
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. (the “Company”), you should at once hand this supplemental circular and the accompanying revised proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer 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)

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 15 APRIL 2013
IN RELATION TO
(1) PROPOSED ELECTION OF DIRECTORS OF THE 7TH SESSION
OF THE BOARD OF DIRECTORS
(2) PROPOSED ELECTION OF SUPERVISORS FOR THE 7TH SESSION
OF THE BOARD OF SUPERVISORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular dispatched to shareholders on 15 April 2013 (the “Original Circular”). The 2012 annual general meeting of the Company is to be held as originally scheduled at Sheraton Dameisha Resort, Shenzhen, the PRC on Friday, 31 May 2013 at 9:00 a.m..

The supplemental notice of the annual general meeting dated 16 May 2013 is set out on pages 15 to 17 of this supplemental circular and a revised proxy form which contains the additional ordinary resolutions to be proposed at the 2012 annual general meeting is also enclosed herewith.

The additional resolutions will be proposed at the 2012 annual general meeting, particulars of which are set out in this supplemental circular. A revised proxy form for use at the 2012 annual general meeting is enclosed and is also published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the website of the Company (www.cpic.com.cn). The original proxy form dispatched with the original circular is superseded by the revised proxy form enclosed herewith. If you intend to appoint a proxy to attend the 2012 annual general meeting, you are requested to complete and return the enclosed revised proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the 2012 annual general meeting or any adjournment thereof (as the case may be). Completion and return of the revised proxy form will not preclude you from attending the 2012 annual general meeting and voting in person if you so wish.

16 May 2013

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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, Shenzhen, the PRC on Friday, 31 May 2013 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
“Closing Time”	the closing time for the Shareholders of H Shares of the Company to deliver the revised proxy form to the Company’s H Share Registrar, which is not less than 24 hours before the time fixed for holding the 2012 annual general meeting or any adjournment thereof (as the case may be).
“Company Law”	the Company Law of the People’s Republic of China
“CPIC Life”	China Pacific Life Insurance Co., Ltd., a subsidiary of the Company
“CPIC Property”	China Pacific Property Insurance Co., Ltd., a subsidiary of the Company
“CPIC Asset Management”	Pacific Asset Management Co., Ltd., a subsidiary of the Company
“the 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

DEFINITIONS

“Independent Director(s)” or “Independent Non-executive Director(s)”	independent non-executive Director(s) of the Company
“Non-executive Director(s)”	non-executive Director(s) of the Company
“Original Circular”	the Company’s circular dated 15 April 2013
“Original Proxy Form”	the proxy form dispatched with the Original Circular on 15 April 2013
“Original AGM Notice”	the notice of AGM dispatched with the Original Circular dated 15 April 2013
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China, and Taiwan region
“Revised Proxy Form”	the revised proxy form enclosed with the Supplemental Circular dated 16 May 2013
“RMB” or “Yuan”	the lawful currency of the PRC
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Supervisor(s)”	supervisor(s) of the Company
“Supplemental Circular”	the supplemental circular dated 16 May 2013
“Supplemental Notice of the AGM” or “Supplemental Notice of the Annual General Meeting”	the supplemental notice of Annual General Meeting dated 16 May 2013 dispatched with the Supplemental Circular
“SSE”	Shanghai Stock Exchange

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



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 Directors:

Mr. YANG Xianghai

Mr. WANG Chengran

Ms. FENG Junyuan, Janine

Mr. WU Jumin

Mr. WU Junhao

Mr. YANG Xiangdong

Mr. ZHENG Anguo

Ms. XU Fei

Independent Non-executive Directors:

Mr. XU Shanda

Mr. CHANG Tso Tung Stephen

Mr. LI Ruoshan

Mr. XIAO Wei

Mr. YUEN Tin Fan

Registered Office:

South Tower

Bank of Communications Financial Building

190 Central Yincheng Road

Pudong New District

Shanghai 200120

The PRC

Place of Business in Hong Kong:

Suite 4301, 43/F., Central Plaza

18 Harbour Road, Wanchai, Hong Kong

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 15 APRIL 2013
IN RELATION TO
(1) PROPOSED ELECTION OF DIRECTORS OF THE 7TH SESSION
OF THE BOARD OF DIRECTORS
(2) PROPOSED ELECTION OF SUPERVISORS FOR THE 7TH SESSION
OF THE BOARD OF SUPERVISORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Original Circular dispatched by the Company on 15 April 2013. The 2012 AGM will be held at Sheraton Dameisha Resort, Shenzhen, the PRC at 9:00 a.m. on Friday, 31 May 2013.

