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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 THE 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 Hyatt Regency, Song Shan Lake, Dongguan, Guangdong Province, the PRC at 2:00 p.m. on Thursday, 27 April 2017 (the “**EGM**”) for the purposes of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, the expressions used in this notice have the same meanings as defined in the circular of the Company dated 13 March 2017.

### **SPECIAL RESOLUTIONS**

1. To consider and approve the proposed amendments to the Articles of Association in the manner stipulated in the section entitled “2. Proposed Amendments to the Articles of Association and the Procedural Rules for Shareholders’ General Meetings” as set out in the circular of the Company dated 13 March 2017 and to authorize the chairman or his authorized person to make such revisions to the Proposed Amendments to Articles of Association as he deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company’s approval process for the amended Articles of Association.
2. To consider and approve the proposed amendments to the Procedural Rules for Shareholders’ General Meetings in the manner stipulated in the section entitled “2. Proposed Amendments to the Articles of Association and the Procedural Rules for Shareholders’ General Meetings” as set out in the circular of the Company dated 13 March 2017 and to authorize the chairman or his authorized person to make such revisions to the Proposed Amendments to the Procedural Rules for Shareholders’ General Meetings as he deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company’s approval process for the amended Procedural Rules for Shareholders’ General Meetings.

The amendments to the Articles of Association and the Procedural Rules for Shareholders’ General Meetings stated in the special resolutions are subject to and shall take effect upon the approval from CIRC.

## ORDINARY RESOLUTIONS

3. To consider and approve the proposal on the election of Directors of the eighth session of the Board of the Company:
  - 3.1 To consider and approve the appointment of Mr. GAO Guofu as an executive Director of the eighth session of the Board of the Company;
  - 3.2 To consider and approve the appointment of Mr. HUO Lianhong as an executive Director of the eighth session of the Board of the Company;
  - 3.3 To consider and approve the appointment of Mr. WANG Jian as a non-executive Director of the eighth session of the Board of the Company;
  - 3.4 To consider and approve the appointment of Mr. WANG Tayu as a non-executive Director of the eighth session of the Board of the Company;
  - 3.5 To consider and approve the appointment of Mr. KONG Xiangqing as a non-executive Director of the eighth session of the Board of the Company;
  - 3.6 To consider and approve the appointment of Mr. ZHU Keping as a non-executive Director of the eighth session of the Board of the Company;
  - 3.7 To consider and approve the appointment of Ms. SUN Xiaoning as a non-executive Director of the eighth session of the Board of the Company;
  - 3.8 To consider and approve the appointment of Mr. WU Junhao as a non-executive Director of the eighth session of the Board of the Company;
  - 3.9 To consider and approve the appointment of Mr. CHEN Xuanmin as a non-executive Director of the eighth session of the Board of the Company;
  - 3.10 To consider and approve the appointment of Mr. BAI Wei as an independent non-executive Director of the eighth session of the Board of the Company;
  - 3.11 To consider and approve the appointment of Mr. LEE Ka Sze, Carmelo as an independent non-executive Director of the eighth session of the Board of the Company;
  - 3.12 To consider and approve the appointment of Mr. LAM Chi Kuen as an independent non-executive Director of the eighth session of the Board of the Company;
  - 3.13 To consider and approve the appointment of Mr. ZHOU Zhonghui as an independent non-executive Director of the eighth session of the Board of the Company; and

- 3.14 To consider and approve the appointment of Mr. GAO Shanwen as an independent non-executive Director of the eighth session of the Board of the Company.
4. To consider and approve the proposal on the election of shareholder representative Supervisors of the eighth session of the Board of Supervisors of the Company:
- 4.1 To consider and approve the appointment of Ms. ZHANG Xinmei as a shareholder representative Supervisor of the eighth session of the Board of Supervisors of the Company;
- 4.2 To consider and approve the appointment of Ms. LIN Lichun as a shareholder representative Supervisor of the eighth session of the Board of Supervisors of the Company; and
- 4.3 To consider and approve the appointment of Mr. ZHOU Zhuping as a shareholder representative Supervisor of the eighth session of the Board of Supervisors of the Company.

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

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

Shanghai, the PRC  
13 March 2017

*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, 28 March 2017 to Thursday, 27 April 2017, both days inclusive, during which period no transfer of H Shares will be effected. Holders of the Company's H Shares whose names appear on the register of members on Monday, 27 March 2017 are entitled to attend the EGM. In order to attend and vote at the EGM, holders of H Shares of the Company whose transfer documents 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, no later than 4:30 p.m. on Monday, 27 March 2017.

## **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 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 documents of authorization must be notarized.

To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other documents of authorization must be delivered to 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 Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Thursday, 6 April 2017.

## **4. VOTING BY POLL**

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a shareholders' 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 poll in relation to all the proposed resolutions at the EGM in accordance with Article 91 of the Articles of Association.

## 5. MISCELLANEOUS

(1) The EGM is expected to be held for no more than half a day. Shareholders who attend the EGM 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, the People's Republic of China

Postal code: 200120

Contact office: Office of the Board

Telephone No.: 86 (21) 3396 8598

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. LEE Ka Sze, Carmelo, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. GAO Shanwen.*