong

Non-Executive Director:
Mr. YANG Xianghai
Mr. ZHOU Ciming
Mr. HUANG Kongwei
Mr. XU Hulie
Mr. YANG Xiangdong
Ms. FENG Junyuan, Janine

Independent Non-Executive Director
Mr. XU Shanda
Mr. CHANG Tso Tung Stephen
Mr. LI Ruoshan
Mr. YUEN Tin Fan
Mr. XIAO Wei

To the Shareholders

Dear Sir or Madam,

**Reports of the Board of Directors and Board of Supervisors for the Year 2009,
Financial Statements and Report for the Year 2009,
Annual Reports of A Shares and H Shares for the Year 2009,
Profit Distribution Plan for the Year 2009,
Proposal on Appointment of Domestic and Overseas Auditors and
Authorization of the Board of Directors to Determine their Remunerations,
Proposal on Remuneration Management System of Directors and Supervisors,
Due Diligence Report of the Directors for the Year 2009,
Report on Performance of Independent Directors for the Year 2009,
Election of Directors of the 6th session of the Board of Directors,
Election of Supervisors of the 6th session of the Board of Supervisors,
Proposed Amendments to the Articles of Association,**

Letter from the Board

**Proposed Amendments to the Procedural Rules for Shareholders' General Meetings,
Proposed Amendments to the Interim Management Measures on Connected Transactions
of H Shares,
Authorization of the Board of Directors to Issue Shares of the Company,
Report on the Status of Connected Transactions and the Implementation of Management System
for Connected Transactions for the Year 2009
and
Notice of Annual General Meeting**

1. Introduction

On behalf of the Board of Directors, I invite you to attend the AGM to be held at Sheraton Dameisha Resort, 9 Yankui Road, Shenzhen, the PRC on Thursday, 3 June 2010 at 9:00 a.m.

The purpose of this circular is to provide you with the notice of the AGM and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. Businesses to be transacted at the AGM

The businesses to be transacted at the AGM are described in more details in the notice of Annual General Meeting set out on pages 42 to 50 of this circular.

Ordinary resolutions to be proposed at the AGM for the Shareholders to approve include: (a) the report of the Board of Directors for the year 2009, (b) the report of the Board of Supervisors for the year 2009, (c) the financial statements and report for the year 2009, (d) the annual report of A Shares for the year 2009, (e) the annual report of H Shares for the year 2009, (f) the profit distribution plan for the year 2009, (g) the resolution on appointment of domestic and overseas auditors and authorization of the Board of Directors to determine their remunerations, (h) the resolution on remuneration management system of Directors and Supervisors, (i) the due diligence report of the Directors for the Year 2009, (j) the report on performance of Independent Directors for the year 2009, (k) the resolution on election of Directors of the 6th session of the Board of Directors, and (l) the resolution on election of Supervisors of the 6th session of the Board of Supervisors.

Special resolutions to be proposed at the AGM for the Shareholders to approve include: (a) the amendments to the Articles of Association, (b) the amendments to the procedural rules for Shareholders' general meetings of the Company, (c) the amendments to the interim management measures on connected transactions of H Shares, (d) the authorization of the Board of Directors to allot, issue and deal with Shares, provided that the number of such Shares does not exceed 20% of the A Shares or H Shares in issue on the date of passing of the special resolution, respectively.

Resolution to be proposed at the AGM for the Shareholders to review includes the report on the status of connected transactions and the implementation of management system for connected transactions of the Company for the year 2009.

In order to enable you to have a better understanding on the resolutions to be proposed at the AGM and to make an informed decision upon obtaining sufficient and necessary information, we have provided detailed information in this circular, including explanatory information to the proposed resolutions to be approved and reviewed at the AGM (see Appendix I), details of remuneration management system of

Letter from the Board

Directors and Supervisors (see Appendix II), due diligence report of the Directors for the year 2009 (see Appendix III), report on performance of Independent Directors for the year 2009 (see Appendix IV), the biographical details of the Directors candidates and Supervisors candidates subject to election or re-election (see Appendix V), details of proposed amendments to the Articles of Association (see Appendix VI), details of amendments to the procedural rules for Shareholders' general meetings (see Appendix VII), proposed amendments to the interim management measures on connected transactions of H Shares of the Company (see Appendix VIII) and report on the status of connected transactions and the implementation of management system for connected transactions for the year 2009 (see Appendix IX).

3. The AGM

The proxy form and the reply slip of the AGM are also enclosed.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or the Company's Office of the Board (for holders of A Shares) on or before Thursday, 13 May 2010.

4. Voting by Poll

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM in accordance with Article 91 of the Articles of Association.

5. Recommendation

The Board considers that all resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions to be proposed at the AGM.

By Order of the Board
China Pacific Insurance (Group) Co., Ltd.
Gao Guofu
Chairman

Shanghai, the PRC, 19 April 2010

1. Reports of the Board of Directors and the Board of Supervisors for the year 2009

According to the requirements of the Company Law of the PRC, the Shareholders have the right to approve the reports of the Board of Directors and the Board of Supervisors. Pursuant to the Rules of Shareholders' Meeting of Listed Companies of the China Securities Regulatory Commission, the Board of Directors and the Board of Supervisors should issue a report with respect to their work in the preceding year at the Annual General Meeting. The Company's working report of the Board of Directors for the year 2009 is set out in the section headed "Report of the Board of Directors" of the Company's annual report for the year 2009. The Company's working report of the Board of Supervisors for the year 2009 is set out in the section headed "Report of the Board of Supervisors" of the Company's annual report for the year 2009.

The annual report of H Shares for the year 2009 will be dispatched to holders of H Shares on or about 30 April 2010.

2. Financial statements and report for the year 2009

The financial statements and report for the year 2009 is set out in the Company's annual report for the year 2009.

3. Annual reports of A Shares and H Shares for the year 2009

The Board proposes to approve the annual reports of A Shares and H Shares for the year 2009.

4. Profit distribution plan of the Company for the year 2009

The Company intends to distribute annual cash dividend of RMB0.30 per Share (inclusive of tax), amounting to RMB2.58 billion, based on a total share capital of 8,600,000,000 Shares.

5. Appointment of domestic and overseas auditors and grant of authorization to the Board to determine their remunerations

The Board proposes to appoint Ernst & Young Hua Ming as the domestic auditor of the Company for the year 2010 and appoint Ernst & Young as the overseas auditor of the Company for the years 2009 and 2010. The Board will propose to the Shareholders at the Annual General Meeting to authorize the audit committee of the Board to determine the principles of fixing the remunerations of the domestic and overseas auditors with them and authorize the management to determine their actual remunerations based on the agreed principles.

6. The remuneration management system of Directors and Supervisors

Remuneration of the Directors and Supervisors for the year 2010 shall be implemented in accordance with "China Pacific Insurance (Group) Co., Ltd. - Remuneration Management System of Directors and Supervisors" to be proposed at the AGM for shareholders' approval, which is set out in Appendix II to this circular.

7. Due Diligence Report of the Directors for the year 2009

In accordance with the requirement of CIRC, the Board shall conduct annual due diligence appraisal on the Directors, and lay the due diligence report of the Directors before the Shareholders' general meeting and to the Board of Supervisors. Such report is subject to Shareholders' approval by way of ordinary resolution at the AGM. The due diligence report of the Directors for the year 2009 is set out in Appendix III to this circular.

8. Report on performance of Independent Directors for the year 2009

Pursuant to the requirements of CIRC, Independent Directors shall issue a report in respect of the performance of their duties. Such report is subject to Shareholders' approval by way of ordinary resolution at the AGM. The report on performance of Independent Directors for the year 2009 is set out in Appendix IV to this circular.

9. Proposed election of Directors and Supervisors of the Company

As the term of office for the 5th session of the Board of the Company will expire soon, pursuant to the Company Law of the PRC and the Articles of Association, the Board proposes the re-election of the Board. The proposed 6th session of the Board shall comprise 15 Directors. Subject to the approval of the Shareholders at the AGM, the current Executive Directors, Mr. GAO Guofu and Mr. HUO Lianhong, the current Non-executive Directors, Mr. YANG Xianghai, Mr. ZHOU Ciming, Mr. YANG Xiangdong and Ms. FENG Junyuan, Janine and the current Independent Non-executive Directors, Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. YUEN Tin Fan and Mr. XIAO Wei will be re-elected for another term of office. Subject to the approval of the Shareholders at the AGM and the approval of CIRC, Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo and Ms. XU Fei will be elected as the Non-executive Directors of the 6th session of the Board.

As the term of office for the 5th session of the Board of Supervisors will expire soon, the Board of Supervisors proposed to re-elect the Board of Supervisors. The proposed 6th session of the Board of Supervisors shall comprise 5 Supervisors, including 2 employee representative Supervisors. Subject to the approval of the Shareholders at the AGM and the approval of CIRC, the existing Supervisors, Mr. ZHANG Jianwei and Ms. LIN Lichun will be elected for another term of office. Subject to the approval of the shareholders at the AGM and the approval of CIRC, Mr. ZHOU Zhuping will be elected as a Supervisor of the 6th session of the Board of Supervisors. The election of the employee representative Supervisors shall be subject to the approval by the employee representative meeting of the Company.

Biographical details of the Directors and Supervisors candidates are set out in Appendix V to this circular.

10. Proposed amendments to the Articles of Association and the procedural rules of Shareholders' general meetings of the Company

The existing Articles of Association was adopted at the Shareholders' general meeting on 26 May 2009 and came into effect on 13 August 2009 upon approval by CIRC. Pursuant to the new regulations issued by the regulatory authorities, and given the circumstances after completion of the issuance of H Shares by the Company, certain amendments are proposed to be made to the Articles of Association.

The proposed amendments to the Articles of Association consist of the following aspects:

- (a) the registered capital and the number of ordinary Shares of the Company;
- (b) the provisions in relation to the means of corporate communication; and
- (c) the composition of the Board of Supervisors of the Company.

The proposed amendments to the Articles of Association will become effective subject to the approval by the Shareholders by way of a special resolution at the AGM and the approval by CIRC. The proposed amendments to the Articles of Association are set out in Appendix VI to this circular.

To reflect the amendments to be made to the Articles of Association, the Company also proposes to amend the procedural rules for Shareholders' general meetings annexed to the existing Articles of Association. Such proposed amendments will become effective upon the approval by the Shareholders by way of a special resolution at the AGM and the approval by CIRC. The proposed amendments to the procedural rules for Shareholders' general meetings is set out in Appendix VII to this circular.

11. Proposed amendments to the interim management measures on connected transaction of H Shares

The existing interim management measures on connected transaction of H Shares were considered and passed at the 6th extraordinary general meeting of the Company in 2007, and came into effect as of the listing date of the H Share, i.e. 23 December 2009. As revisions and amendments were made to the Hong Kong Listing Rules and the Articles of Association after the date of approval of the interim management measures on connected transaction of H Shares, the Company proposes to make certain amendments to the existing interim management measures on connected transaction of H Shares. The proposed amendments to the interim management measures on connected transaction of H Shares are set out in Appendix VIII to this circular.

