

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ANNOUNCEMENT IN RELATION TO EXCHANGEABLE BONDS PROPOSED TO BE ISSUED BY A SHAREHOLDER OF THE COMPANY

This announcement is made by China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company has received a written notification (the “**Notification**”) recently from Shanghai State-owned Assets Operation Co., Ltd. (“**SSAOCORP**”), a shareholder of the Company, informing the Company that SSAOCORP proposes to issue certain bonds (the “**Exchangeable Bonds**”) that are exchangeable into a portion of the Company’s A Shares currently held by SSAOCORP (the “**Issue**”).

SSAOCORP currently holds 424,099,214 A Shares of the Company, representing approximately 4.68% of the total issued share capital of the Company. Shanghai Guoxin Investment and Development Co., Ltd., a wholly-owned subsidiary of SSAOCORP, currently holds 33,024,151 A Shares, representing approximately 0.3644% of the total issued share capital of the Company; together with SSAOCORP, holding 457,123,365 A Shares of the Company in total, representing approximately 5.0444% of the issued share capital of the Company.

According to the Notification, the proposed term of the Exchangeable Bonds under the Issue will not exceed 5 years, and the proposed total financing size of the Issue will not exceed RMB3.5 billion. Subject to the conditions of exchange, the holders of the Exchangeable Bonds under the Issue are proposed to be entitled to exchange their Exchangeable Bonds into a portion of the Company’s A Shares from a period after the Issue (such period being estimated to be no more than 24 months).

According to the Notification, the Issue is subject to the approvals of the State-owned Assets Supervision and Administration Commission of Shanghai Municipal Government and the China Securities Regulatory Commission. The final plan of the Issue will be determined after obtaining the approvals and in accordance with the market condition prevailing at the time of the Issue.

For the relevant and subsequent matters of the Issue, the Company will make timely announcement in accordance with relevant regulatory requirements.

No new shares of the Company will be issued as a result of or in connection with the Issue of the Exchangeable Bonds or upon any exchange of the Exchangeable Bonds.

Shareholders of the Company and potential investors should exercise caution when investing or dealing in the securities of the Company. You are also recommended to consult your own professional or financial advisers if you are in any doubt as to your investment positions.

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

Hong Kong, 20 January 2015

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. WANG Chengran, Ms. SUN Xiaoning, Mr. YANG Xianghai, Mr. WU Jumin, Mr. WU Junhao, Mr. ZHENG Anguo and Ms. HA Erman; and the independent non-executive directors of the Company are Mr. BAI Wei, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui, Mr. GAO Shanwen and Mr. FOK Kwong Man.