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to provide you with information regarding the additional ordinary resolutions in relation to the election of members of the 7th session of the Board of Directors and members of the 7th session of the Board of Supervisors to enable you to make an informed decision on such proposed resolutions, and to give you a Supplemental Notice of the AGM, which is set out on pages 15 to 17 of this Supplemental Circular.

2. PROPOSED ELECTION OF DIRECTORS

Pursuant to the relevant provisions of the Company Law and the Articles of Association, Shenergy Group Co., Ltd., as a Shareholder holding approximately 13.63% of the total share capital of the Company, recently proposed to the Board “the resolution on the election of Directors for the 7th session of the Board of Directors of China Pacific Insurance (Group) Co., Ltd.” and “the resolution on the election of Supervisors for the 7th session of the Board of Supervisors of China Pacific Insurance (Group) Co., Ltd.”.

As the term of office of the Directors of the 6th session of the Board of Directors will expire soon, the Directors shall retire and eligible for re-election at the AGM. Pursuant to the Company Law, the Articles of Association and the Hong Kong Listing Rules, the Board of Directors hereby submit such proposals to the AGM for Shareholders’ consideration and approval.

Ms. FENG Junyuan, Janine, Mr. YANG Xiangdong, Ms. XU Fei who are the existing Non-executive Directors, and Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. XIAO Wei and Mr. YUEN Tin Fan who are the existing Independent Non-executive Directors (collectively, the “**Retiring Directors**”) will retire from their existing positions at the 2012 AGM and will not offer themselves for re-elections. There are no disagreements between each of the Retiring Directors and the Board. The Company and each of the Retiring Directors confirm that there is no matter regarding their retirements that needs to be brought to the attention of the Shareholders.

The Board of Directors proposes to elect members of the Board of Directors. According to the Articles of Association, the 7th session of the Board of Directors shall comprise 15 Directors:

- Mr. GAO Guofu and Mr. HUO Lianhong, the existing executive Directors, are eligible and willing to be nominated as executive Directors for re-election at the AGM;
- Mr. WANG Chengran, Mr. YANG Xianghai, Mr. WU Jumin, Mr. WU Junhao and Mr. ZHENG Anguo, the existing Non-executive Directors, are eligible and willing to be nominated as Non-executive Directors for re-election at the AGM;
- Mr. CHENG Feng and Ms. SUN Xiaoning are nominated as Non-executive Directors for the 7th session of the Board of Directors at the AGM and shall be subject to the approval of Shareholders at the AGM and the approval of CIRC; and
- Mr. BAI Wei, Mr. ZHANG Yansheng, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. FOK Kwong Man are nominated as the Independent Non-executive Directors for the 7th session of the Board of Directors at the AGM and their appointment as Independent Non-executive Directors shall be subject to the approval of Shareholders at the AGM and the approval of CIRC.

Given that only 14 Director candidates are proposed for election at the AGM, a vacancy for a Non-executive Director is to be filled. The Company will seek a suitable candidate to fill the vacancy and will make further announcement as and when appropriate.

LETTER FROM THE BOARD

In accordance with Rule 13.51(2) of the Hong Kong Listing Rules, biographical details of the proposed Directors are set out in Appendix I to the Supplemental Circular, so as to enable the Shareholders to make informed decisions on the relevant resolutions at the AGM.

3. PROPOSED ELECTION OF SUPERVISORS

As the term of office of the Supervisors for the 6th session of the Board of Supervisors will expire soon, the Board of Supervisors proposes to re-elect the Supervisors. According to the Articles of Association, the 7th session of the Board of Supervisors shall comprise five members, three of whom shall be shareholder representatives and two of whom shall be employee representatives. Mr. ZHANG Jianwei and Ms. LIN Lichun, the existing shareholder representative Supervisors, are eligible and willing to be nominated for re-election at the AGM. Mr. DAI Zhihao will be nominated as a shareholder representative Supervisor at the AGM and his appointment as a shareholder representative Supervisor is subject to the Shareholders' approval at the AGM and the approval of CIRC.

For details of the election of the two employee representative supervisors, please refer to the announcement published on the website of Hong Kong Stock Exchange on 13 May 2013.

