
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 proxy form 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)

**REPORTS OF THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS
FOR THE YEAR 2013**

ANNUAL REPORTS OF A SHARES AND H SHARES FOR THE YEAR 2013

FINANCIAL STATEMENTS AND REPORT FOR THE YEAR 2013

PROFIT DISTRIBUTION PLAN FOR THE YEAR 2013

PROPOSAL ON APPOINTMENT OF AUDITORS FOR THE YEAR 2014

DUE DILIGENCE REPORT OF THE DIRECTORS FOR THE YEAR 2013

REPORT ON PERFORMANCE OF INDEPENDENT DIRECTORS FOR THE YEAR 2013

**PROPOSED ELECTION OF DIRECTORS FOR THE SEVENTH SESSION
OF THE BOARD OF DIRECTORS**

PROPOSAL ON THE GENERAL MANDATE

**REPORT ON THE STATUS OF RELATED PARTY TRANSACTIONS AND
THE IMPLEMENTATION OF MANAGEMENT**

SYSTEM FOR RELATED PARTY TRANSACTIONS FOR THE YEAR 2013

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China Pacific Insurance (Group) Co., Ltd. to be held at InterContinental Hotels & Resorts, Foshan, the PRC on Thursday, 29 May 2014 at 9:00 a.m. is set out on pages 30 to 34 of this circular.

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

If you intend to attend the Annual General Meeting in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited on or before Friday, 9 May 2014.

14 April 2014

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company for the year 2013 to be held at InterContinental Hotels & Resorts, Foshan, the PRC on Thursday, 29 May 2014 at 9:00 a.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” or “CPIC Group”	China Pacific Insurance (Group) Co., Ltd., a joint stock company incorporated in the PRC with limited liability
“Company Law”	The Company Law of the People’s Republic of China
“CPIC Property”	China Pacific Property Insurance Co., Ltd., a subsidiary of CPIC Group
“CPIC HK”	China Pacific Insurance Co., (H.K.) Limited, a wholly-owned subsidiary of CPIC Group
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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

DEFINITIONS

“Non-executive Director(s)”	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” or “Yuan”	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
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, as amended from time to time
“SSE”	Shanghai Stock Exchange

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

LETTER FROM THE BOARD



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 Chengran
Ms. SUN Xiaoning
Mr. YANG Xianghai
Mr. WU Jumin
Mr. WU Junhao
Mr. ZHENG Anguo

Independent Non-executive Directors:
Mr. BAI Wei
Mr. LAM Chi Kuen
Mr. ZHOU Zhonghui
Mr. FOK Kwong Man

To the Shareholders

Dear Sir or Madam,

**REPORTS OF THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS
FOR THE YEAR 2013**

ANNUAL REPORTS OF A SHARES AND H SHARES FOR THE YEAR 2013

FINANCIAL STATEMENTS AND REPORT FOR THE YEAR 2013

PROFIT DISTRIBUTION PLAN FOR THE YEAR 2013

PROPOSAL ON APPOINTMENT OF AUDITORS FOR THE YEAR 2014

DUE DILIGENCE REPORT OF THE DIRECTORS FOR THE YEAR 2013

REPORT ON PERFORMANCE OF INDEPENDENT DIRECTORS FOR THE YEAR 2013

**PROPOSED ELECTION OF DIRECTORS OF THE 7TH SESSION
OF THE BOARD OF DIRECTORS**

PROPOSAL ON THE GENERAL MANDATE

**REPORT ON THE STATUS OF RELATED PARTY TRANSACTIONS AND
THE IMPLEMENTATION OF MANAGEMENT
SYSTEM FOR RELATED PARTY TRANSACTIONS FOR THE YEAR 2013**

AND

NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the AGM to be held at InterContinental Hotels & Resorts, Foshan, the PRC on Thursday, 29 May 2014 at 9:00 a.m..

The purpose of this circular is to provide you with the notice of the AGM and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. BUSINESS TO BE TRANSACTED AT THE AGM

The business to be transacted at the AGM as specified in the notice of the AGM set out on pages 30 to 34 of this circular.

Ordinary resolutions to be proposed at the AGM for the Shareholders to approve include: (a) the report of the Board of Directors for the year 2013; (b) the report of the Board of Supervisors for the year 2013; (c) the annual report of A Shares for the year 2013; (d) the annual report of H Shares for the year 2013; (e) the financial statements and report for the year 2013; (f) the profit distribution plan for the year 2013; (g) the proposal on appointment of auditors for the year 2014; (h) the due diligence report of the Directors for the year 2013; (i) the report on performance of Independent Directors for the year 2013; (j) the proposal on the election of Ms. Ha Erman as a Non-executive Director of the seventh session of the Board; and (k) the proposal on the election of Mr. Gao Shanwen as an Independent Non-executive Director of the seventh session of the Board.

Special resolution to be proposed at the AGM for the Shareholders to approve include: the grant of a general mandate to the Directors to issue new Shares.