12. Grant of general mandate to issue new Shares

The purpose of the proposed special resolution no. 16 as set out in the notice of Annual General Meeting of the Company dated 19 April 2010 is to seek the approval from the Shareholders in the AGM to grant a general mandate to the Board of Directors to allot, issue and deal with new Shares of the Company subject to the applicable laws, rules and regulations. The Board of Directors declares that the Company currently has no plan to issue any new Shares.

13. Report on the status of connected transactions and the implementation of management system for connected transactions for the year 2009

Pursuant to the requirements of CIRC, the Board shall issue a report in respect of the status of connected transactions and the implementation of the management system for connected transactions for the year 2009 at the AGM. Such report will be laid before the AGM for Shareholders' review but no approval is required. The report on the status of connected transactions and implementation of the management system for connected transactions for the year 2009 of the Company is set out in Appendix IX to this circular for shareholders' information.

Article 1 This system is established in accordance with applicable laws and regulations such as the Company Law of the PRC, the Articles of Association of China Pacific Insurance (Group) Co., Ltd., the Codes for the Corporate Governance of Listed Companies (上市公司治理準則), the Tentative Guidelines for Standardization of the Corporate Governance Structure (關於規範保險公司治理結構的指導意見(試行)) and the Guidelines on the Operation of the Board of Directors of Insurance Companies (保險公司董事會運作指引) with a view to optimizing the corporate governance of China Pacific Insurance (Group) Co., Ltd. (the “Company”) and reinforcing and regulating the remuneration management of the directors and supervisor of the Company.

Article 2 For the purposes of objectively reflecting the contribution of and the risks and responsibilities assumed by the directors and supervisors of the Company, and providing incentives to all directors and supervisor to actively and diligently fulfill their duties, the Company pays a fixed remuneration to each of the directors and supervisors in accordance with the provisions of this system.

Article 3 Based on the manner of appointment and the nature of duties of the directors and supervisors of the Company, the directors and supervisors are divided into the following categories:

1. Executive Directors: directors who are responsible for other duties of operation and management in addition to their services as directors, or whose salaries and benefits are paid by the Company.
2. Non-Executive Directors: directors who are not responsible for any other duties except for their services as directors of the Company and not being paid salaries and benefits by the Company other than the emoluments for their work performed as members of the board of directors.
3. Independent Directors: directors who are not responsible for duties other than their services as directors of the Company, and who do not have any relationship with the Company or its controlling shareholders or de facto controlling persons which may affect their independent and objective judgments on the affairs of the Company.
4. Shareholder Representative Supervisor: supervisors who are nominated by the shareholders of the Company and being elected at general meeting.
5. Employee Representative Supervisors: current employees of the Company who are elected at an employee representatives’ meeting or by any other democratic means.

Article 4 The annual remunerations of each of the Non-Executive Directors, Independent Directors and Shareholder Representative Supervisors of the Company amount to RMB250,000 and are paid on a monthly basis. The method of payment of the remunerations for Non-Executive Directors and Shareholder Representative Supervisors are determined by the units of shareholders by which they are employed or nominated.

Article 5 The Executive Directors and Employee Representative Supervisors of the Company receive their remunerations in accordance with the provisions of the relevant remuneration system of the Company instead of this system.

Article 6 The directors and supervisors of the Company shall be remunerated subject to the dutiful and diligent performance of their duties in accordance with the due diligence requirements as stipulated in the Articles of Association.

Appendix II Remuneration Management System of Directors and Supervisors

Article 7 The traveling and accommodation expenses of the directors and supervisors of the Company incurred from their attendance of the meetings of the board, supervisory committee and board committees and from their conduction of inspections and researches are completely reimbursed by the Company.

Article 8 The aggregate amount of remunerations referred herein excludes the expenses incurred by the directors and supervisors in their performance of duties and the fees paid to any consultants for the conduction of any researches and studies.

Article 9 The amounts mentioned above are pre-tax and net of individual income tax paid by the Company for the directors and supervisors in accordance with the relevant requirements.

Article 10 The remunerations of the directors and supervisors of the Company are subject to adjustment determined upon consideration at general meetings with reference to the overall economic environment, market rate and the operating condition of the Company.

Article 11 The system shall become effective upon approval at the general meeting of the Company.

I. Attendance of the directors at board meetings

Names of directors	No. of board meetings attended during the year	Attendance in person (no. of times)	Attendance by proxy (no. of times)	Absence (no. of times)	Remarks
GAO Guofu	7	7	0	0	
HUO Lianhong	7	7	0	0	
YANG Xianghai	7	6	1	0	Absence from the 11th session of the 5th session of the board of directors for business reason and ZHOU Ciming, a Director, having been appointed as his proxy to attend and vote at the meeting on his behalf.
ZHOU Ciming	7	7	0	0	
HUANG Kongwei	7	6	1	0	Absence from the 1st extraordinary meeting of 2009 of the 5th session of the board of directors for business reason and YU Yeming, a Director, having been appointed as his proxy to attend and vote at the meeting on his behalf.
XU Hulie	5	3	2	0	Absence from the 10th and 11th sessions of the 5th session of the board of directors for business reason and GAO Guofu, Chairman, having been appointed as his proxy to attend and vote at the meeting on his behalf.
YANG Xiangdong	7	6	1	0	Absence from the 11th session of the 5th session of the board of directors for business reason and FENG Junyuan, Janine, a Director, having been appointed as his proxy to attend and vote at the meeting on his behalf.
FENG Junyuan, Janine	7	7	0	0	
XU Shanda	7	6	1	0	Absence from the 3rd extraordinary meeting of 2009 of the 5th session of the board of directors for business reason and XIAO Wei, a Director, having been appointed as a proxy to attend and vote at the meeting on his behalf.

CHANG Tso Tung, Stephen	7	7	0	0	
LI Ruoshan	7	7	0	0	
YUEN Tin Fan	7	7	0	0	
XIAO Wei	7	6	1	0	Absence from the 11th session of the 5th session of the board of directors for business reason and XU Shanda, a Director, having been appointed as his proxy to attend and vote at the meeting on his behalf.
SHEN Weiming	1	1	0	0	
CHEN Shaochang	1	1	0	0	
YU Yeming	5	5	0	0	

Note: SHEN Weiming and CHEN Shaochang resigned on 10 April 2009 by reason of retirement; YU Yeming resigned on 28 October 2009 by reason of change in work allocation; XU Hulia was appointed as a director of the 5th session of the board of directors on 26 May 2009 at the 2008 general meeting of the Company.

II. The casting of votes and expression of opinions by the directors at board meetings

In 2009, the Company held a total of seven board meetings. In addition to the review of the directors' report, general managers' report, annual report, quarterly reports, financial budget and accounting plan and profit distribution plan of the Company, and the matters in respect of internal control, risk and compliance reporting, all directors also considered and studied significant issues such as amendment to the Articles of Association and procedural rules, the issuance of H shares, optimization of organizational structure and the appointment of senior management. Each director made appropriate decisions and expressed his/her opinions upon fully understanding the issues. All resolutions of the board meetings were passed by unanimous votes.

III. Work conducted by the directors to better understand the operation and management of the Company and their feedback to the Company

(1) The channels through which the directors better understand the operation and management of the Company

1. The directors may, at the meetings of the board and board committees, seek opinions on and discuss the operation and management of the Company.
2. The Company has established a management system for reporting information to the directors, thereby achieving a standardized and systematic reporting mechanism to the directors to protect their right to keep informed of the affairs of the Company. By carefully studying the regulatory information, internal newspaper clippings, financial reports, solvency reports, internal control reports, risk compliance reports, audited consolidated reports and various operation and management information provided

regularly or from time to time by the Company, and through other means including mails and phone calls, each director may timely enquire and better understand the operation of the Company.

3. The directors or individual directors may have ad hoc discussions with the management on the issues relating to the operation and management that they are concerned about when necessary.
4. The Board Secretary is responsible for overseeing the implementation of the resolutions of the board and submitting a special report at each board meeting on the implementation of the resolutions passed at the previous meeting. He also gives feedback on timely basis in respect of any issues that draw the attention of the directors or upon their request to help every director keep abreast of the operation and management of the Company.

(2) Inspections and Studies by Directors

In 2009, a number of directors of the Company visited the Xinjiang branches of China Pacific Life Insurance Co., Ltd. and China Pacific Property Insurance Co., Ltd.. Through these inspections, the directors had a deeper understanding on the actual operation of these branches and a direct impression of the energy and vigor of the front line staff. The directors also conducted a study on the development of local insurance markets and the operation, management, growth of business, internal control, compliance and risk management of the branches. Base on the results of the inspections and the studies, the directors and the supervisors of the Company made recommendations to the management in the form of a special research and study report on, among other things, the enhancement of internal control, improvement of the modes of operation and the quality of service and reinforcement of regional guidance. The management of the Company highly valued these recommendations and considered the feasibility of their implementation.

(3) The operation of the Board Committees

The Board has in place four committees, namely strategic committee, audit committee, nominations and remuneration committee and risk management committee, among which the chairmen of the latter three committees are independent directors. In 2009, each committee respectively conducted researches and studies on the strategic plans and the issuance of H shares of the Company, internal and external audit, the appointment and performance appraisal of the senior management and risk control and management, and put forward their professional advices for the Board's consideration. The Board of the Company and its committees performed their own functions and duties and brought their expertise into full play to ensure that the Board had an opportunity to consider various recommendations and advices before making informed decisions. In 2009, strategic committee, audit committee, nominations and remuneration committee and risk management committee held four, eight, five and five meetings, respectively.

IV. The training of the directors

The directors of the Company participated enthusiastically in the training programs for directors and supervisors organized by CSRC Shanghai Bureau. In November 2009, our independent directors participated in the 1st training program for independent directors of insurance companies organized by CIRC. The training program covered a wide range of topics. All independent directors studied attentively to the special reports prepared by the head of CIRC and the experts on the current macro-economic

environment and the roles of independent directors in the corporate governance of insurance companies. They also attended a lecture on the newly amended Insurance Law, solvency and the policy guidelines on the operation of the Board. Through these training courses, all of our independent non-executive directors had an adequate understanding of the achievements made by insurance companies in corporate governance and regulation in recent years and a clear understanding of their duties, which enhanced their senses of mission and responsibility to earnestly safeguard the interests of the insured and the minority shareholders in daily decision-making process, helping them play important roles in the enhancement of the corporate governance structure of insurance companies.

V. Any other related matters

The Company is committed to enhance the standards of corporate governance. In 2009, with our standardized corporate governance and effective operation of the Board, we were selected as one of the top 100 publicly listed companies in the PRC by China Securities Journal and Securities Times, respectively. The Company was also one of the 10 publicly listed companies which won the Information Disclosure Award 2009 in the Corporate Governance Forum organized by the Shanghai Stock Exchange for the first time in December 2009.

Appendix IV Report on Performance of Independent Directors for the Year 2009

In 2009, all independent directors of the Company fulfilled their duties independently with integrity and diligence. They actively attended board meetings and shareholders' general meetings and reviewed the resolutions of the Board in a serious manner and expressed their independent opinions in order to protect the interests of the Company, the insured party and minority shareholders. The performance of the independent directors is reported as follows:

I. Attendance of the independent directors at board meetings

In 2009, all independent directors attended all board meetings in person or by proxy with nil absence.