In accordance with Rule 13.51(2) of the Hong Kong Listing Rules, biographical details of the proposed shareholder representative Supervisors are set out in Appendix I to the Supplemental Circular, so as to enable the Shareholders to make informed decisions on the relevant resolutions at the AGM.

4. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND THE REVISED PROXY FORM

Since the Original AGM Notice as set out in the Original Circular and the Original Proxy Form do not contain the proposed ordinary resolutions in relation to the election of the members of the 7th session of the Board of Directors and the members of the 7th session of the Board of Supervisors, a Supplemental Notice of the AGM has been set out on pages 15 to 17 of this Supplemental Circular, and a Revised Proxy Form has been prepared and is enclosed with this Supplemental Circular. The Supplemental Notice of Annual General Meeting and the Revised Proxy Form are also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (www.cpic.com.cn).

For holders of H Shares, the Revised Proxy Form should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, in any event served in hand or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof.

If you have appointed or intend to appoint proxies to attend the Annual General Meeting, you are requested to pay particular attention to the special arrangements set out herein.

(1) If you have not lodged the Original Proxy Form with the Company's H Share registrar and you intend to appoint proxies to attend the AGM, you shall note that:

You should lodge the Revised Proxy Form with the Company's H Share registrar instead of the Original Proxy Form.

LETTER FROM THE BOARD

(2) If you have already lodged the Original Proxy Form with the Company's H Share registrar, you shall note that:

- (a) If no Revised Proxy Form is lodged with the Company's H Share registrar prior to the Closing Time, the Original Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the 2012 AGM other than those referred to in the Original AGM Notice and the Original Proxy Form, including the additional ordinary resolutions as set out in the Supplemental Notice of the Annual General Meeting.
- (b) If the Revised Proxy Form is lodged with the Company's H Share registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid proxy form lodged by you if correctly completed.
- (c) If the Revised Proxy Form is lodged with the Company's H Share registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the AGM, you will have to attend in person and vote at the AGM yourself.

You are reminded that completion and delivery of the Original Proxy Form and/or Revised Proxy Form will not preclude you from attending the 2012 AGM and voting in person if you so wish.

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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM will demand a vote by poll in relation to all the proposed resolutions at the AGM in accordance with the requirements of Article 91 of the Articles of Association.

6. RECOMMENDATION

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

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

Shanghai, the PRC
16 May 2013

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, currently serves as the Chairman and an Executive Director of the Company, a member of the National Committee of CPPCC and a member of the Advisory Council for China of the City of London.

Mr. Gao previously served as the General Manager of Shanghai Urban Construction Investment and Development Corporation, the Deputy General Manager and the General Manager of Shanghai Jiushi Corporation, the Acting President of Shanghai Wanguo Securities Company, the Deputy Director of the Administration Committee of Shanghai Waigaoqiao Free Trade Zone and the General Manager of Shanghai Waigaoqiao Free Trade Zone Development (Holding) Company.

Mr. Gao has postgraduate qualifications and a doctorate degree, and has received the title of senior economist.

Mr. HUO Lianhong

Mr. HUO Lianhong, born in April 1957, currently serves as an Executive Director and the President of the Company, and is also a director of CPIC Life, a director of CPIC Property and the Chairman of CPIC Asset Management.

Mr. Huo previously served as the Chairman of CPIC Property, the Deputy General Manager and the General Manager of the Beijing Branch and the Hainan Branch of China Pacific Insurance Company. Prior to that, Mr. Huo was a deputy office supervisor of the Chongqing Branch, and the Head and the Deputy Manager of the Insurance Department of the Hainan Branch of Bank of Communications.

Mr. Huo is a university graduate with a bachelor's degree, and has received the title of senior economist.

Neither Mr. GAO Guofu nor Mr. HUO Lianhong entered into any service contract with the Company which is for a duration that may exceed three years or in order to entitle the Company to terminate the contract, expressly requires the Company to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments. Their term of office shall be three years and is renewable upon re-election when it expires.

The Company did not enter into any service contract with any of Mr. GAO Guofu and Mr. HUO Lianhong in respect of their emolument which will be determined according to relevant emolument policies of the Company.