A report will be submitted at the AGM only for Shareholders' review and not for approval: the status of the routine related party transactions and the implementation of management system for related party transactions of the Company for the year 2013.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make informed decisions upon obtaining sufficient and necessary information, we have provided detailed information in this circular, including explanatory information on the proposed resolutions to be approved and reviewed at the AGM (see Appendix I), the due diligence report of the Directors for the year 2013 (see Appendix II), the report on performance of Independent Directors for the year 2013 (see Appendix III), the report of the Board of Supervisors for the year 2013 (see Appendix IV), the proposal on the general mandate (see Appendix V), the report on the status of related party transactions and the implementation of management system for related party transactions of the Company for the year 2013 (see Appendix VI) and the biographical details of the proposed Directors (see Appendix VII).

LETTER FROM THE BOARD

3. THE AGM

Along with this circular, the proxy form and the reply slip for the AGM are also enclosed herewith.

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

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited on or before Friday, 9 May 2014.

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

5. RECOMMENDATION

The Board of Directors considers that all resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board of Directors recommends that the Shareholders vote in favour of all the resolutions to be proposed at the AGM.

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

Shanghai, the PRC
14 April 2014

1. REPORTS OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS FOR THE YEAR 2013

According to the requirements of the Company Law of the PRC and the Articles of Association, the shareholders' general meeting has the right to examine and approve the reports of the Board of Directors and the Board of Supervisors. Pursuant to the Rules of Shareholders' Meeting of Listed Companies of the CSRC, the Board of Directors and the Board of Supervisors should issue a report with respect to their work in the preceding year at the AGM. The report of the Board of Directors for the year 2013 is set out in the sections headed "Operation Overview, Chairman's Statements, Management Discussion and Analysis, Corporate Governance Report and Report of the Board of Directors" in the annual report of H Shares for the year 2013. The report of the Board of Supervisors for the year 2013 is set out in Appendix IV to this circular.

2. ANNUAL REPORTS OF A SHARES AND H SHARES FOR THE YEAR 2013

The Board proposes to approve the annual reports of A Shares and H Shares for the year 2013. The annual report of A Shares of the Company for the year 2013 was published on 31 March 2014 on the SSE website (www.sse.com.cn). The annual report of H Shares for the year 2013 was published on 11 April 2014 on the Hong Kong Stock Exchange website (www.hkexnews.hk).

3. FINANCIAL STATEMENTS AND REPORT FOR THE YEAR 2013

The financial statements and report for the year 2013 is set out in the Company's annual report for the year 2013.

4. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2013

The Company intends to distribute a cash dividend of RMB0.40 per share (inclusive of tax) for the year 2013, amounting to approximately RMB3.625 billion in aggregate, based on a total share capital of 9,062,000,000 shares. The remaining undistributed profits will be carried forward to the year 2014. No capitalization from capital reserve will be implemented for the current year.

5. PROPOSAL ON APPOINTMENT OF AUDITORS FOR THE YEAR 2014

Pursuant to the relevant requirements of the "*Measures for Administration of Accounting Firm Selection by Financial Enterprises through Bidding (Trial)*" issued by the Ministry of Finance of the PRC in relation to the service term of auditors continuously engaged by a financial institution, the service term of the Company's current external auditors Ernst & Young Hua Ming LLP and Ernst & Young will exceed the prescribed time limit soon. In this connection, the Company conducted a public selection process for the auditors for the year 2014 in accordance with the above-mentioned regulation.

Based on the results of the public selection process, the Board proposed to appoint PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor and the internal control auditor of the Company for the year 2014 and to appoint Pricewaterhouse Coopers as the overseas auditor of the Company for the year 2014.

The Board will propose to the Shareholders at the AGM to authorize the audit committee of the Board to determine the principles of fixing the remunerations of the domestic and overseas auditors and to authorize the management to determine their actual remunerations based on the agreed principles.

6. DUE DILIGENCE REPORT OF THE DIRECTORS FOR THE YEAR 2013

In accordance with the requirements of CIRC, the Board shall conduct an annual due diligence appraisal of the Directors, and submit the due diligence report of the Directors to the Shareholders' general meeting and the Board of Supervisors. Such report is set out in Appendix II to this circular.

7. REPORT ON PERFORMANCE OF INDEPENDENT DIRECTORS FOR THE YEAR 2013

Pursuant to the requirements of CIRC, Independent Directors shall issue a report in respect of the performance of their duties in the year 2013. Such report is set out in Appendix III to this circular.

8. PROPOSED ELECTION OF DIRECTORS

Pursuant to the relevant provisions of the Company Law and the Articles of Association, Ms. Ha Erman has been nominated as a Non-executive Director and Mr. Gao Shanwen has been nominated as an Independent Non-executive Director for the seventh session of the Board. The election of Ms. Ha Erman and Mr. Gao Shanwen is subject to the shareholders' approval as an ordinary resolution at the AGM.

The Board will comprise 14 Directors in total after the election of the two proposed Directors. According to the Articles of Association, a vacancy in the Board will occur. The Company will seek a suitable candidate to fill the vacancy and will make further announcement as and when appropriate.

In accordance with Rule 13.51(2) of the Hong Kong Listing Rules, biographical details of the proposed Directors are set out in Appendix VII to the Circular, so as to enable the Shareholders to make informed decisions on the relevant resolutions at the AGM.

