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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)**

## **Resignation of Non-executive Director and Independent Non-executive Director**

The board of directors (the “**Board**”) of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) hereby announces that (1) Mr. CHENG Feng has tendered his resignation letter to the Board resigning from his positions as a non-executive director of the Company and a member of the risk management committee due to other business commitments with effect from 15 November 2013; (2) Mr. ZHANG Yansheng has tendered his resignation letter to the Board resigning from his positions as an independent non-executive director of the Company, a member of the strategic and investment decision-making committee and a member of the nomination and remuneration committee due to other business commitments with effect from 15 November 2013. Mr. CHENG Feng and Mr. ZHANG Yansheng have confirmed that they have no disagreement with the Board and that there is no matter in relation to their resignation that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to express its sincere appreciation and thanks to Mr. CHENG Feng and Mr. ZHANG Yansheng for their invaluable contributions to the Company during their tenure of office.

Pursuant to Rule 3.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 14 (the “**Corporate Governance Code**”), the majority of the nomination and remuneration committee members shall be independent non-executive directors. Following the resignation of Mr. ZHANG Yansheng, the number of independent non-executive

directors of the nomination and remuneration committee will fall below the minimum requirement. Pursuant to Rule 3.27 of the Listing Rules, the Company is seeking to adopt reasonable measures to comply with the requirements under the Listing Rules and the Corporate Governance Code as soon as possible. The Company will make further announcement as and when appropriate.

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

Hong Kong, 19 November 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. WANG Chengran, Ms. SUN Xiaoning, Mr. YANG Xianghai, Mr. WU Jumin, Mr. WU Junhao and Mr. ZHENG Anguo; and the independent non-executive directors of the Company are Mr. BAI Wei, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. FOK Kwong Man.*