Names of independent directors	No. of board meetings attended during the year	Attendance in person (no. of times)	Attendance by proxy (no. of times)	Absence (no. of times)	Remarks
XU Shanda	7	6	1	0	Absence from the 3rd extraordinary meeting of 2009 of the 5th session of the board of directors for business reason and XIAO Wei, a Director, having been appointed as his proxy to attend and vote at the meeting on his behalf.
CHANG Tso Tung, Stephen	7	7	0	0	/
LI Ruoshan	7	7	0	0	/
YUEN Tin Fan	7	7	0	0	/
XIAO Wei	7	6	1	0	Absence from the 11th session of the 5th session of the board of directors for business reason and XU Shanda, a Director, having been appointed as his proxy to attend and vote at the meeting on his behalf.

II. Expression of opinions at board meetings, including voting against the resolutions or abstaining from voting and the reasons and inability to express opinions and the reasons

In 2009, the board meetings and shareholders' general meetings were held in conformity with legal procedures. Material operational decisions were made in accordance with the required procedures and in compliance with the provision of laws and regulations and the Articles of Association. Having full understanding of and thorough discussions on all matters considered by the board of directors during the reporting period, all independent directors voted for the resolutions after prudent consideration. The independent directors raised no objections on the resolutions of the board of directors and relevant matters.

All independent directors expressed their independent opinions on the resolutions regarding the nomination of directors, the appointment and removal and performance appraisal of the senior management of the Company.

The management of the Company timely responded to all enquiries on relevant issues, and adopted opinions and recommendation made by the independent directors. No independent director was prevented from expressing his opinion.

III. Channels to better understand the operation and management of the Company and the barriers

Independent directors primarily better understand the operation and management of the Company through the following channels:

1. Attend meetings of the board of directors and committee meetings in person to consider and discuss the operation and management of the Company. During the year, independent directors attended 7 board meetings and 22 various committee meetings of the board of directors respectively.
2. Get a clear picture of the operation and management of the Company by studying the regulatory information, internal newspaper clippings, financial reports, solvency reports, internal control reports, risk compliance reports, audited consolidated reports and various operation and management information provided by the Company regularly or from time to time.
3. Understand every aspect of the operation of the Company in a timely manner generally by other means including mail and phone calls and discuss with the management on any issues they are concerned.
4. Collect and consider seriously the opinions and suggestions from branch entities during their inspections on those entities to understand the actual operation of the Company which provide them with solid understanding for independent judgment and decision making.

All independent directors considered that they were able to understand the operation of the Company through various channels, and that communication was free and timely without barriers.

IV. Other work and contributions for improving the operation and management of the Company

All independent directors have necessary professional knowledge and experience to put forward considerable constructive opinions and recommendations in respect of the listing of H shares of the Company, strategic planning, corporate governance, financial management, appointment of senior management, internal control and risk compliance based on their expertise and concrete experience.

At each board meeting on which the listing of H shares was discussed, all independent directors, upon fully understanding the actual operation of the Company, paid close attention to the risk of the offering. They proposed advice on the suspension of the issuance of H shares in early 2008 and the resumption of the issuance of H shares in 2009 based on various factors which might have impact on the Company such as the environment of the international capital market, market environment of A shares, the use of proceeds raised by the Company and appreciation of RMB. The independent directors not only

provided the board of directors with professional advice in making right decisions, but also paid attention to safeguard the interests of the minority shareholders.

In the course of auditing the annual reports, the independent directors considered the reporting by the Company on the financial positions and the operation results for the year; attended annual report discussion meetings and maintained thorough communication with the external auditor, which helped the audit of annual reports being carried out legally and in compliance with relevant rules and regulations.

In November 2009, the independent directors participated in the 1st training program for independent directors of insurance companies organized by CIRC. The training program covered a wide range of topics. All independent directors studied attentively to the special reports prepared by the head of CIRC and the experts on the current macro-economic environment and the roles of independent directors in the corporate governance of insurance companies. They also attended a lecture on the newly amended Insurance Law, solvency and the policy guidelines on the operation of the Board. Through these training courses, all of our independent non-executive directors had an adequate understanding of the achievements made by insurance companies in corporate governance and regulation in recent years and a clear understanding of their duties, which enhanced their senses of mission and responsibility to earnestly safeguard the interests of the insured and the minority shareholders in daily decision-making process, helping them play important roles in the enhancement of the corporate governance structure of insurance companies.

V. Annual self-assessment and the assessment on the Board and Management

All independent directors are of the view that they have duly performed their functions and duties and fulfilled the obligations of acting with integrity and diligently under the laws and regulations and the provisions under the Articles of Association during the reporting period. They attended actively board meetings and committees meetings of the board and participated in the decision making of the Company on significant issues independently and objectively and, in particular, they were concerned about the legal rights of minority shareholders. All independent directors made objective and impartial judgments on the issues to be resolved by the Board. They also performed due diligence review on the appointment, removal and performance appraisal of directors and senior management, and any other issues which might significantly affect the interests of the insured and the minority shareholders. This helped the Board make scientific and objective decisions, and helped maintain the sustainable, healthy and stable growth of the Company.

All independent directors are of the view that the Board of the Company has duly performed their functions and duties under the laws and regulations and the provisions under the Articles of Association during the reporting period. With its effectiveness and high standards, the Board has developed itself into the central decision making body of the Company. Notwithstanding a complicated and severe external environment, under the leadership of the Board, the management of the Company focuses on the promotion and realization of the objective of sustainable growth in value. It also actively changed the patterns of growth to enhance the Company's core competitiveness and optimized its business structure and enhanced the level of risk management. The Company recorded sound operating results by enhancing the level of its centralized business operations. In addition, it's the H shares of the Company were successfully issued and listed by the end of the year, laying a solid foundation for the enhancement of its sustainable growth. This helped realize the annual operational targets and business goals of the Board.

1. Executive Directors

Particulars of the Executive Directors candidates of the Company are as follows:

Mr. GAO Guofu

Mr. GAO Guofu, born in June 1956, a post-graduate with a doctorate degree. He is a senior economist. He currently serves as Chairman of the Board of the Company.

Mr. Gao has served as general manager of Shanghai Waigaoqiao Free Trade Zone Development (Holding) Co. and deputy director of Administration of Shanghai Waigaoqiao Free Trade Zone. He was the acting president of Shanghai Wanguo Securities Company, the vice-general manager and the general manager of Shanghai Jiushi Corporation, and the general manager of Shanghai Urban Construction Investment and Development Corporation.

Mr. HUO Lianhong

Mr. HUO Lianhong, born in April 1957, a university graduate with a bachelor's degree. He is a senior economist. He currently serves as a director and the President of the Company. He also serves as Chairman of China Pacific Property Insurance Co., Ltd., a director of China Pacific Life Insurance Co., Ltd. and China Pacific Asset Management Co., Ltd.

Mr. Huo has served as the chairman of China Pacific Asset Management Co., Ltd. He was the vice-general manager and the general manager of the Hainan Branch and Beijing Branch of the Company. Prior to that, Mr. Huo was a deputy office supervisor of Chongqing Branch of Bank of Communications and the head and deputy manager of the insurance department of its Hainan Branch.

Neither Mr. GAO Guofu nor Mr. HUO Lianhong entered into a service contract with the Company. Their term of office shall be three years and is renewable upon re-election when it expires.

The Company did not enter into any agreement with any of Mr. GAO Guofu and Mr. HUO Lianhong in respect of their remuneration which will be determined by the Board.

Save as disclosed above, Mr. GAO Guofu and Mr. HUO Lianhong have not held any directorship in other listed public companies in the past three years or any other position within the Company or any of its subsidiaries, are not connected with any directors, senior management officers or substantial or controlling shareholders of the Company, and do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Furthermore, there is nothing in respect of Mr. GAO Guofu and Mr. HUO Lianhong which needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor is there anything which needs to be brought to the attention of the Shareholders.

2. Non-Executive Directors

Particulars of the Non-Executive Directors candidates of the Company are as follows:

Mr. YANG Xianghai

Mr. YANG Xianghai, born in February 1952, holds a master's degree in Economics. He is a senior economist. He currently serves as the chairman of Shenergy Group Co., Ltd. and Vice-Chairman of the Board of the Company.

Mr. Yang was deputy director and director of the Economic Regulation Office and General Office of Shanghai Planning Commission. He also served as assistant to chief commissioner and deputy chief commissioner of Shanghai Planning Commission, a director of Shanghai Securities Administration Office and the general manager of the Shanghai Stock Exchange. He was vice-chairman and general manager of Shenergy Group Co., Ltd. In addition, he has been chairman and director of Shenergy Company Limited, a company listed on the Shanghai Stock Exchange, and the chairman of Shanghai Gas (Group) Co., Ltd.

Mr. ZHOU Ciming

Mr. ZHOU Ciming, born in October 1951, a post-graduate with a master's degree. He is a senior economist. He currently serves as the board secretary and deputy chief economist of Shenergy Group Co., Ltd., a director of the Company, vice-chairman of China Pacific Property Insurance Co., Ltd. and a director of China Pacific Life Insurance Co., Ltd.

Mr. Zhou was vice-chairman of the board and chairman of the board of supervisors of China Pacific Life Insurance Co., Ltd. He was the director of teaching and research office, the associate dean, assistant professor and a mentor of master degree candidates at the Shanghai University of Finance and Economics. He was a visiting professor at the University of Washington and Stanford University. In addition, Mr. Zhou was the vice-chairman of Shanghai Julian Securities Brokerage Co., Ltd.

Mr. YANG Xiangdong

Mr. YANG Xiangdong, born in January 1965, holds a master's degree in Business Administration. He currently serves as managing director of the Carlyle Group and the co-head of Carlyle Asia Partners. He also serves as a director of the Company and vice-chairman of China Pacific Life Insurance Co., Ltd.

Mr. Yang worked for Goldman Sachs, serving as the managing director, the co-head of the direct investment department and a member of the Asia Management Committee of Goldman Sachs. Mr. Yang was a director of China Pacific Asset Management Co., Ltd. He currently serves as an independent non-executive director of SmarTone Telecommunications Holdings Limited, a company listed on the Hong Kong Stock Exchange. Mr. Yang received a bachelor's degree in Economics from Harvard University and a master's degree in Business Administration from Harvard Business School.

Ms. FENG Junyuan, Janine

Ms. FENG Junyuan, Janine, born in March 1969, a holder of master's degree in Business Administration. She joined the Carlyle Group since 1998 and currently serves as a managing director of Carlyle; a director of the Company, China Pacific Life Insurance Co., Ltd. and China Pacific Property Insurance Co., Ltd.

Prior to joining Carlyle, Ms. Feng worked for Credit Suisse First Boston for approximately five years, engaging in investment banking business. She received a master's degree in Business Administration from Harvard Business School.

Mr. WANG Chengran

Mr. WANG Chengran, born in April 1959, a university graduate with a bachelor's degree. He is an economist. Mr. Wang currently serves as assistant to general manager and the head of Audit Department of Baosteel Group Corporation.

Mr. Wang was deputy director (operation) and director of the Asset Operation Office of Finance Department and the deputy head and the head of Asset Operation Department of Shanghai Baosteel Group Corporation. He also served as the business director of Baosteel Group Corporation and chairman of Huabao Investment Company Limited. He currently serves as a director of China State Shipbuilding Corporation, a company listed on the Shanghai Stock Exchange.