9. PROPOSAL ON THE GENERAL MANDATE

The purpose of the proposed special resolution number 12 as set out in the notice of AGM dated 14 April 2014 is to seek approval from the Shareholders in the AGM to grant a general mandate to the Board of Directors to allot, issue and deal, with new A Shares and/or H Shares of the Company subject to the applicable laws, rules and regulations. The Board of Directors declares that the Company currently has no plan to issue A Shares and/or H Shares of the Company. Such proposal is set out in Appendix V to this circular.

10. REPORT ON THE STATUS OF RELATED PARTY TRANSACTIONS AND THE IMPLEMENTATION OF MANAGEMENT SYSTEM FOR RELATED PARTY TRANSACTIONS FOR THE YEAR 2013

Pursuant to the requirements of CIRC, the Board shall issue a report in respect of the status of related party transactions and the implementation of the management system for related party transactions for the year 2013 at the AGM. Such report will be laid before the AGM for Shareholders' review but no approval by the Shareholders is required. Such report is set out in Appendix VI to this circular.

In accordance with regulatory requirements of the CIRC, the board of insurance companies shall conduct a due diligence report on its directors annually, and such report shall be submitted to the board of supervisors and shareholders' meeting. The due diligence report of the directors for the year 2013 is set out below:

I. CHANGE OF SESSION OF THE BOARD

In the annual general meeting for the year 2012 of the Company held on 31 May 2013, the seventh session of the Board of Directors was elected and appointed. The seventh session of the Board of the Company comprises 12 members, including 2 executive directors, namely Mr. GAO Guofu and Mr. HUO Lianhong, 6 non-executive directors, namely Mr. WANG Chengran, Ms. SUN Xiaoning, Mr. YANG Xianghai, Mr. WU Junhao, Mr. WU Jumin and Mr. ZHENG Anguo, and 4 independent non-executive directors, namely Mr. BAI Wei, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. FOK Kwong Man. The term of office of directors is three years.

Mr. GAO Guo Fu and Mr. YANG Xianghai were elected as the chairman and vice-chairman of the seventh session of the Board of Directors, respectively, at the first meeting of the seventh session of the Board of Directors held on 3 July 2013.

II. ATTENDANCE OF THE DIRECTORS AT BOARD MEETINGS

Name of Directors	No. of Board meetings requiring attendance	Attendance in person (no. of times)	Attendance by proxy (no. of times)	Absence (no. of times)	Remarks
GAO Guofu	6	6	0	0	
HUO Lianhong	6	6	0	0	
YANG Xianghai	6	6	0	0	
WANG Chengran	6	5	1	0	Absent from the 12th meeting of the sixth session of the Board of Directors due to business reasons and ZHENG Anguo, a Director, was appointed as his proxy to attend and vote at the meeting on his behalf.

Name of Directors	No. of Board meetings requiring attendance	Attendance in person (no. of times)	Attendance by proxy (no. of times)	Absence (no. of times)	Remarks
WU Jumin	6	2	4	0	<p>Absent from the 1st extraordinary meeting of the sixth session of the Board of Directors for 2013 due to business reasons and GAO Guofu, the Chairman, was appointed as his proxy to attend and vote at the meeting on his behalf.</p> <p>Absent from the 12th meeting of the sixth session of the Board of Directors due to business reasons and GAO Guofu, the Chairman, was appointed as his proxy to attend and vote at the meeting on his behalf.</p> <p>Absent from the 13th meeting of the sixth session of the Board of Directors due to business reasons and GAO Guofu, the Chairman, was appointed as his proxy to attend and vote at the meeting on his behalf.</p> <p>Absent from the 3rd meeting of the seventh session of the Board of Directors due to business reasons and GAO Guofu, the Chairman, was appointed as his proxy to attend and vote at the meeting on his behalf.</p>
WU Junhao	6	6	0	0	
ZHENG Anguo	6	5	1	0	Absent from the 1st extraordinary meeting of the sixth session of the Board of Directors for 2013 due to business reasons and WANG Chengran, a Director, was appointed as his proxy to attend and vote at the meeting on his behalf.
SUN Xiaoning	3	3	0	0	
CHENG Feng	3	2	1	0	Absent from the 3rd meeting of the seventh session of the Board of Directors due to business reasons and GAO Guofu, the Chairman, was appointed as his proxy to attend and vote at the meeting on his behalf.

Name of Directors	No. of Board meetings requiring attendance	Attendance in person (no. of times)	Attendance by proxy (no. of times)	Absence (no. of times)	Remarks
FENG Junyuan, Janine	3	1	2	0	Absent from the 1st extraordinary meeting of the sixth session of the Board of Directors for 2013 due to business reasons and YANG Xiangdong, a Director, was appointed as her proxy to attend and vote at the meeting on her behalf. Absent from the 13th meeting of the sixth session of the Board of Directors due to business reasons and YANG Xiangdong, a Director, was appointed as her proxy to attend and vote at the meeting on her behalf.
YANG Xiangdong	3	2	1	0	Absent from the 12th meeting of the sixth session of the Board of Directors due to business reasons and FENG Junyuan, Janine, a Director, was appointed as his proxy to attend and vote at the meeting on his behalf.
XU Fei	3	3	0	0	
ZHOU Zhonghui	3	3	0	0	
FOK Kwong Man	3	3	0	0	
LAM Chi Kuen	3	3	0	0	
BAI Wei	3	3	0	0	
ZHANG Yansheng	3	3	0	0	
XU Shanda	3	3	0	0	
CHANG Tso Tung	3	3	0	0	
LI Ruoshan	3	3	0	0	
XIAO Wei	3	2	1	0	Absent from the 1st extraordinary meeting of the sixth session of the Board of Directors for 2013 due to business reasons and XU Shanda, a Director, was appointed as his proxy to attend and vote at the meeting on his behalf.
YUEN Tin Fan	3	3	0	0	