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 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. As at the date of this Supplemental Circular, Mr. GAO Guofu holds 67,700 A Shares and Mr. HUO Lianhong holds 73,100 A Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance in 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 Hong Kong 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. WANG Chengran

Mr. WANG Chengran, born in April 1959, currently serves as Assistant to the General Manager of Baosteel Group Corporation, a Non-executive Director of the Company, a director of CPIC Life and a director of CPIC Property. Currently, Mr. WANG also serves various directorships, including a director of Huatai Property Insurance Co., Ltd., Xinhua Asset Management Co., Ltd., New China Life Insurance Co., Ltd. (a company listed on the SSE with stock code: 601336 and the Hong Kong Stock Exchange with stock code: 1336) and China State Shipbuilding Co., Ltd. (a company listed on the SSE with stock code: 600150).

Mr. Wang held various positions such as the President Assistant and the Head of the Audit Department of Baosteel Group Corporation, the Chairman of Fortune Investment Co., Ltd, the Business Director and the Head of the Asset Operation Department of Baosteel Group Corporation, the Head of the Asset Operation Department and the Director of the Asset Operation Office of the Planning and Finance Department of Shanghai Baosteel Group Corporation.

Mr. Wang is a university graduate with a bachelor's degree and has received the title of economist.

Ms. SUN Xiaoning

Ms. SUN Xiaoning, born in March 1969, currently serves as the Senior Vice President and also is in charge of the PRC direct investment business of the Government of Singapore Investment Corporation.

Ms. Sun was a non-executive director of Far East Horizon Limited (a company listed on the Hong Kong Stock Exchange with stock code: 03360) between October 2009 and October 2012. She has approximately 20 years of experience working in the financial and investment banking industries. She was a senior investment officer of the International Finance Corporation and also worked at McKinsey & Company. Prior to that, she served various positions such as a financial analyst and a project officer at the People's Bank of China.

Ms. Sun holds a bachelor's degree in economics awarded by East China Normal University and a master's degree in business administration awarded by Wharton School of the University of Pennsylvania.

Mr. YANG Xianghai

Mr. YANG Xianghai, born in February 1952, currently serves as the Chairman of Shenergy (Group) Co., Ltd. and the Vice-Chairman and a Non-executive Director of the Company.

Mr. Yang was the Chairman of Shenergy Company Limited (a company listed on the SSE with stock code: 600642), the Chairman of Shanghai Gas (Group) Co., Ltd., the Vice-Chairman and the General Manager of Shenergy (Group) Co., Ltd., the General Manager of the SSE, the Director of Shanghai Securities Administration Office, the Assistant to the Chief Commissioner and the Deputy Chief Commissioner of Shanghai Planning Commission, the Deputy Director and the Director of the Economic Regulation Office and the General Office of Shanghai Planning Commission.

Mr. Yang holds a master's degree in economics, and has received the title of senior economist.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS AND SUPERVISORS

Mr. WU Junmini

Mr. WU Jumin, born in April 1956, currently serves as a counsel, director, and the Deputy General Manager of Shanghai Tobacco (Group) Corporation, and a Non-executive Director of the Company.

Mr. Wu previously served as the Deputy Factory Manager and Factory Manager of Shanghai Tobacco Factory, Deputy General Manager of Shanghai Gao Yang International Tobacco Co., Ltd. When he worked with Shanghai Tobacco Factory, he also served as the Deputy Head of the Organization Section, the Head of the Education Section and the Principal of the Factory-affiliated School, the Head of the Cadre Section, and the Deputy Officer and Officer of the Personnel and Educational Department.

Mr. Wu is a postgraduate and has received the title of senior economist.

Mr. WU Junhao

Mr. WU Junhao, born in June 1965, currently serves as the Manager of the Financial Management Department of Shenergy Group Co., Ltd., a Non-executive Director of the Company, a director of CPIC Life and a director of CPIC Property. Currently, Mr. Wu also serves as a director of Shanghai Chenyi New Energy Venture Capital Co., Ltd., a director of Orient Securities Company Limited, a director of Chengdu Xinshen Venture Company, a director of Shanghai Jiulian Group Co., Ltd., a supervisor of Shanghai ICY Capital Limited, a supervisor of China Everbright Bank Co., Ltd. (a company listed on the SSE with stock code: 601818), and a supervisor of Shanghai Pharmaceuticals Holding Co., Ltd. (a company listed on the SSE with stock code: 601607 and on the Hong Kong Stock Exchange with stock code: 2607).