Mr. WU Jumin

Mr. WU Jumin, born in April 1956, a post graduate from the Party Central Academy Research Institute. He is a senior economist. He currently serves as a deputy general manager of Shanghai Tobacco (Group) Corporation.

Mr. Wu worked for Shanghai Tobacco Group, serving as deputy head of the organization section, the head of education section and principal of the school of Shanghai Tobacco Group, the head of cadre section, and deputy officer and officer of personnel educational department. He was also deputy managing director of Shanghai Gao Yang International Tobacco Co., Ltd. and deputy factory director and factory director of Shanghai Tobacco Group.

Mr. ZHENG Anguo

Mr. ZHENG Anguo, born in November 1964, a post graduate with a doctorate degree. He is a senior economist and a member of the Shanghai Committee of the National Committee of Chinese Peoples's Political Consultative Conference (CPPCC). He currently serves as general manager of Fortune Investment Company Limited and chairman of Fortune Trust Co., Ltd.

Mr. Zheng was manager of the issuance department of Shenzhen branch of Nanfang Securities Co., Ltd. He was also assistant to general manager of investment banking department of Nanfang Securities Co., Ltd. and deputy general manager of its Shanghai Branch, and the deputy head of the research office of Nanfang Securities Co., Ltd. Mr. Zheng served as deputy general manager and general manager of Fortune Investment Trust Co., Ltd. and chairman of Fortune SGAM Fund Management Co., Ltd.

Ms. XU Fei

Ms. XU Fei, born in December 1967, a post graduate with a doctorate degree. She is a lawyer, a corporate legal consultant. She currently serves as the vice-president of Shanghai State-owned Assets Operation Co., Ltd.

Ms. Xu worked in the Shanghai Branch of PICC Property and Casualty Company Limited, serving as the deputy office head, deputy general manager and general manager of market development department and legal department, and assistant to general manager and deputy general manager of its Shanghai Branch.

None of Mr. YANG Xianghai, Mr. ZHOU Ciming, Mr. YANG Xiangdong, Ms. FENG Junyuan, Janine, Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo or Ms. XU Fei entered into a service contract with the Company. Their term of office shall be three years and is renewable upon re-election when it expires.

The Company did not enter into any agreement with any of Mr. YANG Xianghai, Mr. ZHOU Ciming, Mr. YANG Xiangdong, Ms. FENG Junyuan, Janine, Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo and Ms. XU Fei in respect of their remuneration which will be determined by the Board.

Save as disclosed above, Mr. YANG Xianghai, Mr. ZHOU Ciming, Mr. YANG Xiangdong, Ms. FENG Junyuan, Janine, Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo and Ms. XU Fei have not held any directorships in other listed public companies within the past three years or any other position with the Company or any of its subsidiaries, are not connected with any directors, senior management officers or substantial or controlling shareholders of the Company, and do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Furthermore, there is nothing in respect of Mr. YANG Xianghai, Mr. ZHOU Ciming, Mr. YANG Xiangdong, Ms. FENG Junyuan, Janine, Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo and Ms. XU Fei which needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor is there anything which needs to be brought to the attention of the Shareholders.

3. Independent Non-Executive Directors

Particulars of the Independent Non-Executive Directors candidates of the Company are as follows:

Mr. XU Shanda

Mr. XU Shanda, born in September 1946, holds a master's degree. He is currently a member of the National Committee of Chinese Peoples's Political Consultative Conference (CPPCC), the chairman of the Chinese Certified Tax Agents Association, a member of the Accounting Standards Committee of the Ministry of Finance, a member of the Auditing Standards Committee of the Chinese Institute of Certified Public Accountants, a member of Chinese Economics 50 Forum, a member of its academic committee and an independent director of the Company.

Mr. Xu was formerly a deputy director-general of the State Administration of Taxation from December 1999 to December 2006. Prior to that, Mr. Xu held various governmental positions, including deputy director of the Policy Research Division of the State Administration of Taxation under the Ministry of Finance, director of the Research Office of the Taxation Science Research Institute under the State Administration of Taxation, deputy director-general of the Department of Tax Reform, deputy director-general of the Department of Policy and Legislation, director-general of the Department of Local Taxation and director-general of the Department of Auditing under the State Administration of Taxation. Mr. Xu currently also serves as an independent director of the Industrial and Commercial Bank of China Ltd., a company listed on the Shanghai Stock Exchange and Hong Kong Stock Exchange. Mr. Xu graduated

from the Automation Faculty of Tsinghua University in 1970. He received a master's degree in Agricultural Economic Management from the Graduate School of Chinese Academy of Agricultural Sciences in 1984. In 1999, Mr. Xu received a master's degree in Fiscal Studies from the University of Bath in the United Kingdom.

Mr. CHANG Tso Tung Stephen

Mr. CHANG Tso Tung Stephen, born in November 1948. He holds a bachelor's degree in Science. He is a fellow member of the Institute of Chartered Accountants in England and Wales and an independent director of the Company.

Mr. Chang retired from Ernst & Young in January 2004. Prior to his retirement, Mr. Chang held various positions with Ernst & Young, including the deputy chairman of Ernst & Young Hong Kong and China, managing partner of Professional Services, and the chairman of Audit and Advisory Business Services of Ernst & Young. Mr. Chang served as an independent non-executive director of GST Holdings Limited and Nam Hing Holdings Limited, both of these companies are listed on the Hong Kong Stock Exchange. He currently serves as an independent director of China World Trade Center Company Ltd., a company listed on the Shanghai Stock Exchange. Mr. Chang received a bachelor's degree in Science from the University of London.

Mr. LI Ruoshan

Mr. LI Ruoshan, born in February 1949, a post-graduated with a doctorate degree. He is a professor, a mentor of doctorate candidates. He is currently the dean of the Finance Department of the School of Management of Fudan University and an independent director of the Company.

Mr. Li is currently a member of the Experts Committee for Listed Companies of the Shanghai Stock Exchange, a member of Shanghai Committee of Judicial Accounting Appraisal, the vice-chairman of the Shanghai Accounting Academy and the director of Fudan Finance and Futures Research Institute. Mr. Li served as an independent director of Fuyao Glass Group Industries Co. Ltd., Sinochem International Corporation and Shanghai Jinfeng Investment Co., Ltd., all of which are companies listed on the Shanghai Stock Exchange. Mr. Li is currently an independent director of Shanghai Pudong Road & Bridge Construction Company Limited, a company listed on the Shanghai Stock Exchange, and an independent director of Zhejiang Guangbo Group Co., Ltd. and Zhejiang Wanfeng Auto Wheel Co., Ltd., both of which are companies listed on the Shenzhen Stock Exchange. Mr. Li received a doctorate degree in Economics from Xiamen University.

Mr. YUEN Tin Fan

Mr. YUEN Tin Fan, born in October 1952. He holds a bachelor's degree in Economics. He is currently vice-chairman of Pacific Century Regional Developments Limited and an independent director of the Company.

Mr. Yuen was chairman of Pacific Century Insurance Holdings Limited, vice-chairman of Pacific Century Group and PCCW Limited, and chief executive officer of Hong Kong Stock Exchange. Mr. Yuen is currently a member of Shanghai CPPCC, a non-executive director of Kee Shing (Holdings) Ltd. and an independent non-executive director of China Foods Limited. Both of these companies are listed on the Hong Kong Stock Exchange. Mr. Yuen received a bachelor's degree in Economics from the University of Chicago.

Mr. XIAO Wei

Mr. XIAO Wei, born in December 1960, a post-graduated with a master's degree. He is a lawyer. He is currently a partner of Junhe Law Firm and an independent director of the Company.

Mr. Xiao served as a lawyer at Beijing No. 7 Law Firm and China Legal Affairs Centre. He was previously a member of the Listing Review Committee and the Review Committee for Major Reorganizations by the Listed Companies of the China Securities Regulatory Commission. He was also an independent director of Shenzhen Guangju Energy Co., Ltd., a company listed on the Shenzhen Stock Exchange. He is also an independent director of Lombarda China Fund Management Co., Ltd. Mr. Xiao received a master's degree from the Chinese Academy of Social Sciences and a master's degree in Law from Columbia University.

None of Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. YUEN Tin Fan nor Mr. XIAO Wei entered into a service contract with the Company. Their term of office shall be three years and is renewable upon re-election when it expires.

The Company did not enter into any agreement with any of Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. YUEN Tin Fan and Mr. XIAO Wei in respect of their remuneration which will be determined by the Board.

Save as disclosed above, Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. YUEN Tin Fan and Mr. XIAO Wei have not held any directorships in other listed public companies in the past three years or hold any other position within the Company or any of its subsidiaries, are not connected with any directors, senior management officers or substantial or controlling shareholders of the Company, and do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Furthermore, there is nothing in respect of Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. YUEN Tin Fan and Mr. XIAO Wei which needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor is there anything which needs to be brought to the attention of the Shareholders.

4. Non-employee Supervisors

Particulars of the non-employee representative Supervisors candidates of the Company are as follows:

Mr. ZHANG Jianwei

Mr. ZHANG Jianwei, born in September 1954. He holds a master's degree in Business Management. He is a senior economist. He is currently deputy general manager of Shanghai Jiushi Corporation, a supervisor of the Company and China Pacific Property Insurance Co., Ltd.

Mr. Zhang was deputy factory director of Shanghai Xinhua Glass Factory and deputy general manager of Shanghai Optic Communications Equipment Co., Ltd. He also worked in Shanghai Jiushi Corporation, serving as deputy manager and manager of operation department, general manager of operation management department, manager of development planning department, asset operation department and assistant to general manager of the company. Mr. Zhang is currently a director of Haitong Securities

Company Limited, Shanghai Highly (Group) Co., Ltd. and Shenergy Company Limited, all of which are companies listed on the Shanghai Stock Exchange.

Ms. LIN Lichun

Ms. LIN Lichun, born in August 1970, a university graduated with a bachelor's degree. She is a certified public accountant in China. She is currently the head of Shanghai office of Hongta Group, a director and the general manager of Shanghai Hongta Hotel, a supervisor of the Company and China Pacific Property Insurance Co., Ltd.

Ms. Lin served as the chief financial officer and deputy general manager of Shanghai Hongta Hotel. She also served as a supervisor of China Pacific Life Insurance Co., Ltd.

Mr. ZHOU Zhuping

Mr. ZHOU Zhuping, born in March 1963, a master's degree holder. He is a senior accountant. He currently serves as deputy general manager of Baosteel Group Corporation.

Mr. ZHOU Zhuping was deputy director of financial planning department (asset operation) of Shanghai Baosteel Group Corporation, the secretary of the board of Baoshan Iron & Steel Co., Ltd., deputy chief financial officer of Baosteel International Trade Corporation, deputy general manager of Baoshan Iron & Steel Trading Company Limited, director of finance department of Baosteel Group Corporation, director of operation of Baosteel Group Corporation, general manager of Baosteel Enterprise Development Corporation and president of Baosteel Development Limited.

None of Mr. ZHANG Jianwei, Ms. LIN Lichun nor Mr. ZHOU Zhuping entered into a service contract with the Company. Their term of office shall be three years and is renewable upon re-election when it expires.

