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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 2019 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) will be held in Nanyuan Xinzhi Hotel, Ningbo, Zhejiang, the PRC at 2:30 p.m. on Friday, 8 November 2019 (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 24 September 2019.

### **AS SPECIAL RESOLUTION:**

1. To consider and approve the resolution on the proposal on the Issuance and Admission of GDRs
2. To consider and approve the resolution on the validity period of the resolutions in respect of the Issuance and Admission of GDRs
3. To consider and approve the resolution on the granting of authorization to the Board and such persons authorized by the Board to consider in their sole discretion matters in connection with the Issuance and Admission of GDRs
4. To consider and approve the resolution on the distribution of accumulated profits prior to the Issuance and Admission of GDRs
5. To consider and approve the resolution on the plan for the use of proceeds from the Issuance and Admission of GDRs

## **AS ORDINARY RESOLUTION:**

6. To consider and approve the resolution on the purchase of prospectus liability insurance

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

By Order of the Board of Directors  
**China Pacific Insurance (Group) Co., Ltd.**  
**KONG Qingwei**  
*Chairman*

Hong Kong, 24 September 2019

*As at the date of this announcement, the Executive Director of the Company is Mr. KONG Qingwei; the Non-executive Directors of the Company are Mr. WANG Tayu, Mr. KONG Xiangqing, Ms. SUN Xiaoning, Mr. LI Qiqiang, Mr. WU Junhao, Mr. CHEN Xuanmin and Mr. HUANG Dinan; and the Independent Non-executive Directors of the Company are Mr. LEE Ka Sze, Carmelo, Mr. CHEN Jizhong, Ms. LAM Tyng Yih, Elizabeth, Mr. JIANG Xuping and Mr. GAO Shanwen.*

*Notes:*

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

The 2019 first EGM will be held on Friday, 8 November 2019. The H Share Register of Members of the Company will be closed for the purpose of determining holders of H Shares entitlement to attend the EGM, from Wednesday, 9 October 2019 to Friday, 8 November 2019 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the EGM, holders of H Shares should ensure that all transfer documents, accompanied with the relevant share certificates, are lodged with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Tuesday, 8 October 2019.

### **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, i.e. before 2:30 p.m. on Thursday, 7 November 2019 (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 of the Company 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 Friday, 18 October 2019.

### **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 half a working 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 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 is at:

1 South Zhongshan Road, Huangpu District, Shanghai, the PRC  
Postal Code: 200010  
Contact Office: Office of the Board of Directors  
Contact Person: JIANG Zhenxiang  
Telephone No.: 86 (21) 3396 8598  
Facsimile No.: 86 (21) 6887 0791