Mr. Wu was the Deputy Chief of Shanghai Shenergy Assets Management Co., Ltd., the Deputy Chief, Chief and Senior Chief of the Assets Management Department, and the Deputy Manager of the Financial Management Department, of Shenergy Group Co., Ltd., the Deputy General Manager of Shanghai Bailitong Investment Company, the Executive Deputy General Manager of Shanghai New Resources Investment Consulting Company, and also the Head of the Teaching & Research Center of the Business Management Department of Changzhou University.

Mr. Wu is a postgraduate with a master's degree, and has received the title of economist.

Mr. ZHENG Anguo

Mr. ZHENG Anguo, born in November 1964, currently serves as the General Manager of Fortune Investment Co., Ltd., the Chairman of Fortune Trust Co., Ltd., the Chairman of Fortune SGAM Fund Management Co., Ltd., a Non-executive Director of the Company and a member of the Shanghai Committee of the National Committee of the Chinese People's Political Consultative Conference (CPPCC).

Mr. Zheng held various positions, including the Vice President and President of Fortune Trust Co., Ltd., and the Assistant to the General Manager of the Investment Banking Department, the Deputy General Manager of the Shanghai Branch, and the Deputy Head of the Research Office of Nanfang Securities Co., Ltd., and the Manager of the Issuance Department and the Investment Department of the Shenzhen Branch of Nanfang Securities Co., Ltd.

Mr. Zheng is a postgraduate with a doctorate degree, and has received the title of senior economist.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS AND SUPERVISORS

Mr. CHENG Feng

Mr. CHENG Feng, born in December 1971, currently serves as the Chairman of Shanghai State-owned Assets Operation Co., Ltd.

Mr. Cheng held various positions, including the Chairman and General Manager of Shanghai International Group Financial Services Co., Ltd., and the General Manager of the Administration and Management Headquarters of Shanghai International Group.

Mr. Cheng is a postgraduate with a master's degree in business administration and has received the title of economist.

None of Mr. WANG Chengran, Ms. SUN Xiaoning, Mr. YANG Xianghai, Mr. WU Jumin, Mr. WU Junhao, Mr. ZHENG Anguo or Mr. CHENG Feng entered into any service contract with the Company which is for a duration that may exceed three years or in order to entitle the Company to terminate the contract, expressly requires the Company to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments. Their term of office shall be three years and is renewable upon re-election when it expires.

The Company did not enter into any service contract with any of Mr. WANG Chengran, Ms. SUN Xiaoning, Mr. YANG Xianghai, Mr. WU Jumin, Mr. WU Junhao, Mr. ZHENG Anguo and Mr. CHENG Feng in respect of their emoluments which will be determined according to the "Remuneration Management System of Directors and Supervisors" approved by the Shareholders at the 2010 annual general meeting of the Company.

Save as disclosed above, Mr. WANG Chengran, Ms. SUN Xiaoning, Mr. YANG Xianghai, Mr. WU Jumin, Mr. WU Junhao, Mr. ZHENG Anguo and Mr. CHENG Feng have not held any directorship in other listed public companies in the past three years or any 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 in Hong Kong.

Furthermore, there is nothing in respect of Mr. WANG Chengran, Ms. SUN Xiaoning, Mr. YANG Xianghai, Mr. WU Jumin, Mr. WU Junhao, Mr. ZHENG Anguo and Mr. CHENG Feng 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.

3. Independent Non-Executive Directors

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

Mr. BAI Wei

Mr. BAI Wei, born in November 1964, currently serves as a founding partner and lawyer at Jingtian & Gongcheng. Mr. Bai is also an independent director of Huatai Securities Co., Ltd (a company listed on the SSE with stock code: 601688) and of Ningxia Orient Tantalum Industry Co., Ltd (a company listed on the Shenzhen Stock Exchange with stock code: 000962).

Mr. Bai has been practicing law for over 20 years. He previously worked as a lawyer at China Global Law Office and as an associate at Sullivan & Cromwell LLP.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS AND SUPERVISORS

Mr. Bai holds a bachelor's degree in law awarded by the School of Law of Peking University, a master degree in law awarded by the Foreign Affairs College and a master degree in comparative law awarded by the School of Law of New York University. He is admitted to practice law in the PRC and New York, USA.

Mr. ZHANG Yansheng

Mr. ZHANG Yansheng, born in March 1955, currently serves as the Secretary-General of the Academic Committee of National Development and Reform Commission. He also serves as an independent director of Hankou Bank Co., Ltd. and an independent non-executive director of China Zhengtong Auto Services Holdings Limited (a company listed on the Hong Kong Stock Exchange with stock code: 01728).