The Company did not enter into any agreement with any of Mr. ZHANG Jianwei, Ms. LIN Lichun and Mr. ZHOU Zhuping in respect of their remuneration which will be determined by the Board.

Save as disclosed above, Mr. ZHANG Jianwei, Ms. LIN Lichun and Mr. ZHOU Zhuping have not held any directorships in other listed public companies in the past three years or any other position within the Company or any of its subsidiaries, are not connected with any directors, senior management officers or substantial or controlling shareholders of the Company, and do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Furthermore, there is nothing in respect of Mr. ZHANG Jianwei, Ms. LIN Lichun and Mr. ZHOU Zhuping which needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is there anything which needs to be brought to the attention of the Shareholders.

1. Amendments to the main body of the Articles of Association

Existing Articles	Amended Articles
<p>Article 19 The Company is entitled to issue a maximum number of 7,700,000,000 ordinary shares subject to the approval of the State Council or any other examination and approval authorities authorized by the State Council.</p>	<p>Article 19 The Company is entitled to issue a maximum number of 8,600,000,000 ordinary shares subject to the approval of the State Council or any other examination and approval authorities authorized by the State Council.</p>
<p>Article 20 The Company issued to the public 1,000,000,000 RMB-denominated ordinary shares on 6 December 2007 upon obtaining the approval document Zheng Jian Fa Xing Zi No.[2007] 456 from the CSRC. The shares so issued were listed on the Shanghai Stock Exchange on 25 December 2007.</p> <p>The aggregate number of issued ordinary shares of the Company was 7,700,000,000 shares, accounted for 100% of the total number of ordinary shares.</p> <p>As confirmed by the reply from CIRC, the then number of shares held by the promoters of the Company was as follows: 300,958,500 shares held by Shenergy (Group) Co., Ltd.; 190,901,250 shares held by Shanghai State-Owned Assets Operation Co.,Ltd.; 190,901,250 shares held by Shanghai Jiushi Corporation; 145,000,000 shares held by Yunnan Hongta Group Co., Ltd.; 8,000,000 shares held by Shanghai Pudong Land Development (Holding) Company.</p>	<p>Article 20 The Company issued to the public 1,000,000,000 RMB-denominated ordinary shares on 6 December 2007 upon obtaining the approval document Zheng Jian Fa Xing Zi No. [2007] 456 from the CSRC. The shares so issued were listed on the Shanghai Stock Exchange on 25 December 2007.</p> <p>The Company initially issued to the public 900,000,000 overseas listed foreign shares on 23 November 2009 upon obtaining the approval document Zheng Jian Xu Ke No. [2009] 1217 from the CSRC. The shares so issued were listed on the Hong Kong Stock Exchange on 23 December 2009.</p> <p>The aggregate number of issued ordinary shares of the Company was 8,600,000,000 shares, accounted for 100% of the total number of ordinary shares.</p> <p>As confirmed by the reply from CIRC, the then number of shares held by the promoters of the Company was as follows: 300,958,500 shares held by Shenergy (Group) Co., Ltd.; 190,901,250 shares held by Shanghai State-Owned Assets Operation Co., Ltd.; 190,901,250 shares held by Shanghai Jiushi Corporation; 145,000,000 shares held by Yunnan Hongta Group Co., Ltd.; 8,000,000 shares held by Shanghai Pudong Land Development (Holding) Company.</p>
<p>Article 23 The registered capital of the Company was RMB7,700,000,000.</p>	<p>Article 23 The registered capital of the Company was RMB8,600,000,000.</p>

Existing Articles	Amended Articles
<p>Article 75 Notices of shareholders’ general meeting shall be delivered to the shareholders (whether or not entitled to vote at the meeting) by personal delivery or prepaid posts at the address as recorded in the register of shareholders.</p> <p>For the holders of domestic shares, notices of shareholders’ general meeting may also be delivered by means of announcement. The announcement shall be published on one or more newspapers designated by the authorized securities approval authorities of the State Council 45 to 50 days before the date of the meeting. All holders of domestic shares are deemed to have received such notice of shareholders’ meeting once the same is published.</p>	<p>Article 75 Notices of shareholders’ general meeting shall be delivered to the shareholders (whether or not entitled to vote at the meeting) by personal delivery or prepaid posts at the address as recorded in the register of shareholders.</p> <p>For the holders of domestic shares, notices of shareholders’ general meeting may also be delivered by means of announcement. The announcement shall be published on one or more newspapers designated by the authorized securities approval authorities of the State Council 45 to 50 days before the date of the meeting. All holders of domestic shares are deemed to have received such notice of shareholders’ meeting once the same is published.</p> <p>For the holders of overseas listed foreign shares, the notices of shareholders’ meeting may also be given 45 to 50 days before the date of meeting in accordance with the provision of Article 243 of the Articles, including releasing on the websites of the Company and that of stock exchange where the shares of the Company are listed by way of announcement. All holders of overseas listed foreign shares are deemed to have received such notice of shareholders’ meeting once the same is published or otherwise issued by any other means in accordance with Article 243 of the Articles.</p>
<p>Article 164 The Board of Supervisors shall be composed of six Supervisors. One of the members shall act as the chairman. The election or removal of the chairman of the Board of Supervisors shall be determined by two-thirds or more of the members of the Board of Supervisors.</p>	<p>Article 164 The Board of Supervisors shall be composed of five Supervisors. One of the members shall act as the chairman. The election or removal of the chairman of the Board of Supervisors shall be determined by two-thirds or more of the members of the Board of Supervisors.</p>

Existing Articles	Amended Articles
<p>Article 165 The Board of Supervisors shall be composed of four shareholder representatives and two employee representatives. The shareholder representatives shall be elected or removed by the shareholders at the general meeting and the employee representatives shall be elected and removed by the Company's employees through democratic means.</p> <p>The terms of offices for the supervisors coopted or by-elected at the general meeting or by the Company's employees shall be commenced form the effective date of his appointment until the end of the term of the relevant session of the Board of Supervisors.</p>	<p>Article 165 The Board of Supervisors shall be composed of three shareholder representatives and two employee representatives. The shareholder representatives shall be elected or removed by the shareholders at the general meeting and the employee representatives shall be elected and removed by the Company's employees through democratic means.</p> <p>The terms of offices for the supervisors coopted or by-elected at the general meeting or by the Company's employees shall be commenced form the effective date of his appointment until the end of the term of the relevant session of the Board of Supervisors.</p>
<p>Article 243 The notices of the Company may be sent by the following means:</p> <ol style="list-style-type: none"> (1) by personal delivery; (2) by post; (3) by courier; (4) by email; (5) by facsimile; (6) by announcement; (7) by releasing on the websites of the Company and the stock exchange where the shares of the Company are listed subject to the laws and administrative regulations and the listing rules of the place where the shares of the Company are listed; (8) by announcement published on a newspaper and other designated media; 	<p>Article 243 The notices of the Company may be sent by the following means:</p> <ol style="list-style-type: none"> (1) by personal delivery; (2) by post; (3) by courier; (4) by email; (5) by facsimile; (6) by announcement; (7) by releasing on the websites of the Company and the stock exchange where the shares of the Company are listed subject to the laws and administrative regulations and the listing rules of the place where the shares of the Company are listed; (8) by announcement published on a newspaper and other designated media;

Existing Articles	Amended Articles
<p>(9) by any other means as agreed in advance by the Company and the recipients of the notices or accepted by the recipients of the notices after receiving the same;</p> <p>(10) by any other means as accepted by the securities regulatory authorities of the place where the shares of the Company are listed or stipulated in this Articles.</p>	<p>(9) by any other means as agreed in advance by the Company and the recipients of the notices or accepted by the recipients of the notices after receiving the same;</p> <p>(10) by any other means as accepted by the securities regulatory authorities of the place where the shares of the Company are listed or stipulated in this Articles.</p> <p>Notwithstanding as provided in the Articles regarding the release or notification of any notices, communications or other documents and subject to the listing rules of the place where the shares of the Company are listed, the Company may select the means set forth in sub-paragraph (7) in this Article for the release of the notices, communications or any other written materials instead of delivery by personal delivery or by prepaid posts of any written documents to each shareholder of overseas listed foreign shares.</p>
<p>Article 246 Notices, information or written statement delivered to the shareholders of overseas listed foreign shares must be served by hand to the registered address of each holder of overseas listed foreign shares who holds the registered shares, or sent to each holder of overseas listed foreign shares by post at the address as recorded in the register of shareholders.</p>	<p>Article 246 Unless delivered in accordance with the provisions in Article 243, notices, information or written statement delivered to the shareholders of overseas listed foreign shares must be served by hand to the registered address of each holder of overseas listed foreign shares who holds the registered shares, or sent to each holder of overseas listed foreign shares by post at the address as recorded in the register of shareholders.</p>

2. Amendments to the Appendices of the Articles of Association

Appendix 1: Inclusion of the previous amendments to the Articles of Association

Amendments to the Articles of Association	2009.5.26	The 2008 General Meeting of China Pacific Insurance (Group) Co., Ltd.	2009.8.13	The Reply for the Amendments to the Articles of Association of China Pacific Insurance (Group) Co., Ltd. (Bao Jian Fa Gai No.[2009]763)
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Appendix 2: Change of the structure of shareholding of the Company

The structure of shareholding of the Company

As at 31 March 2010, the structure of shareholding of the Company is as follows:

	Number of shares (share)	Percentage of shareholder
1. Domestic shares listed in the PRC (A Shares)	6,286,700,000	73.1%
Of which: A Shares with selling restriction	3,710,156,509	43.1%
A Shares without selling restriction	2,576,543,491	30.0%
2. Overseas Listed Foreign shares (H Shares)	2,313,300,000	26.9%
Total Share Capital	8,600,000,000	100.0%

Appendix 3: Inclusion of the Increases of Share Capital of the Company

5. Public Offering and listing of H Shares in 2009

In accordance with the approvals of Bao Jian Fa Gai No. [2009]1007 issued by CIRC on 21 September 2009 and Zheng Jian Xu Ke No. [2009]1217 issued by CSRC on 23 November 2009, the Company initially issued 900,000,000 overseas listed foreign shares for public offering, which were listed on the Hong Kong Stock Exchange on 23 December 2009. Upon the completion of the offering, the registered capital of the Company increased to RMB8.6 billion.

According to the newly issued regulatory rules of the regulatory authorities, the Company made necessary amendment to the existing Procedural Rules for the shareholders' general meetings of China Pacific Insurance (Group) Co., Ltd., as follows:

“Article 21 Notices of shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote at the meeting) by personal delivery or prepaid posts at the address as recorded in the register of shareholders. For the holders of domestic shares, notices of shareholders' general meeting may also be delivered by means of announcement. The announcement shall be published on one or more newspapers designated by the authorized securities approval authorities of the State Council 45 to 50 days before the date of the meeting. All holders of domestic shares are deemed to have received such notice of shareholders' meeting once the same is published.

