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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)

### CHANGE OF JOINT COMPANY SECRETARY

The Board of the Company announces that Ms. Ma Sau Kuen Gloria has resigned as a joint company secretary of the Company with effect from 10 July 2013. The Board further announces that Mr. Ngai Wai Fung has been appointed by the Board to replace Ms. Ma Sau Kuen Gloria as a joint company secretary with effect from the same date.

The board of directors (the **Board**) of China Pacific Insurance (Group) Co., Ltd. (the **Company**) wishes to announce that Ms. Ma Sau Kuen Gloria (**Ms. Ma**) has resigned as a joint company secretary of the Company with effect from 10 July 2013. Ms. Ma confirmed that there is no disagreement with the Board and there are no other matters relating to her resignation that need to be brought to the attention of the shareholders of the Company.

The Board further announces that Mr. Ngai Wai Fung (**Mr. Ngai**) has been appointed by the Board to replace Ms. Ma as a joint company secretary with effect from 10 July 2013 and to assist and enable Mr. Fang Lin (**Mr. Fang**), the other joint company secretary, in his discharge of duties as a joint company secretary and in gaining the relevant experience required under Rule 3.28 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **Listing Rules**).

Mr. Ngai, born in 1962, who has a doctor's degree, is the vice president of the Hong Kong Institute of Chartered Secretaries. Mr. Ngai is a member of the Hong Kong Institute of Chartered Secretaries and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Ngai is the managing director of MNCOR Consulting Limited as well as the chief executive officer of SW Corporate Services Group Limited. Mr. Ngai is currently an independent non-executive director of China Coal Energy Company Limited, China Railway Construction Corporation Limited, BaWang International (Group) Holdings Limited, Bosideng International Holdings Limited, Powerlong Real Estate Holdings Limited, Sany Heavy Equipment International Holdings Company Limited, SITC International Holdings Company Limited, Biostime International Holdings Limited and LDK Solar Co., Ltd.. Mr. Ngai is a visiting professor of department of law of Hong Kong Shue Yan University and has been appointed as a non-official member of the working group on professional services of Economic Development Committee by the Chief Executive of Hong Kong Special Administrative Region as well as a member of the Professional Qualification and Examination Council of the

Hong Kong Institute of Certified Public Accountants. Mr. Ngai is a member of the Association of Chartered Accountants in the United Kingdom, a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Institute of Chartered Secretaries and Administrators in the United Kingdom, a fellow of the Hong Kong Institute of Chartered Secretaries, a fellow of the Hong Kong Institute of Directors and a member of the Hong Kong Securities and Investment Institute. Mr. Ngai has more than 20 years of senior management experience, and has acted as the executive director and chief financial officer of a number of Hong Kong listed companies, including China COSCO Holdings Company Limited, China Unicom and Industrial and Commercial Bank of China (Asia) Limited, etc.. Mr. Ngai also served as the independent non-executive director of China Life Insurance Company Limited and Frashion Properties (China) Limited. Mr. Ngai has participated in or led a number of key financing projects, including the listing, mergers and acquisitions and issuance of bonds, and provided professional services for various state-owned enterprises and red chip companies. Mr. Ngai graduated from Shanghai University of Finance and Economics, Hong Kong Polytechnic University, Andrews University of Michigan of the United States and the University of Wolverhampton of the United Kingdom. Mr. Ngai has obtained a doctor's degree in finance, master's degree in finance, an MBA Degree and a bachelor's degree in laws (with honours).

As Mr. Fang currently still does not fulfill the requirement of possessing the academic or professional qualifications set out under Rule 3.28 of the Listing Rules and may not, in the view of The Stock Exchange of Hong Kong Limited (the *Stock Exchange*), possess the relevant experience described under Rule 3.28 of the Listing Rules, the Company has applied for, and the Stock Exchange has granted on 18 April 2013, a waiver from strict compliance with the requirements under Rule 3.28 of the Listing Rules for a period starting from 10 July 2013 to 16 August 2015 (the *2013 Waiver Period*), provided that Mr. Fang will be assisted by Mr. Ngai to discharge his duties as a joint company secretary and to enable him to gain the relevant experience under Rule 3.28 of the Listing Rules during the 2013 Waiver Period; and at the end of the 2013 Waiver Period, the Company should notify the Stock Exchange and demonstrate to its satisfaction that Mr. Fang, having had the benefit of Mr. Ngai's assistance for the 2013 Waiver Period, will have acquired the relevant experience under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to express its gratitude to Ms. Ma for her contribution to the Company during her tenure and also extends its welcome to Mr. Ngai on his appointment.

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

Hong Kong, 24 April 2013

*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, 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.*