Notes: Ms. SUN Xiaoning, Mr. CHENG Feng, Mr. ZHOU Zhonghui, Mr. FOK Kwong Man, Mr. LAM Chi Kuen, Mr. BAI Wei and Mr. ZHANG Yansheng were elected as the new directors of the seventh session of the Board of Directors of the Company at the annual general meeting for the year 2012 on 31 May 2013 (Mr. CHENG Feng and Mr. ZHANG Yansheng resigned as directors on 15 November 2013). Ms. Feng Junyuan Janine, Mr. YANG Xiangdong, Mr. XU Fei, Mr. XU Shanda, Mr. CHANG Tso Tung, Mr. LI Ruoshan, Mr. XIAO Wei and Mr. YUEN Tin Fan are no longer directors.

III. THE CASTING OF VOTES AND COMMENTS BY THE DIRECTORS AT BOARD MEETINGS

In 2013, the Company held a total of 6 Board meetings, all Directors made appropriate decisions after having fully understood the situation and having expressed their opinions, and all resolutions of the Board meetings were passed by unanimous votes after serious consideration, except that Mr. WANG Chengran and Mr. ZHENG Anguo, both directors, abstained from voting regarding the resolution in relation to the establishment of China Pacific Insurance Allianz Insurance Co., Ltd. (太保安聯健康保險股份有限公司) as they considered that the development of health insurance was subject to uncertainty.

IV. WORK CONDUCTED BY THE DIRECTORS TO BETTER UNDERSTAND THE OPERATION AND MANAGEMENT OF THE COMPANY AND THEIR FEEDBACK TO THE COMPANY**(1) Channels for the Directors to better understand the operation and management of the Company**

1. The Directors may consider and discuss the operations and management of the Company at the meetings of the Board and Board committees.
2. Operations and management information and materials of the Company are provided to all members of the Board on a periodic and ad hoc basis through the management system for reporting information to the Directors. All Directors also enquire about and seek to understand the operations of the Company promptly by different methods such as e-mails and telephone.
3. When necessary, several Directors or individual Directors may have special discussions with the management on the issues relating to the operations and management that they are concerned about.
4. The Board secretary is responsible for overseeing the implementation of the resolutions of the Board and reporting specifically on the implementation of the resolutions passed at the previous meeting at each Board meeting. He also gives feedback on a timely basis in respect of any issues that draw the attention of the Directors or upon their request in order to help each Director keep abreast of the operations and management of the Company.

All members of the Board are of the opinion that with the various channels for understanding the operations of the Company, they can communicate smoothly, and exchange views and feedback in a timely manner, and that there are no obstacles in doing so.

(2) Studies and Discussion by Directors

In 2013, the Group held the 2013 seminar for Directors in Shenzhen to discuss on topics mainly focusing on the measures to achieve highest growth of new business value for life insurance, sustainable development of non-auto insurance business of property insurance, and the progress of the transformation of development based on customer demands, in order to formulate a clear direction for the next strategic development step of the Company.

(3) The operation of the Board Committees

The Board has established four committees, namely the Strategic and Investment Decision-Making Committee, the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee. The chairmen of the three latter committees are all Independent Directors. In 2013, the committees studied the strategic planning, material capital operation, internal and external auditing, the appointment and performance assessment of senior management and risk control and management of the Company and provided professional advices for the decision-making of the Board. The Board and the Board Committees performed their respective duties properly by leveraging their respective expertise to ensure that the Board of the Company can make informed and appropriate decisions after considering various advice and suggestions. In 2013, the Strategic and Investment Decision-Making Committee held 4 meetings, the Audit Committee held 8 meetings, the Nomination and Remuneration Committee held 5 meetings, and the Risk Management Committee held 4 meetings.

V. TRAINING OF DIRECTORS

In 2013, some directors participated in, as requested, various trainings for directors, supervisors and senior management organised by the CIRC and the Shanghai branch of the CSRC to enhance their knowledge of corporate governance for listing companies as well as the characteristics of the insurance market and operations development. In addition, all of the Directors earnestly studied the latest laws and regulations, and supervisory rules issued by the CSRC, CIRC and the securities exchanges of the places of listing from time to time to keep track with the development of applicable laws and regulations and relevant regulatory authorities so as to ensure better performance of duties.

VI. OTHER RELATED BUSINESSES

The Company is committed to continuously enhance its corporate governance. In 2013, the Company was honoured with the following awards for its regulated corporate governance structure and effective operation of the Board:

1. In May 2013, GAO Guofu, the Chairman, was awarded the “Chairman with Strategic Vision of the Year award” at the 9th Golden Roundtable Forum for the Boards of Directors of Chinese Listed Companies organized by Directors & Boards. The Board was awarded the “Outstanding Board award” by Directors & Boards.
2. In August 2013, the Company was awarded the “Best Board of Directors” and “Best Board Secretary” at the “Best Board of Directors of Chinese Listed Companies Awards 2013” organized by Moneyweek.
3. In December 2013, GAO Guofu, the Chairman, and the Board of China Pacific Insurance won the award of “Director Of The Year 2013” and “Board Of The Year 2013”, respectively, for their excellent performance in corporate governance at the “Directors Of The Year Awards 2013” organized by The Hong Kong Institute of Directors.