For the holders of overseas listed foreign shares, the notices of shareholders' meeting may also be given by releasing an announcement on a newspaper.”

shall be amended to read as:

“Article 21 Notices of shareholders' general meeting shall be delivered to the shareholders (whether or not entitled to vote at the meeting) by personal delivery or prepaid posts at the addresses as recorded in the register of shareholders. For the holders of domestic shares, notices of shareholders' general meeting may also be delivered by means of announcement. The announcement shall be published on one or more newspapers designated by the authorized securities approval authorities of the State Council 45 to 50 days before the date of the meeting. All holders of domestic shares are deemed to have received such notice of shareholders' meeting once the same is published.

For the holders of overseas listed foreign shares, the notices of shareholders' meeting may also be given 45 to 50 days before the date of meeting in accordance with the provisions in respect of the means of giving notices in the Articles of Association, including releasing on the websites of the Company and that of stock exchange where the shares of the Company are listed by way of announcement. All holders of overseas listed foreign shares are deemed to have received such notice of shareholders' meeting once the same is published or otherwise issued by any other means in accordance with the Articles of Association.”

Appendix VIII Proposed Amendments to the Interim Management Measures on Connected Transactions of H Shares

Table of Amendments to the Interim Management Measures on Connected Transactions of H Shares

No.	Provisions	Before Amendment	After Amendment	Basis of Amendments
1	Article 17	(I) The approval from the Board must be obtained. An announcement shall be made on the following day upon the approval of the Board. The principles of preparing the announcement is as follows: the company must notify the Hong Kong Stock Exchange as soon as possible and submit the draft of the announcement upon making agreement on the terms of the transaction. The company amends the draft of the announcement based on the comments from Hong Kong Stock Exchange, and publishes the announcement on the website of Hong Kong Stock Exchange and newspaper to disclose relevant information in compliance with the Hong Kong Listing Rules.	(I) The approval from the Board must be obtained. An announcement shall be made on the following day upon the approval of the Board. The principles of preparing the announcement is as follows: the Company publishes the announcement on the website of Hong Kong Stock Exchange and newspaper to disclose relevant information in compliance with the Hong Kong Listing Rules upon making agreement on the terms of the transaction. For non- exempted connected transaction, the company must provide the Hong Kong Stock Exchange with a copy of the minutes of the board meeting approving the transaction and, in the case of a continuing connected transaction, the cap as soon as possible after the meeting. The minutes must clearly reflect : (1) whether or not the directors consider the transaction to be on normal commercial terms and in the ordinary and usual course of business of the listed issuer; (2) the views of the independent non-executive directors; and (3) whether any directors have a material interest in the transaction and have abstained from voting at the board meeting.	Rules 13.52 and 14A.55 of the Hong Kong Listing Rules

Appendix VIII Proposed Amendments to the Interim Management Measures on Connected Transactions of H Shares

No.	Provisions	Before Amendment	After Amendment	Basis of Amendments
2	Article 17	(IV) The connected transaction shall be proposed at the general meeting. The connected transaction shall be conditional on the approval from the shareholders in the general meeting. Any connected person with a material interest in the transaction must abstain from voting in the relevant general meeting. The relevant resolution must be approved by the “independent shareholders” by way of poll. The Company shall publish a press announcement for the poll results on the first business day immediately after the meeting.	(IV) The connected transaction shall be proposed at the general meeting. The connected transaction shall be conditional on the approval from the shareholders in the general meeting. Any connected person with a material interest in the transaction must abstain from voting in the relevant general meeting. The statement that a connected person with a material interest in the transaction must abstain from voting in the general meeting must be included in the circulars to be dispatched to the shareholders. The relevant resolution must be approved by the “independent shareholders” by the way of poll. The Company shall publish a press announcement for the poll results on the first business day immediately after the meeting.	Rule 14A.18 of the Hong Kong Listing Rules
3	Definition of “Associate”: Rules 14A.11(4) and 19A.04 of the Hong Kong Listing Rules	Insert clause (ii)	(ii) any person or entity with whom a person referred to in rules (1) to (3) of Chapter 2 has entered, or proposes to enter, into any agreement, arrangement, understanding or undertaking, whether formal or informal and whether express or implied, with respect to the transaction which is such that, in the opinion of the Hong Kong Stock Exchange, that person or entity should be considered a connected person;	Rule 14A.11 of the Hong Kong Listing Rules

Appendix VIII Proposed Amendments to the Interim Management Measures on Connected Transactions of H Shares

No.	Provisions	Before Amendment	After Amendment	Basis of Amendments
4	1. With regard to any individual, “associate” means:	(ii) relatives referred to in Rule 14A.11(4)(b) and (c) of the Listing Rules, including (I) cohabitee, child and step-child, parent, stepparent, brother, sister, step-brother and step-sister; and (II) a father-in-law, mother-in-law, son-in-law, daughter-in-law, grandparent, grandchild, uncle, aunt, cousin, brother-in-law, sister-in-law, nephew and niece, and, in the opinion of the Hong Kong Stock Exchange, the proposed transaction entered into with them shall be subject to the rules on connected transactions as a result of the relationship between them and the related individual. The Company must notify the Hong Kong Stock Exchange of any proposed transactions with the parties as referred to in (II) unless the transactions are exempted connected transactions under the Listing Rules of Hong Kong;	(iii) For the purpose of of rules (1) to (3) in Chapter 2, relatives referred to in Rule 14A.11(4)(b) and (c) of the Listing Rules include (I) cohabitee, child and step-child, parent, stepparent, brother, sister, step-brother and step-sister; and (II) a father-in-law, mother-in-law, son-in-law, daughter-in-law, grandparent, grandchild, uncle, aunt, cousin, brother-in-law, sister-in-law, nephew and niece, and in the opinion of the Hong Kong Stock Exchange, the proposed transaction entered into with them shall be subject to the rules on connected transactions as a result of the relationship between them and the related individual. The Company must notify the Hong Kong Stock Exchange of any proposed transactions with the parties as referred to in (II) unless the transactions are exempted connected transactions under the Listing Rules of Hong Kong;	Rule 14A.11 of the Hong Kong Listing Rules
5	Definition of “Associate”: Rules 14A.11(4) and 19A.04 of the Hong Kong Listing Rules	(v) any company (including equity joint venture established under PRC law) in the equity capital of which he, his family interests, any of the trustees referred to in 1(iii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or triggering percentage) or	(vi) any company (including equity joint venture established under PRC law) in the equity capital of which he, his family interests, any of the trustees referred to in 1(iv) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from	Rule 19A.04 of the Hong Kong Listing Rules

Appendix VIII Proposed Amendments to the Interim Management Measures on Connected Transactions of H Shares

No.	Provisions	Before Amendment	After Amendment	Basis of Amendments
		<p>more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of such holding company; and</p>	<p>time to time be specified in applicable PRC law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company; and</p>	
6	<p>1. With regard to any individual, “associate” means:</p>	<p>(vi) any company with which or individual with whom he, his family interests, any of the trustees referred to in 1(iii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested in a cooperative or equity joint venture (whether or not constituting a separate legal person) under PRC law, where he, his family interests, or any of the trustees referred to in 1(iii) above, acting in their capacity as such trustees, and any trustee interests taken together directly or indirectly have 30% (or triggering percentage) or more interest either in the share capital and/or assets contributions to such joint venture or in the contractual share of profits or other income from such joint venture.</p>	<p>(vii) any company with which or individual with whom he, his family interests, any of the trustees referred to in 1(iv) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested in a cooperative or contractual joint venture (whether or not constituting a separate legal person) under PRC law where he, his family interests, any of the trustees referred to in 1(iv) above, acting in their capacity as such trustees, and/or any trustee interests taken together directly or indirectly have 30% (or such other amount as may from time to time be specified in applicable PRC law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control</p>	<p>Rule 19A.04 of the Hong Kong Listing Rules</p>

Appendix VIII Proposed Amendments to the Interim Management Measures on Connected Transactions of H Shares

No.	Provisions	Before Amendment	After Amendment	Basis of Amendments
			over a business enterprise) or more interest either in the capital and/or assets contributions to such joint venture or in the contractual share of profits or other income from such joint venture.	
7	Definition of “Associate”: Rules 14A.11(4) and 19A.04 of the Hong Kong Listing Rules	(i) any other company which is its subsidiary or holding company or a fellow subsidiary of such holding company; or any other company in which it and such other company are directly or/ indirectly interested in the share capital of the aforesaid company taken together so as to exercise or control the exercise of 30% (or triggering percentage) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors;	(i) any other company which is its subsidiary or holding company or a fellow subsidiary of such holding company; or any other company in which it and such other company are directly or indirectly interested in the share capital of the aforesaid company taken together so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in applicable PRC law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors;	Rule 19A.04 of the Hong Kong Listing Rules
8	2. With regard to a company, “associate” means:	(ii) the trustees, acting in their capacity as such trustees, of any trust of which the company is the beneficiary or, in the case of a discretionary trust, is (to the company’s knowledge) the discretionary object and any other company (“trustee-controlled company”) in the equity capital of which the trustees, acting in their	(ii) the trustees, acting in their capacity as such trustees, of any trust of which the company is the beneficiary or, in the case of a discretionary trust, is (to the company’s knowledge) the discretionary object and any other company (“trustee-controlled company”) in the equity capital of which the trustees, acting in their	Rule 19A.04 of the Hong Kong Listing Rules

Appendix VIII Proposed Amendments to the Interim Management Measures on Connected Transactions of H Shares

No.	Provisions	Before Amendment	After Amendment	Basis of Amendments
		capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or triggering percentage) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors; and any other company which is its subsidiary (together, the “trustee interests”);	capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in applicable PRC law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the “trustee interests”);	
9		(iv) any other company (including an equity joint venture established under PRC law) in the equity capital of which the company, such other companies referred to in 2(i) above, any of the trustees referred to in 2(ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or triggering percentage) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors; and other company which is its subsidiary or holding company or a fellow	(iv) any other company (including an equity joint venture established under PRC law) in the equity capital of which the company, such other companies referred to in 2(i) above, any of the trustees referred to in 2(ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in applicable PRC law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or	Rule 19A.04 of the Hong Kong Listing Rules

Appendix VIII Proposed Amendments to the Interim Management Measures on Connected Transactions of H Shares

No.	Provisions	Before Amendment	After Amendment	Basis of Amendments
		subsidiary of any such holding company; and	more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company;	
10	Definition of “Associate”: Rules 14A.11(4) and 19A.04 of the Hong Kong Listing Rules	(v) any other company with which or any individual with whom the company, and/or such other companies referred to in 2(i) above, any of the trustees referred to in 2(ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested in a cooperative or equity joint venture (whether or not constituting a separate legal person) under PRC law where it, such other companies referred to in 2(i) above, any of the trustees referred to in 2(ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together directly or indirectly have 30% (or triggering percentage) or more interest either in the equity capital and/or assets contributions to such joint venture or in the contractual share of profits or other income from such joint venture.	(v) any other company with which or any individual with whom the company, and/or such other companies referred to in 2(i) above, any of the trustees referred to in 2(ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested in a cooperative or contractual joint venture (whether or not constituting a separate legal person) under PRC law where he, such other companies referred to in 2(i) above, any of the trustees referred to in 2(ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together directly or indirectly have 30% (or such other amount as may from time to time be specified in applicable PRC law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or more interest either in the equity and/or assets contributions to such joint	Rule 19A.04 of the Hong Kong Listing Rules

