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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 form of proxy and reply slip 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)

**PROPOSED APPOINTMENTS OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND SUPERVISOR  
AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the 2015 Extraordinary General Meeting of China Pacific Insurance (Group) Co., Ltd. to be held at Sheraton Dameisha Resort, Shenzhen, Guangdong, the PRC on Thursday, 29 October 2015 at 2:00 p.m. is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are advised to read the notice of the Extraordinary General Meeting carefully and to complete and return the enclosed form of proxy as soon as possible, in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy 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 Extraordinary General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending in person and voting at the Extraordinary General Meeting or at any adjourned meeting in person if you so wish.

If you intend to attend the Extraordinary 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) on or before Thursday, 8 October 2015.

11 September 2015

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	2
1. INTRODUCTION .....	2
2. INFORMATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR .....	3
3. INFORMATION OF SUPERVISOR .....	4
4. THE EXTRAORDINARY GENERAL MEETING .....	4
5. VOTING BY POLL .....	5
6. RECOMMENDATION .....	5
<b>NOTICE OF THE EXTRAORDINARY GENERAL MEETING</b> .....	6

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## DEFINITIONS

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

“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Sheraton Dameisha Resort, Shenzhen, Guangdong, the PRC on Thursday, 29 October 2015 at 2:00 p.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” or “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 PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“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 purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China, and Taiwan region
“RMB”	the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares of the Company
“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.*



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. WANG Jian

Mr. WANG Chengran

Ms. SUN Xiaoning

Mr. WU Jumin

Mr. WU Junhao

Mr. ZHENG Anguo

Ms. HA Erman

*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

*Independent Non-executive Directors:*

Mr. BAI Wei

Mr. LAM Chi Kuen

Mr. ZHOU Zhonghui

Mr. GAO Shanwen

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENTS OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND SUPERVISOR AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

On behalf of the Board of Directors, I invite you to attend the EGM to be held at Sheraton Dameisha Resort, Shenzhen, Guangdong, the PRC on Thursday, 29 October 2015 at 2:00 p.m..

The Board proposed to appoint Mr. Lee Ka Sze, Carmelo as an Independent Non-executive Director of the Board and the Board of Supervisors proposed to appoint Ms. Zhang Xinmei as a Supervisor of the Board of Supervisors. Both proposed appointments are subject to Shareholders' approval at the EGM. The purpose of this circular is to provide you with further information in relation to the proposed appointments.

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## LETTER FROM THE BOARD

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The appointments as referred to in ordinary resolutions are subject to and shall take effect after obtaining the approval from the CIRC.

### 2. INFORMATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Particulars of the candidate for Independent Non-executive Director are as follows:

Mr. Lee Ka Sze, Carmelo, born in May 1960, is currently a senior partner of Messrs. Woo, Kwan, Lee and Lo of Hong Kong, and a member of the Hong Kong Securities and Futures Commission (the Hong Kong Stock Exchange Listing) Committee, Disciplinary Panel of the Hong Kong Institute of Certified Public Accountants, Dual Filing Advisory Group of the Hong Kong Securities and Futures Commission, Campaign Committee of the Community Chest of Hong Kong and the co-chairman of the Community Chest Corporate Challenge Half Marathon. Currently, Mr. Lee Ka Sze, Carmelo also serves as a non-executive director of Hopewell Holdings Limited, CSPC Pharmaceutical Group Limited, Yugang International Limited, Y. T. Realty Group Limited, Safety Godown Company Limited, Trembray Industries International (Holdings) Limited, and an independent non-executive director of KWG Property Holding Limited and Esprit Holdings Limited, all of which are companies listed on the Hong Kong Stock Exchange. In addition, Mr. Lee Ka Sze, Carmelo previously served as the deputy chairman and chairman of the Listing Committee of the Hong Kong Stock Exchange, and a non-executive of The Cross-Harbour (Holdings) Limited, a company listed on the Hong Kong Stock Exchange, and an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd., a company listed on the Shanghai Stock Exchange and Hong Kong Stock Exchange.

Mr. Lee Ka Sze, Carmelo holds a bachelor's degree in laws and is a solicitor qualified in Hong Kong, England and Wales, Singapore and Australian Capital Territory, Australia.

Mr. Lee Ka Sze, Carmelo has not entered into any service contract with the Company which is for a duration exceeding 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 other payments equivalent to more than one year's emoluments. Subject to Mr. Lee Ka Sze, Carmelo's appointment being approved at the EGM, the term of his office of as a Director will expire at the end of the terms of office of the 7th session of the Board of Directors, and is renewable upon re-election when it expires. The appointment qualification of Mr. Lee Ka Sze, Carmelo is subject to the approval of the CIRC.

The Company has not entered into any service contract with Mr. Lee Ka Sze, Carmelo which, in respect of his emoluments, 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. Lee Ka Sze, Carmelo (i) has 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, (ii) is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company, and (iii) does 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 no matter in respect of Mr. Lee Ka Sze, Carmelo 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.