In 2013, all of the Independent Directors performed their duties faithfully, diligently and independently through actively attending the Board meetings and Shareholders' general meetings and carefully considering and expressing independent opinions on resolutions of the Board to protect the interests of the Company, insurants and minority shareholders. The report on the performance of the Independent Directors is set out below:

I. CHANGE OF SESSION OF INDEPENDENT DIRECTORS

At the annual general meeting for the year 2012 of the Company held on 31 May 2013, the seventh session of the Board of Directors was elected and appointed. The seventh session of the Board of the Company comprises four Independent Directors, namely BAI Wei, LAM Chi Kuen, ZHOU Zhonghui and FOK Kwong Man. The former Independent Directors, namely, XU Shanda, CHANG Tso Tung Stephen, YUEN Tin Fan, LI Ruoshan and XIAO Wei no longer held office.

II. GENERAL INFORMATION OF INDEPENDENT DIRECTORS

The seventh session of the Board of Directors consists of four Independent Directors with expertise in finance, auditing and law. The number of Independent Directors consists of one-third of the total number of the members of the Board, which is in compliance with the regulatory rules and the Articles of Association.

The Company's Independent Directors have the required expertise and experience and are able to perform their duties strictly in accordance with the requirements of the applicable laws and regulations, regulatory documents, the Articles of Association and the terms of reference for Independent Directors. They have provided comments and suggestions on, among other things, corporate governance, business operation, risk management and internal control. Independent Directors have played a meaningful role from an impartial and objective perspective, particularly when taking into consideration the legal interests of the minority shareholders, in the Company's decision making process. The details are as follows:

1. Mr. BAI Wei is currently the partner and lawyer of Jingtian & Gongcheng and an Independent Director of the Company. Mr. Bai worked in Global Law Office in China and Sullivan & Cromwell LLP in the United States as a lawyer. Currently, Mr. Bai also serves as an independent director of Huatai Securities Co., Ltd., a company listed on SSE, and an independent director of Ningxia Orient Tantalum Industry Co., Ltd., a company listed on Shenzhen Stock Exchange. Mr. Bai holds a master's degree and is a qualified lawyer in China and New York State of the United States.
2. Mr. LAM Chi Kuen is currently an Independent Director of the Company. Mr. Lam was the senior consultant and partner of Ernst & Young. Mr. Lam holds a higher diploma in accounting and is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.
3. Mr. ZHOU Zhonghui is currently an Independent Director of the Company, and a member of the International Advisory Council of the CSRC, Auditing Standards Committee of the Chinese Institute of Certified Public Accountants, the standing committee of the China Association of Chief Financial Officers and the Advisory Committee of China Appraisal Society. Mr. Zhou was a lecturer, associate professor and professor of the accounting department of Shanghai University of Finance and Economics, chief financial officer of Hino Company in Hong Kong, general manager and chief accountant of PricewaterhouseCoopers Zhong Tian LLP, senior

partner of PricewaterhouseCoopers and chief accountant of the CSRC. Currently, Mr. Zhou also serves as an independent director of Juneyao Airlines Co., Ltd., an independent director of BesTV New Media Co Ltd, a company listed on SSE, and an independent director of Shanghai Fudan-zhangjiang Bio-Pharmaceutical Co., Ltd., a company listed on the Hong Kong Stock Exchange. Mr. Zhou is a postgraduate with a doctorate degree and is a Chinese certified public accountant.

4. Mr. FOK Kwong Man is currently an Independent Director of the Company. Mr. Fok was an executive director of the Listing Division and chief executive of the Hong Kong Stock Exchange, and the deputy chief operating officer and chief marketing officer of the Hong Kong Stock Exchange. Prior to these positions, he also worked in the Office of Securities and Futures Affairs of the Hong Kong government, Hambro Pacific Limited and Securities and Futures Commission. Currently, Mr. Fok also serves as an independent director of Bank of Shanghai Co., Ltd., an independent director of Lukfook Holdings (International) Limited, a company listed on the Hong Kong Stock Exchange, an independent director of Nine Dragons Paper (Holdings) Limited, a company listed on the Hong Kong Stock Exchange, and a member of the Supervisory Committee of the Tracker Fund of Hong Kong. Mr. Fok holds a master's degree.

III. ANNUAL DUTY PERFORMANCE OF INDEPENDENT DIRECTORS

(I) Attendance at board meetings

In 2013, the Independent Directors actively attended Board meetings. Details are as follows:

Name of Independent Director	No. of Shareholders' general meetings attended during the year	Attendance in person (no. of times)	Attendance by proxy (no. of times)	Absence (no. of times)	Remarks
ZHOU Zhonghui	3	3	0	0	
FOK Kwong Man	3	3	0	0	
LAM Chi Kuen	3	3	0	0	
BAI Wei	3	3	0	0	
ZHANG Yansheng	3	3	0	0	
XU Shanda	3	3	0	0	
CHANG Tso Tung	3	3	0	0	
LI Ruoshan	3	3	0	0	
YUEN Tin Fan	3	3	0	0	
XIAO Wei	3	2	1	0	Absent from the 1st extraordinary meeting for 2013 of the 6th Board of Directors due to business reasons and XU Shanda, a Director, was appointed as his proxy to attend and vote at the meeting on his behalf.