Mr. Zhang was the director and the Research Fellow of the Institute for International Economic Research of National Development and Reform Commission, and an Associate Professor of the Central University of Finance and Economics.

Mr. Zhang is a postgraduate with a master's degree in economics, and is an expert entitled to special government subsidy from the State Council of the PRC.

Mr. LAM Chi Kuen

Mr. LAM Chi Kuen was born in April 1953.

Mr. Lam was a senior adviser and a partner of Ernst & Young.

Mr. Lam was awarded the Higher Diploma in Accounting by Hong Kong Polytechnic (currently Hong Kong Polytechnic University). He is also qualified as a member of Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

Mr. ZHOU Zhonghui

Mr. ZHOU Zhonghui, born in August 1947, currently serves as an independent director of BesTV New Media Co., Ltd. (a company listed on the SSE with stock code: 600637), an independent director of Juneyao Airlines Co., Ltd., a member of the International Advisory Committee of the China Securities Regulatory Commission, a member of the Audit Regulation Committee of Chinese Institution of Certified Public Accountant, the Managing Director of China Association of Chief Financial Officers and a member of the Advisory Committee of the China Appraisal Society (中國評估師協會).

Mr. Zhou was the Chief Accountant of the China Securities Regulatory Commission, Senior Partner of the PricewaterhouseCoopers and the General Manager and the Chief Accountant of PricewaterhouseCoopers Zhong Tian CPAs Limited Company, a lecturer and associate professor of Shanghai University of Finance and Economics, and the Chief Financial Officer of Xinlong Hong Kong Co., Ltd.

Mr. Zhou holds a master degree in accounting and a doctorate degree in economics, and is a certified accountant.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS AND SUPERVISORS

Mr. FOK Kwong Man

Mr. FOK Kwong Man, born in August 1949, currently holds various positions, including an independent non-executive director of Bank of Shanghai Co., Ltd., an independent non-executive director of Luk Fook Holdings (International) Limited (a company listed on the Hong Kong Stock Exchange with stock code: 0590), an independent non-executive director of Nine Dragons Paper (Holdings) Limited (a company listed on the Hong Kong Stock Exchange with stock code: 2689), and a member of the Tracker Fund Supervisory Committee.

Mr. Fok has over 30 years of experience in the financial field and 20 years of which involves the regulation of listed companies, transactional operation and business promotion. He was the Deputy Chief Operating Officer and Chief Marketing Officer of the Hong Kong Stock Exchange, and the Chief Executive, and executive director of Listing Division, of the Hong Kong Stock Exchange. Prior to that, he also worked at the Securities and Futures Commission of Hong Kong, Hambro Pacific Limited and the Office of the Commissioner of Securities and Futures in Hong Kong (香港政府證券及期貨事務專員辦事處).

Mr. Fok holds a Bachelor of Science in Engineering awarded by the Hong Kong University, a master's degree in business administration awarded by the Columbia University of the USA, and a Master of Arts (Economics) and a Master of Science (Statistics) awarded by the Stanford University of the USA.

None of Mr. BAI Wei, Mr. ZHANG Yansheng, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui or Mr. FOK Kwong Man entered into any service contract with the Company which is for a duration that may exceed three years or in order to entitle the Company to terminate the contract, expressly requires the Company to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments. Their term of office shall be three years and is renewable upon re-election when it expires.

The Company did not enter into any service contract with any of Mr. BAI Wei, Mr. ZHANG Yansheng, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. FOK Kwong Man in respect of their emoluments which will be determined according to the "Remuneration Management System of Directors and Supervisors" approved by the Shareholders at the 2010 annual general meeting of the Company.

Save as disclosed above, Mr. BAI Wei, Mr. ZHANG Yansheng, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. FOK Kwong Man have not held any directorship in other listed public companies in the past three years or any 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 in Hong Kong.

Furthermore, there is nothing in respect of Mr. BAI Wei, Mr. ZHANG Yansheng, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. FOK Kwong Man 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.

4. Shareholder Representative Supervisors

Particulars of the shareholder representative Supervisor candidates of the Company are as follows:

Mr. ZHANG Jianwei

Mr. ZHANG Jianwei, born in September 1954, currently serves as the Deputy General Manager of Shanghai Jiushi Corporation and a Supervisor of the Company and a supervisor of CPIC Life. Mr. Zhang currently also serves as a director of Shanghai International Trust Co., Ltd., a director of Haitong Securities Company Limited (a company listed on the SSE with stock code: 600837) and a director of Shenergy Company Limited (a company listed on the SSE with stock code: 600462).