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## LETTER FROM THE BOARD

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### 3. INFORMATION OF SUPERVISOR

Particulars of the candidate for Supervisor are as follows:

**Ms. Zhang Xinmei**, born in November 1959, is currently a deputy general manager of Shanghai Jiushi Corporation. Currently, Ms. Zhang Xinmei also serves as a director of Shenyin & Wanguo Securities Co., Ltd. and a director of Haitong Securities Co., Ltd., a company listed on the Shanghai Stock Exchange. Ms. Zhang Xinmei previously served as the deputy head of finance department of the Shanghai Bureau of Metallurgical Industry; deputy head, head and deputy chief accountant of finance department of Shanghai Metallurgical Holding Group Corporation; and manager of financial management headquarters and manager and chief accountant of capital management headquarters of Shanghai Jiushi Corporation.

Ms. Zhang Xinmei has a master's degree in business administration and is a senior accountant.

Ms. Zhang Xinmei has not entered into any service contract with the Company which is for a duration exceeding 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 other payments equivalent to more than one year's emoluments. Subject to Ms. Zhang Xinmei's appointment being approved at the EGM, the term of her office of as a Supervisor will expire at the end of the terms of office of the 7th session of the Board of Supervisors, and is renewable upon re-election when it expires. The appointment qualification of Ms. Zhang Xinmei is subject to the approval of the CIRC.

The Company has not entered into any service contract with Ms. Zhang Xinmei which, in respect of her emoluments, 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, Ms. Zhang Xinmei (i) has 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, (ii) is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company, and (iii) does 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 no matter in respect of Ms. Zhang Xinmei 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. THE EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Sheraton Dameisha Resort, Shenzhen, Guangdong, the PRC on Thursday, 29 October 2015 at 2:00 p.m. is set out on pages 6 to 8 of this circular.

In order to determine the list of Shareholders who are entitled to attend the EGM, the registers of holders of H Shares of the Company will be closed from Tuesday, 29 September 2015 to Thursday, 29 October 2015, both days inclusive, during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of members of the Company at close of business on Monday, 28 September 2015 are entitled to attend the EGM. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Friday, 25 September 2015.

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## LETTER FROM THE BOARD

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

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, on or before Thursday, 8 October 2015.

### 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 EGM will demand a vote by poll in relation to all the proposed resolutions at the EGM in accordance with the requirements of Article 91 of the Articles of Association.

### 6. RECOMMENDATION

The Directors consider that the ordinary resolutions in relation to the proposed appointment of Mr. Lee Ka Sze, Carmelo as the Independent Non-executive Director of the Board and the proposed appointment of Ms. Zhang Xinmei as the Supervisor of the Board of Supervisors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM.

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

Shanghai, the PRC  
11 September 2015

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) will be held at Sheraton Dameisha Resort, Shenzhen, Guangdong, the PRC on Thursday, 29 October 2015 at 2:00 p.m. (the “**EGM**”), for the purposes of considering and passing the following resolutions. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 11 September 2015.

#### AS ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Lee Ka Sze, Carmelo as an Independent Non-executive Director for the 7th session of the Board.

Subject to Mr. Lee Ka Sze, Carmelo's appointment being approved at the EGM, the term of his office as a Director will expire at the end of the terms of office of the 7th session of the Board of Directors, and is renewable upon re-election when it expires. The appointment qualification of Mr. Lee Ka Sze, Carmelo is subject to the approval of the CIRC.

2. To consider and approve the appointment of Ms. Zhang Xinmei as a Supervisor for the 7th session of the Board of Supervisors.

Subject to Ms. Zhang Xinmei's appointment being approved at the EGM, the term of her office as a Supervisor will expire at the end of the terms of office of the 7th session of the Board of Supervisors, and is renewable upon re-election when it expires. The appointment qualification of Ms. Zhang Xinmei is subject to the approval of the CIRC.

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

Shanghai, the PRC  
11 September 2015



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# NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Notes:*

## **1. Eligibility for attending the EGM and closure of register of members for H Shares**

In order to determine the list of Shareholders who are entitled to attend the EGM, the registers of holders of H Shares of the Company will be closed from Tuesday, 29 September 2015 to Thursday, 29 October 2015, both days inclusive, during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of members of the Company at close of business on Monday, 28 September 2015 are entitled to attend the EGM. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Friday, 25 September 2015.

## **2. Proxy**

- (1) Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a Shareholder.
- (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 the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time appointed for the EGM (form of proxy for use at the EGM is attached herewith).

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

## **3. Registration procedures for attending the EGM**

- (1) A Shareholder or his proxy should produce proof of identity when attending the EGM. 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 EGM 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 intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Thursday, 8 October 2015.

## **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 EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 91 of the Articles of Association.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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### 5. Miscellaneous

(1) The EGM is expected to be held for no more 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 registered office of the Company is:

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

Contact person: Xu Yuzhao and Kong Qingying

Telephone No.: 86 (21) 3396 1627/3396 1193

Facsimile No.: 86 (21) 6887 0791

*As of the date of this notice, the Executive Directors of the Company are Mr. GAO Guofu and Mr. HUO Lianhong; the Non-executive Directors of the Company are Mr. WANG Jian, Mr. WANG Chengran, Ms. SUN Xiaoning, 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. HOU Zhonghui and Mr. GAO Shanwen.*