Notes: Mr. ZHOU Zhonghui, Mr. FOK Kwong Man, Mr. LAM Chi Kuen, Mr. BAI Wei and Mr. ZHANG Yansheng were elected as the new Independent Directors of the seventh session of the Board of Directors at the annual general meeting for the year 2012 on 31 May 2013 (Mr. ZHANG Yansheng resigned as a Director on 15 November 2013). Mr. XU Shanda, Mr. CHANG Tso Tung, Mr. LI Ruoshan, Mr. XIAO Wei and Mr. YUEN Tin Fan are no longer directors.

(II) Attendance at Shareholders' general meetings

In 2013, the Independent Directors actively attended general meetings. Details are as follows:

Name of Independent Directors	No. of Shareholders' general meetings attended during the year	Attendance	Attendance	Absence (no. of times)
		in person (no. of times)	by proxy (no. of times)	
XU Shanda	1	1	0	0
CHANG Tso Tung	1	1	0	0
LI Ruoshan	1	1	0	0
XIAO Wei	1	1	0	0
YUEN Tin Fan	1	1	0	0

Notes: The above Independent Directors were of the sixth session of the Board.

IV. COMMENTS AND OPINIONS, INCLUDING VOTING AGAINST THE RESOLUTIONS OR ABSTAINING FROM VOTING AND THE REASONS THERETO, AND ABSTAINING FROM EXPRESSING OPINIONS AND THE REASONS THERETO

The Board meetings and Shareholders' general meetings in 2013 were held in conformity with legal procedures. Material operational decisions were made in accordance with the required procedures and in compliance with the laws and regulations, and the Articles of Association. All of the Independent Directors voted for the resolutions with full understanding of all the matters considered by the Board of Directors during the reporting period after thorough discussions and prudent consideration of such matters. The Independent Directors did not raise any objection to the resolutions of the Board of Directors and relevant matters.

The management of the Company was able to provide responses and to implement relevant opinions, proposals and questions of the Independent Directors. No Independent Director was prevented from expressing his opinion and no opinion raised was rejected by the Company.

V. CHANNELS TO BETTER UNDERSTAND THE OPERATION AND MANAGEMENT OF THE COMPANY AND THE RELATED OBSTACLES

Independent Directors understand the operations and management of the Company primarily through the following channels:

1. attending Board meetings and committee meetings in person to consider and discuss issues relating to the operations and management of the Company. The Independent Directors attended 6 Board meetings and participated in 21 various committee meetings of the Board of Directors separately during the year.
2. getting a clear picture of the operations and management of the Company by studying regulatory information, internal newspaper clippings and data, financial reports, solvency reports, internal

control reports, risk compliance reports, audited consolidated reports, and various operational and management information provided by the Company either periodically or on an ad-hoc basis from time to time.

3. communicating with the management specifically on issues concerning the operation as and when necessary.

All Independent Directors were of the opinion that they were able to understand the operations of the Company through various channels freely with effective communication in a timely manner without obstruction.

VI. MAJOR ISSUES IN REGARD OF THE ANNUAL DUTY PERFORMANCE OF INDEPENDENT DIRECTORS

(I) Expression of independent opinions

In 2013, all Independent Directors attended Board meetings in a timely manner in order to understand the operations and management of the Company. The Independent Directors conducted investigation and obtained information necessary for making decisions and made independent and clear judgement on and expressed independent opinions in favour of matters including material changes in accounting estimation, continuing connected transactions of debt securities trading, appointment of accounting firm, profit distribution, appointment of senior management and remuneration and performance assessment of senior management of the Company.

(II) External guarantee and misappropriation of funds

In 2013, there is no external guarantee or misappropriation of funds of the Company.

(III) Use of proceeds

In 2013, the use of proceeds of the Company was consistent with such usages as resolved and approved by the Shareholders' general meetings and the Board. The proceeds were used to replenish the working capital of the Company to support business growth.

(IV) Warnings and highlights of results

In 2013, the Company has not announced any profit warnings or preliminary financial data.

(V) Performance of commitments of the Company and the Shareholders

In 2013, the Company has no discloseable commitments.

(VI) Information disclosure

In 2013, the information disclosure of the Company was true, accurate and complete and made in a timely manner. The Company has not failed to disclose any discloseable information.

(VII) Implementation of internal control

The Company is committed to establishing a sound internal control system in order to provide reasonable assurance of the achievement of internal control objectives, including the legal compliance of our operation and management, assets security and reliability, truthfulness and completeness of financial reports and related information, improvement of operation efficiency and implementation of development strategies for the sustainable development of the Company. The Company has conducted self-assessment of internal control as of 31 December 2013 and an audit report was issued by the auditor.