Mr. Zhang was previously a Director of the Company, a supervisor of CPIC Property, a director of Shenyin & Wanguo Securities Co., Ltd., and served as a director of Shanghai Highly (Group) Co., Ltd. (a company listed on the SSE with stock code: 600619) from June 2011 to April 2012. Mr. Zhang was also the Deputy Factory Director of Shanghai Xinhua Glass Factory and the Deputy General Manager of Shanghai Optic Communications Equipment Co., Ltd. He also worked for Shanghai Jiushi Corporation, serving as the Deputy Manager and Manager of the Operation Department, the General Manager of the Operation Management Department, the Manager of Development Planning Department and the Asset Operation Department, and Assistant to the General Manager.

Mr. Zhang holds a master's degree in business administration, and has received the title of senior economist.

Ms. LIN Lichun

Ms. LIN Lichun, born in August 1970, currently serves as the Head of Shanghai Office of Hongta Tobacco Co., Ltd, a director and the General Manager of Shanghai Hongta Hotel Co., Ltd., a Supervisor of the Company and a supervisor of CPIC Property.

Ms. Lin previous served as a supervisor of CPIC Life, the Chief Financial Officer and the Executive Deputy General Manager of Shanghai Hongta Hotel Co., Ltd.

Ms. Lin holds a master's degree. She is a Certified Public Accountant in China.

Mr. DAI Zhihao

Mr. DAI Zhihao, born in June 1963, currently serves as the Deputy General Manager of Baosteel Group Corporation, the Chairman of Fortune Investment Co., Ltd., the Chairman of Baosteel Resources Co., Ltd., and the Chairman of Bao-Island Enterprise Limited.

Mr. Dai served as a director of Baoshan Iron & Steel Co., Ltd. (a company listed on the SSE with stock code: 600019) from April 2009 to March 2011. He was also the Deputy General Manager and Assistant to the General Manager of Baoshan Iron & Steel Co., Ltd., as well as the Assistant to the General Manager and the Head of Marketing Department of Shanghai Baosteel Group Corporation and the Deputy General Manager of Baosteel International Economic & Trading Co., Ltd.

Mr. Dai is a university graduate with a bachelor's degree, and received a master's degree in economics from West Virginia University, USA.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS AND SUPERVISORS

None of Mr. ZHANG Jianwei, Ms. LIN Lichun or Mr. DAI Zhihao 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 service contract with any of Mr. ZHANG Jianwei, Ms. LIN Lichun and Mr. DAI Zhihao in respect of their emoluments which will be determined according to the “Remuneration Management System of Directors and Supervisors” approved by the Shareholders at the 2010 annual general meeting of the Company.

Save as disclosed above, Mr. ZHANG Jianwei, Ms. LIN Lichun and Mr. DAI Zhihao have not held any directorship in other listed public companies in the past three years or any 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 in Hong Kong.

Furthermore, there is nothing in respect of Mr. ZHANG Jianwei, Ms. LIN Lichun and Mr. DAI Zhihao 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.



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)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting issued by China Pacific Insurance (Group) Co., Ltd. (the “Company”) dated 15 April 2013 (the “Original AGM Notice”) which sets out the ordinary resolutions to be considered by the shareholders at the 2012 annual general meeting of the Company to be held at Sheraton Dameisha Resort, Shenzhen, the People's Republic of China (the “PRC”) on Friday, 31 May 2013 at 9:00 a.m. (“AGM” or “Annual General Meeting”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the 2012 AGM will be held as originally scheduled. In addition to the resolutions set out in the Original AGM Notice, the resolutions set out in the supplemental circular dispatched on 16 May 2013 will be considered and approved as additional ordinary resolutions. The additional ordinary resolutions were proposed to the Company recently by Shenergy Group Co., Ltd., as a shareholder holding approximately 13.63% of the total share capital of the Company.