Appendix VIII Proposed Amendments to the Interim Management Measures on Connected Transactions of H Shares

No.	Provisions	Before Amendment	After Amendment	Basis of Amendments
			venture or in the contractual share of profits or other income from such joint venture; and	
11	2. With regard to a company, “associate” means:	Nil	(vi) any person or entity with whom a person referred to in rules (1) to (3) of Chapter 2 has entered, or proposes to enter, into any agreement, arrangement, understanding or undertaking, whether formal or informal and whether express or implied, with respect to the transaction which is such that, in the opinion of the Hong Kong Stock Exchange, that person or entity should be considered a connected person.	Rule 14A.11 of the Hong Kong Listing Rules

Sub-section 2 of Section 18 of the Interim Provisions on the Administration of Connected Transactions of Insurance Companies (Baojianfa [2007] No. 24) issued by the China Insurance Regulatory Commission (“CIRC”) on 6 April 2007 provides that: “the boards of directors of insurance companies shall report at the shareholder’s general meeting annually on connected transactions and the implementation of the management systems for connected transactions.” We hereby report the connected transactions and the implementation of the management system for connected transactions of China Pacific Insurance (Group) Co., Ltd. (“the Company”) as follows:

I. Connected transactions in 2009

(1) Continuing connected transactions

The continuing connected transactions of the Company and our holding subsidiaries (“the Group”) in 2009 comprised (1) the use and management of the funds by Pacific Asset Management Co., Ltd. (“CPIC Asset Management”) as entrusted by the Company, China Pacific Property Insurance Co., Ltd. (“CPIC Property”) and China Pacific Life Insurance Co., Ltd. (“CPIC Life”); (2) cross selling between CPIC Property and CPIC Life in relation to the insurance businesses; (3) the shared services costs shared by the Company, CPIC Property, CPIC Life and CPIC Asset Management.

All the continuing connected transactions of the Group were reviewed by the board before filing with CIRC. All such connected transactions were carried out in accordance with the Company’s pricing policy as they are all intra-group connected transactions.

(2) Significant connected transactions

The particulars of three significant connected transactions entered into by the Group in 2009 are as followed:

1. Significant connected transactions in respect of reinsurance business

CPIC Property and China Pacific Insurance Co., (H.K.) Limited (“CPIC HK”) entered into the Cession Contract on Non-life Insurance Agreement” (“Cession Contract”) in 2008. As both companies are the holding subsidiaries of the Company, the Cession Contract constituted a connected transaction of reinsurance business. Pursuant to the provision of Interim Provisions on the Administration of Connected Transactions of Insurance Companies, the transaction constituted a significant connected transaction and was reviewed and approved by the board of directors of CPIC Property. The board of directors also agreed that the Cession Contract would automatically be renewed by CPIC Property and CPIC HK upon its expiry. CPIC Property and CPIC HK renewed the Cession Contract on 16 January 2009. This significant connected transaction was entered into based on the prevailing cession practice and in conformity with the pricing principle in the market and was filed with CIRC in accordance with the provision of Interim Provisions on the Administration of Connected Transactions of Insurance Companies.

2. Significant connected transactions in respect of external investment

CPIC Life, a holding subsidiary of the Company, acquired 113,500,000 shares in Changjiang Pension Insurance Co., Ltd. (“Changjiang Pension”) from Shanghai International Group Co., Ltd. (“SIG”) for RMB170,250,000 (Renminbi or RMB for short), and also subscribed for 218,609,889 shares in Changjiang Pension for RMB 327,914,833.50 in the private placement. After the completion of this external investment, the Company indirectly held 51.753% interests in Changjiang Pension.

Changjiang Pension is a connected legal person of the Company by virtue of Mr. SHI Jierong, vice-president of the Company, being a director of Changjiang Pension. According to the relevant provision of the Stock Listing Rules of the Shanghai Stock Exchange, the capital injection in Changjiang Pension by CPIC Life constituted an external investment between a holding subsidiary of a listed company and its connected legal person, which constituted a connected transaction under the Stock Listing Rules of the Shanghai Stock Exchange.

The pricing principle of this connected transaction was fair and in the interests of the shareholders of the Company as a whole. This connected transaction was disclosed legally in accordance with the provision of the Stock Listing Rules of the Shanghai Stock Exchange. For details, please refer to the Announcement on the Investment of the Holding Subsidiary and Connected Transactions of China Pacific Insurance (Group) Co., Ltd. dated 4 May 2009 (no. of Shanghai Stock Exchange announcement: Lin 2009-013).

3. Connected transactions in respect of the use and entrusted management of the funds

Pacific-Antai Life Insurance Co., Ltd. (“Pacific Antai”) entrusted CPIC Asset Management to use and manage its entrusted assets by entering into the Entrusted Asset Management Agreement. Pacific Antai is a legal person jointly controlled by the Company and ING, and thus this connected transaction constituted a significant connected transaction of CPIC Asset Management and was reported to CPIC Asset Management’s board of directors for review and approval. Included the costs of CPIC Asset Management, the price of this significant connected transaction was determined based on the fair market prices and was filed with CIRC in accordance with the provision of the Interim Provisions on the Administration of Connected Transactions of Insurance Companies.

II. Implementation of management system for connected transactions**(1) Further improve the management system for connected transactions.**

The management system for connected transactions of the Company has demonstrated its effectiveness since its implementation. Since there has been a large number of connected transactions which concentrated on the same type, the Company further focused on such areas as the improvement of the operating procedures and the enhancement of the efficiency of the management when managing connected transactions in 2009. According to the provision of the Interim Provisions on the Administration of Connected Transactions of China Pacific Insurance (Group) Co., Ltd., the Company revised the Implementation Rules of the Interim Provisions on the Administration of Connected Transactions of China Pacific Insurance (Group) Co., Ltd. (hereinafter referred as "Implementation Rules") with reference to the actual daily management of connected transactions of the Company. The implementation Rules were applicable to the Group, and revised and improved the procedures for the review and approval and disclosure of connected transactions to further clarify the division of the works and coordination and cooperation between the Company and each holding subsidiary.

(II) Reinforcing the daily management of connected transactions in compliance with the rules of the management system for connected transactions

1. Timely update of particulars of the connected parties. The Company has been updating the particulars of the connected parties since the establishment of the database for the connected parties to remind regularly the connected parties to pay attention to any new regulations in respect of connected transactions. The connected parties are reminded of assisting the Company in updating their particulars.
2. Timely filing and disclosure of connected transactions. The Group entered into three significant connected transactions in 2009, which were filed CIRC in accordance with its requirement and disclosed in accordance with the requirement of Shanghai Stock Exchange.
3. Internal audit and ad hoc review of connected transactions. The audit center of the Company carried out ad hoc audit on the connected transactions of the Company and implementation of the management system in accordance with the requirement of the Interim Provisions on the Administration of Connected Transactions of Insurance Companies issued by CIRC. Meanwhile, a joint review team was formed by the compliance management departments of the Company and CPIC Property and CPIC Life respectively. The team performed ad hoc inspection on the implementation of the management systems for connected transactions of Suzhou and Jilin branches of CPIC Property and Suzhou and Henan branches of CPIC Life. The team gave their advices on the rectification of deficiencies found in the course of implementation and demand the branches to rectify them properly so as to ensure the fairness of the connected transactions conducted by the Company to safeguard the legal interests of the Company and the shareholders.

The Company continued to improve the management system for connected transactions and enhance the management on approval and disclosure procedures of connected transactions in 2009 based on the experience gained from the management of connected transactions in the past. The purpose of the continuous improvement is to ensure that the connected transactions of companies are entered into in compliance with the regulatory requirements of regulatory authorities and the listing rules of the jurisdiction where the shares are listed to provide strong protection for the Company to realize “sustainable, value-enhancing growth”.

Notice of Annual General Meeting



中國太平洋保險(集團)股份有限公司

CHINA PACIFIC INSURANCE (GROUP) CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02601)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) will be held at Sheraton Dameisha Resort, 9 Yankui Road, Shenzhen, the PRC on Thursday, 3 June 2010 at 9:00 a.m., for the following purposes:

Ordinary Resolutions

1. To consider and approve the report of board of directors of the Company for the year 2009.
2. To consider and approve the report of board of supervisors of the Company for the year 2009.
3. To consider and approve the financial statements and report of the Company for the year 2009.
4. To consider and approve the full text and the summary of the annual report of A shares of the Company for the year 2009.
5. To consider and approve the annual report of H shares of the Company for the year 2009.
6. To consider and approve the profit distribution plan of the Company for the year 2009.
7. To consider and approve the appointment of Ernst & Young Hua Ming as the domestic auditor for the year 2010 and Ernst & Young as the overseas auditor of the Company for the years 2009 and 2010 and to authorize the audit committee of the board of directors of the Company to determine the principles of fixing the remunerations of the domestic and overseas auditors with them and to authorize the management to determine their actual remunerations based on the agreed principles.
8. To consider and approve the remuneration management system of directors and supervisors.
9. To consider and approve the due diligence report of the directors for the year 2009.
10. To consider and approve the report on performance of independent directors for the year 2009.
11. To consider and approve the election of directors of the 6th session of the board of directors:
 - (1) To consider and approve Mr. GAO Guofu as the Executive Director of the Company;

Notice of Annual General Meeting

- (2) To consider and approve Mr. HUO Lianhong as the Executive Director of the Company;
 - (3) To consider and approve Mr. YANG Xianghai as the Non-executive Director of the Company;
 - (4) To consider and approve Mr. ZHOU Ciming as the Non-executive Director of the Company;
 - (5) To consider and approve Mr. YANG Xiangdong as the Non-executive Director of the Company;
 - (6) To consider and approve Ms. FENG Junyuan, Janine as the Non-executive Director of the Company;
 - (7) To consider and approve Mr. WANG Chengran as the Non-executive Director of the Company;
 - (8) To consider and approve Mr. WU Jumin as the Non-executive Director of the Company;
 - (9) To consider and approve Mr. ZHENG Anguo as the Non-executive Director of the Company;
 - (10) To consider and approve Ms. XU Fei as the Non-executive Director of the Company;
 - (11) To consider and approve Mr. XU Shanda as the Independent Non-executive Director of the Company;
 - (12) To consider and approve Mr. CHANG Tso Tung Stephen as the Independent Non-executive Director of the Company;
 - (13) To consider and approve Mr. LI Ruoshan as the Independent Non-executive Director of the Company;
 - (14) To consider and approve Mr. YUEN Tin Fan as the Independent Non-executive Director of the Company; and
 - (15) To consider and approve Mr. XIAO Wei as the Independent Non-executive Director of the Company.
12. To consider and approve the election of supervisors of the 6th session of the board of supervisors:
- (1) to consider and approve Mr. ZHANG Jianwei as the non-employee representative supervisor of the Company;
 - (2) to consider and approve Ms. LIN Lichun as the non-employee representative supervisor of the Company; and
 - (3) to consider and approve Mr. ZHOU Zhuping as the non-employee representative supervisor of the Company.