(VIII) The operation of the Board and the Board Committees

In 2013, the Company held a total of 6 Board meetings, all Independent Directors made appropriate decisions after having fully understood the situation and having expressed their opinions, and all resolutions of the Board meetings were passed by unanimous votes after serious consideration.

The Board has established four committees, namely the Strategic and Investment Decision-Making Committee, the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee; the chairmen of the three latter committees are all Independent Directors. In 2013, the committees reviewed the strategic planning and material capital operation, internal and external audits, engagement and performance assessment of the senior management, and risk control and management, and provided professional advice to the Board as reference for decision-making. The Board and its committees of the Company performed their duties properly with their expertise to ensure proper decision making of the Board based on adequate information and upon considering various suggestions and opinions. In 2013, the Strategic and Investment Decision-Making Committee held 4 meetings, the Audit Committee held 8 meetings, the Nomination and Remuneration Committee held 5 meetings, and the Risk Management Committee held 4 meetings.

VII. OTHER WORK AND CONTRIBUTIONS FOR IMPROVING THE OPERATION AND MANAGEMENT OF THE COMPANY

All of the Independent Directors have the necessary professional knowledge and experience to put forward considerable constructive opinions and recommendations regarding the strategic planning, corporate governance, financial management, appointment of senior management, internal control and risk compliance of the Company based on their own professional expertise and practical experience.

The Independent Directors actively participated in the 2013 seminars for Directors and Supervisors held in Shenzhen to discuss on topics mainly focusing on the measures to achieve highest growth of new business value for life insurance, sustainable development of non-auto insurance business of property insurance, and the progress of the transformation of development based on customer demands, in order to formulate clear direction for the next strategic development step of the Company.

In the course of auditing the annual reports, the Independent Directors listened specifically to the reporting by the Company on its financial position and results of operation for the year, attended annual report discussion meetings, and maintained timely and thorough communication with the external auditor, which helped the audit of annual reports being carried out legally and in compliance with relevant rules and regulations.

In 2013, in the course of the open selection and appointment of domestic and international auditors, the Company established an Evaluation Committee, which was chaired by the Chairman of the Audit Committee. Some of the Independent Directors participated in the evaluation to conduct objective assessment on the independence and objectivity of the candidates and propose new working requirements. A proposal for the appointment of external auditors was formulated and submitted to the Board for approval.

VIII. ANNUAL SELF-ASSESSMENT AND THE ASSESSMENT OF THE BOARD AND MANAGEMENT

All of the Independent Directors are of the view that they have duly performed their functions and duties, and fulfilled their obligations to acting with integrity and diligence pursuant to the laws and regulations, and the provisions under the Articles of Association during the reporting period. They actively attended Board meetings and meetings of the Board committees and participated independently and objectively in the decision-making of the Company on significant issues. In particular, they were concerned about the legal rights of the minority shareholders. All of the Independent Directors made objective and impartial judgments on the issues to be resolved by the Board. They also performed due diligence reviews on the appointment, removal, and performance appraisal of Directors and senior management, and any other issues which might significantly affect the interests of insured parties and the minority shareholders. This helped promote the scientificity and objectivity of the Board's decisions, and helped maintain the sustainable, healthy and stable growth of the Company.

All of the Independent Directors are of the view that the Board of the Company has duly performed their functions and duties under the laws and regulations, and the provisions under the Articles of Association during the reporting period. Due to its effectiveness and high standards, the Board effectively plays a central role in the Company's decision-making. In view of the challenging internal and external environments, under the leadership of the Board, the Company implemented the development strategies to focus on insurance as its core business, achieved sustainable value growth and launched business transformation based on customers' demands. The Company maintained steady and sound business development, continued to enhance its overall value and achieved the annual major operational targets and business goals set by the Board.

I. PERFORMANCE OF DUTIES BY THE BOARD OF SUPERVISORS**(I) The meetings of the Board of Supervisors were held at appropriate times to enable the proper performance of its supervisory duties**

The Board of Supervisors held 5 meetings in 2013 (please see the announcements published on the websites of Shanghai Stock Exchange and the Company for details), and considered 23 resolutions and received 16 reports.

1. On 22 March 2013, at the 12th meeting of the sixth session of the Board of Supervisors in Shanghai, the Board of Supervisors considered and approved several resolutions including the Resolution relating to the 2012 Report of the Board of Supervisors of China Pacific Insurance (Group) Co., Ltd..
2. On 24 April 2013, at the 13th meeting of the sixth session of the Board of Supervisors in Lijiang, the Board of Supervisors considered and approved the Resolution relating to the 2013 1st Quarterly Report of China Pacific Insurance (Group) Co., Ltd..
3. On 3 July 2013, at the first meeting of the seventh session of the Board of Supervisors in Shanghai, the Board of Supervisors considered and approved the Resolution relating to the Election of the Chairman of the seventh session of the Board of Supervisors of China Pacific Insurance (Group) Co., Ltd..
4. On 23 August 2013, at the 2nd meeting of the seventh session of the Board of Supervisors in Shanghai, the Board of Supervisors considered and approved, among others, the Resolution relating to the Summary and Full Versions of the 2013 Interim Report on the A Shares of China Pacific Insurance (Group) Co., Ltd..
5. On 30 October 2013, at the 3rd meeting of the seventh session of the Board of Supervisors in Shanghai, the Board of Supervisors considered and approved the Resolution relating to the 2013 3rd Quarterly Report of China Pacific Insurance (Group) Co., Ltd..