The additional ordinary resolutions are as follows:

13. To consider and approve the resolution on the election of Directors for the 7th session of the Board of Directors of the Company

- 13.1 To consider and approve Mr. WANG Chengran as a non-executive Director for the 7th session of the Board of the Company;
- 13.2 To consider and approve Mr. BAI Wei as an independent non-executive Director for the 7th session of the Board of the Company;
- 13.3 To consider and approve Ms. SUN Xiaoning as a non-executive Director for the 7th session of the Board of the Company;
- 13.4 To consider and approve Mr. YANG Xianghai as a non-executive Director for the 7th session of the Board of the Company;
- 13.5 To consider and approve Mr. WU Jumin as a non-executive Director for the 7th session of the Board of the Company;
- 13.6 To consider and approve Mr. WU Junhao as a non-executive Director for the 7th session of the Board of the Company;
- 13.7 To consider and approve Mr. ZHANG Yansheng as an independent non-executive Director for the 7th session of the Board of the Company;

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

- 13.8 To consider and approve Mr. LAM Chi Kuen as an independent non-executive Director for the 7th session of the Board of the Company;
- 13.9 To consider and approve Mr. ZHOU Zhonghui as an independent non-executive Director for the 7th session of the Board of the Company;
- 13.10 To consider and approve Mr. ZHENG Anguo as a non-executive Director for the 7th session of the Board of the Company;
- 13.11 To consider and approve Mr. GAO Guofu as an executive Director for the 7th session of the Board of the Company;
- 13.12 To consider and approve Mr. CHENG Feng as a non-executive Director for the 7th session of the Board of the Company;
- 13.13 To consider and approve Mr. FOK Kwong Man as an independent non-executive Director for the 7th session of the Board of the Company; and
- 13.14 To consider and approve Mr. HUO Lianhong as an executive Director for the 7th session of the Board of the Company.
- 14. To consider and approve the resolution on the election of the shareholder representative Supervisors for the 7th session of the Board of Supervisors of the Company**
- 14.1 To consider and approve Mr. ZHANG Jianwei as a shareholder representative Supervisor for the 7th session of the Board of Supervisors of the Company;
- 14.2 To consider and approve Ms. LIN Lichun as a shareholder representative Supervisor for the 7th session of the Board of Supervisors of the Company; and
- 14.3 To consider and approve Mr. DAI Zhihao as a shareholder representative Supervisor for the 7th session of the Board of Supervisors of the Company.

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

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

Shanghai, the PRC
16 May 2013

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (1) Save for the inclusion of the newly submitted resolutions, there are no other changes to the resolutions set out in the Original AGM Notice. For the details and other matters in relation to other resolutions to be considered at the AGM, please refer to the Original AGM Notice and the original circular of the Company dated 15 April 2013.
- (2) Since the proxy form sent together with the original circular dated 15 April 2013 (the “**Original Proxy Form**”) does not contain the additional proposed resolutions as set out in this supplemental notice, a new form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed with this supplemental notice.
- (3) The Revised Proxy Form for use at the AGM is enclosed and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.cpic.com.cn).
- (4) A shareholder of H Shares who has not yet lodged the Original Proxy Form with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited should complete and return the enclosed Revised Form of Proxy to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the scheduled time for the 2012 AGM or any adjournment thereof (as the case may be) (the “**Closing Time**”). In this case, the Original Proxy Form should not be lodged with the Company’s H Share registrar.
- (5) **IMPORTANT: IF YOU HAVE ALREADY LODGED THE ORIGINAL PROXY FORM WITH THE COMPANY’S H SHARE REGISTRAR, YOU SHALL NOTE THAT:**
 - (a) If no Revised Proxy Form is lodged with the Company’s H Share registrar prior to the Closing Time, the Original Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the 2012 AGM other than those referred to in the Original AGM Notice and the Original Proxy Form, including the additional proposed resolutions as set out in this supplemental notice of the AGM.
 - (b) If the Revised Proxy Form is lodged with the Company’s H Share registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid proxy form lodged by you if correctly completed.
 - (c) If the Revised Proxy Form is lodged with the Company’s H Share registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the AGM, you will have to attend in person and vote at the AGM yourself.
- (6) You are reminded that completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting in person at the 2012 AGM or any adjournment thereof if you so wish.

As of the date of this announcement, the executive directors of the Company are Mr. GAO Guofu and Mr. HUO Lianhong; the non-executive directors of the Company are Mr. YANG Xianghai, Mr. WANG Chengran, Ms. FENG Junyuan, Janine, Mr. WU Jumin, Mr. WU Junhao, Mr. YANG Xiangdong, Mr. ZHENG Anguo and Ms. XU Fei; and the independent non-executive directors of the Company are Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. XIAO Wei and Mr. YUEN Tin Fan.