Notice of Annual General Meeting

SPECIAL RESOLUTIONS

13. To consider and approve the following proposed amendments to the Articles of Association of the Company (the “Articles of Association”), and to authorize the Chairman of the board of directors or his attorney to make further amendments which in his opinion may be necessary, desirable and expedient in accordance with the applicable laws and regulations, and as may be required by China Insurance Regulatory Commission (“CIRC”) and other relevant authorities.

The amendments to the Articles of Association as referred to in this special resolution are subject to and shall take effect after obtaining the approval from CIRC.

- (1) Article 19 of the original Articles of Association shall be amended to read as:

The Company is entitled to issue a maximum number of 8,600,000,000 ordinary shares subject to the approval of the State Council or any other examination and approval authorities authorized by the State Council.

- (2) Article 20 of the original Articles of Association shall be amended to read as:

The Company issued to the public 1,000,000,000 RMB-denominated ordinary shares on 6 December 2007 upon obtaining the approval document Zheng Jian Fa Xing Zi [2007] No.456 from the CSRC. The shares so issued were listed on the Shanghai Stock Exchange on 25 December 2007.

The Company initially issued to the public 900,000,000 overseas listed foreign shares on 23 November 2009 upon obtaining the approval document Zheng Jian Fa Xing Zi [2009] No. 1217 from the CSRC. The shares so issued were listed on the Hong Kong Stock Exchange on 23 December 2009.

The aggregate number of issued ordinary shares of the Company was 8,600,000,000 shares, accounted for 100% of the total number of ordinary shares.

As confirmed by the reply from CIRC, the then number of shares held by the promoters of the Company was as follows: 300,958,500 shares held by Shenergy (Group) Co., Ltd.; 190,901,250 shares held by Shanghai State-Owned Assets Operation Co., Ltd.; 190,901,250 shares held by Shanghai Jiushi Corporation; 145,000,000 shares held by Yunnan Hongta Group Co., Ltd.; 8,000,000 shares held by Shanghai Pudong Land Development (Holding) Company.

- (3) Article 23 of the original Articles of Association shall be amended to read as:

The registered capital of the Company was RMB8,600,000,000.

- (4) Article 75 of the original Articles of Association shall be amended to read as:

Notices of Shareholders’ General Meeting shall be delivered to the shareholders (whether or not entitled to vote at the meeting) by personal delivery or prepaid posts at the address as recorded in the register of shareholders.

Notice of Annual General Meeting

For the holders of domestic shares, Notices of Shareholders' General Meeting may also be delivered by means of announcement. The announcement shall be published on one or more newspapers designated by the authorized securities approval authorities of the State Council 45 to 50 days before the date of the meeting. All holders of domestic shares are deemed to have received such notice of shareholders' meeting once the same is published.

For the holders of overseas listed foreign shares, the notices of shareholders' meeting may also be given 45 to 50 days before the date of meeting in accordance with the provision of Article 243 of the Articles, including releasing on the websites of the Company and that of stock exchange where the shares of the Company are listed by way of announcement. All holders of overseas listed foreign shares are deemed to have received such notice of shareholders' meeting once the same is published or otherwise issued by any other means in accordance with Article 243 of the Articles.

- (5) Article 164 of the original Articles of Association shall be amended to read as:

The Board of Supervisors shall be composed of five Supervisors. One of the members shall act as the chairman. The election or removal of the chairman of the Board of Supervisors shall be determined by two-thirds or more of the members of the Board of Supervisors.

- (6) Article 243 of the original Articles of Association shall be amended to read as:

The notices of the Company may be sent by the following means:

- (1) by personal delivery;
- (2) by post;
- (3) by courier;
- (4) by email;
- (5) by facsimile;
- (6) by announcement;
- (7) by releasing on the websites of the Company and the stock exchange where the shares of the Company are listed subject to the laws and administrative regulations and the listing rules of the place where the shares of the Company are listed;
- (8) by announcement published on a newspaper and other designated media;
- (9) by any other means as agreed in advance by the Company and the recipients of the notices or accepted by the recipients of the notices after receiving the same;
- (10) by any other means as accepted by the securities regulatory authorities of the place where the shares of the Company are listed or stipulated in this Articles.

Notice of Annual General Meeting

Notwithstanding as provided in the Articles regarding the release or notification of any notices, communications or other documents and subject to the listing rules of the place where the shares of the Company are listed, the Company may select the means set forth in sub-paragraph (7) in this Article for the release of the notices, communications or any other written materials instead of delivery by personal delivery or by prepaid posts of any written documents to each shareholder of overseas listed foreign shares.

- (7) Article 246 of the original Articles of Association shall be amended to read as:

Unless delivered in accordance with the provisions in Article 243, notices, information or written statement delivered to the shareholders of overseas listed foreign shares must be served by hand to the registered address of each holder of overseas listed foreign shares who holds the registered shares, or sent to each holder of overseas listed foreign shares by post at the address as recorded in the register of shareholders.

If the serial numbering of the chapters and articles of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles made in this amendment, the serial numbering of the chapters and articles of the Articles of Association as so amended shall be changed accordingly, including cross-references.

14. To consider and approve the proposed amendments to the procedural rules for the shareholders' general meetings of the Company as set out in Appendix VII to the circular of the Company dated 19 April 2010, and to authorize the Chairman of the board of directors or his attorney to make further amendments which in his opinion may be necessary and desirable in accordance with the requirements of relevant regulatory authorities and the stock exchange at the place where the shares of the Company are listed from time to time during the process of the Company's application for approval. The amended procedural rules for the shareholders' general meetings of the Company as appendix to the Articles of Association shall take effect after obtaining the approval from CIRC.
15. To consider and approve the proposed amendments to the interim management measures on connected transactions of H Shares of the Company as set out in Appendix VIII to the circular of the Company dated 19 April 2010.
16. As special business, to authorize the Board of Directors of the Company to determine if the Company shall allot, issue and deal with domestic shares and overseas listed foreign shares ("H Shares") separately or concurrently, according to the market conditions and the needs of the Company, provided that the respective number of shares shall not exceed 20% of the domestic shares or H Shares of the Company in issue on the date of the passing of this special resolution. However, notwithstanding the granting of the general mandate to the Board of Directors, any issue of new domestic shares would require another shareholders' approval at a shareholders' meeting in accordance with the relevant PRC laws and regulations.

Notice of Annual General Meeting

The special resolutions are as follows:

- (1) Subject to paragraphs (3) and (4) below and pursuant to the Company Law of the People's Republic of China (the "**Company Law**") and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, the Board of Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new shares during the Relevant Period (as hereinafter defined) and to determine the terms and conditions for the allotment and issue of new shares which include, without limitation, the following terms:
 - (a) class and number of new shares to be issued;
 - (b) price determination method of new shares and/or issue price (including price range);
 - (c) the starting and closing dates for the issue;
 - (d) class and number of the new shares to be issued to existing shareholders; and
 - (e) the making or granting of offers, agreements and options which might require the exercise of such powers.
- (2) The approval in paragraph (1) shall authorize the Board of Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period.
- (3) The aggregate nominal amount of the new domestic shares and new H Shares allotted, issued and dealt with conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board of Directors pursuant to the approval in paragraph (1), other than the shares issued pursuant to the Rights Issue (as hereinafter defined) or the rights to purchase the shares of the Company under any option scheme or similar arrangement, shall not exceed 20% of each class of the domestic shares and H Shares of the Company in issue as at the date of passing this resolution.
- (4) In exercising the powers granted in paragraph (1), the Board of Directors must (a) comply with the Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed; and (b) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.
- (5) For the purpose of this resolution:

"Relevant Period" means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the 12-month period following the passing of this resolution; and
- (c) the revocation or variation of the mandate granted under this resolution by a special resolution of the Company's shareholders in a general meeting.

Notice of Annual General Meeting

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro-rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.

- (6) The Board of Directors, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law, be authorized to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board of Directors be authorized to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new shares, provided that the same do not violate the relevant laws, administrative regulations, the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed and the Articles of Association.
- (8) Subject to the approval of the relevant PRC authorities, the Board of Directors be authorized to make amendments to the Articles of Association as appropriate and necessary after the completion of the allotment and issue of new shares according to the method, type and number of the allotment and issue of new shares by the Company and the actual shareholding structure of the Company at the time of completion of the allotment and issue of new shares in order to reflect the changes of the share capital structure and registered capital of the Company pursuant to the exercise of this mandate.

Note: The English version of this notice is an unofficial translation and is for reference only. In case of inconsistency between the English and Chinese versions, the Chinese version shall prevail.

By Order of the Board
China Pacific Insurance (Group) Co., Ltd.
GAO Guofu
Chairman

Shanghai, the PRC, 19 April 2010

Notice of Annual General Meeting

Notes:

1. Eligibility for Attending the Annual General Meeting and closure of Register of members for H Shares

The H Share register of members of the Company will be closed for the purpose of determining H Share shareholders' entitlement to attend the Annual General Meeting, from Tuesday, 4 May 2010 to Thursday, 3 June 2010 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the Annual General Meeting, H Share shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at shops 1712-1716, 17 Floor, Hopewell Centre 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 3 May 2010.

2. Recommendation of final dividend, withholding and payment of enterprise income tax for non-resident enterprise shareholders, and closure of share register of members for H Shares

The Company intends to distribute an annual cash dividend of RMB0.30 per share (inclusive of tax) amounting to RMB2.580 billion, based on a total share capital of 8,600,000,000. If the dividend is declared to be distributed upon the approval of Resolution No.6 by the shareholders, the final dividend is expected to be paid on or about Thursday, 8 July 2010 to the H Share shareholders whose names appear on the H Share register of members of the Company on Thursday, 3 June 2010.

According to the Law on Corporate Income Tax of the People's Republic of China and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Company is required to withhold 10% corporate income tax before distributing the 2009 dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax.

The H Share register of members of the Company will be closed from Tuesday, 4 May 2010 to Thursday, 3 June 2010 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to the dividend, H Share shareholders should ensure that all transfer documents, accompanied by the relevant share certificates are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 3 May 2010.

3. Proxy

- (1) Each shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time appointed for the Annual General Meeting (Form of proxy for use at the Annual General Meeting is attached herewith).

- (3) If a shareholder appoints more than one proxy, such proxies shall only exercise the right to vote by poll.

Notice of Annual General Meeting

4. Registration procedures for attending the Annual General Meeting

- (1) A shareholder or his proxy should produce proof of identity when attending the Annual General Meeting. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the Annual General Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders of the Company intending to attend the Annual General Meeting in person or by their proxies should complete and return the reply slip for attending the Annual General Meeting to Computershare Hong Kong Investor Services Limited (for holders of H Shares) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or the Company's Office of the Board (for holders of A Shares) on or before Thursday, 13 May 2010.

5. Voting by poll

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting in accordance with Article 91 of Articles of Association.

6. Miscellaneous

- (1) The Annual General Meeting is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited is:
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The address of China Securities Depository and Clearing Corporation Limited Shanghai Branch is:
Level 36, China Insurance Building, 166 East Lujiazui Road, Pudong New District, Shanghai, the People's Republic of China.
- (4) The registered office of the Company:

South Tower, Bank of Communications Financial Building, 190 Central Yincheng Road, Pudong New District, Shanghai 200120 The People's Republic of China
Contact office: Office of the Board
Telephone No.: 86 (21) 5877 6688
Facsimile No.: 86 (21) 6887 0791