(II) Attending general meetings and relevant meetings to strengthen the supervision of the senior management and Board of Directors of the Company

1. In 2013, members of the Board of Supervisors attended the 2012 annual general meeting of the Company and actively took part in the decision-making process of the Board by attending Board meetings to effectively supervise the Board of Directors' decision-making and the performance of its duties. It listened to the discussion and review of the resolutions proposed during the meetings, discussed and exchanged opinions with members of the Board when necessary and provided independent supervisory suggestions and advice. In addition, members of the Board of Supervisors also attended important meetings when necessary, including meetings held by the Operation and Management Committee and annual working meetings held by subsidiary companies of the Company, to keep themselves informed on the Company' significant operational events and to further improve the effectiveness of their supervision.

2. The Board of Supervisors continued to supervise the performance of duties by directors and senior management. The supervisors presented at the Board meetings to conduct on-site supervision, received the due diligence report of Directors, reviewed the performance evaluation results of senior management and audit report of incumbent senior management and participated in the comprehensive assessment of management of the Company by the municipal party committee in charge of finance to further improve the effectiveness of the supervision and evaluation of the performance of directors and senior management.

(III) Organising Seminars for Directors and Supervisors, and Participating in the Researches on Major and Specific Issues of the Company

In 2013, the Company held the 2013 seminars for directors and supervisors in Shenzhen to discuss on topics mainly focusing on the measures to achieve highest growth of new business value for life insurance and sustainable development of non-auto insurance business of property insurance, and the progress of the transformation of development based on customer demands, in order to formulate clear direction for the next strategic development step of the Company.

(IV) Diligently Performing the Financial Supervisory Functions

In 2013, the Board of Supervisors reviewed resolutions including those concerning periodic reports and profit distribution, and paid particular attention to activities that had major cash flow consequences, accounting items which had a significant impact on the results of operations as well as matters which had a significant impact on shareholders' equity. The Board of Supervisors held two meetings with Ernst & Young to discuss these issues and requested the auditors to report on the key contents and major adjustments etc. It received the auditors' advice on auditing and management, and paid attention to significant events including changes in accounting estimation and the impact of investment on the profit of the Company.

The Board of Supervisors gave opinions on the appointment of auditors of the Company and expressed satisfaction with the overall performance of Ernst & Young, and recommended that the shareholders at the general meeting engage Ernst & Young as the Company's auditor for 2013.

(V) Further Strengthening Inspection and Improving Guidance and Supervision on Internal Control of the Company

The Board of Supervisors continued to monitor the Board and senior management in respect of the establishment and implementation of sound internal control by regularly listening to the work report of the Company on the progress of internal control and management enhancement. In 2013, the Company further promoted the construction of long-term and effective internal control mechanism by placing emphasis on the control of whole process management and the prevention of risks arising from new branches, new business and new work flows. The Company focused on addressing the risks and rectifying defects of key areas. Major procedures were refined through conducting self inspection on risks and internal control, and the Internal Control Manual was issued and updated so as to strengthen the closed-loop control on the identification, assessment, response and monitoring of risks and further improve the internal control system.

The Board of Supervisors received regular work reports from the head of auditing of the Company. It also required that the auditing process shall be continuously carried out with consideration of the strategic transformation of the Company while evaluation effectiveness and capability of providing value-added services shall be further improved and the advanced technical skills and team building mechanism shall be strengthened. In 2013, the Board of Supervisors and members of the Audit Committee also received the report of the audit centre on the progress of innovation and transformation of the internal control.

(VI) Strengthening the Organization Structure and Improving the Performing of Supervisor

First, the election of new session of the Board of Supervisors was smoothly completed. The Company carried out the election of the seventh session of the Board of Supervisors and its new chairman in accordance with the relevant laws, regulations and the Articles of Association. In addition, the new supervisors participated in the training programme and assessment held by the CIRC for obtaining the qualification for serving their positions in accordance with the regulatory requirements.

Secondly, in accordance with the requirements of the regulatory authorities, the Directors, Supervisors and senior management were required to participate in the “2013 Training Courses for New Directors, Supervisors and Senior Management” held by the CIRC and the “Training Courses for Directors and Supervisors of Companies Listed in Shanghai in 2013” held by the Shanghai Securities Regulatory Bureau in different groups under different schedules and all of them passed the final assessment. Their knowledge on features and operation practice of the insurance market was enhanced through further understating of the corporate governance practice of listed companies.

Thirdly, Supervisors were required to keep track of the latest laws, regulations and supervision rules issued by the CSRC, the CIRC and the stock exchange of the place where the Company is listed from time to time which were provided by the Company in a timely manner, so as to understand the latest development in laws, regulations and rules of regulatory authorities for better performance of duties.

Fourthly, an overseas legal advisor of the Company was invited to provide special training for directors and supervisors on disclosure of insider information of listed companies, so as to enable the Directors and Supervisors to keep abreast of the insider information cases and the management model and disclosure responsibility in relation to the insider information as required by laws of Hong Kong.

II. INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON THE FOLLOWING ISSUES

(I) The Company’s Operational Compliance

The Board of Supervisors is of the opinion that during the reporting period, the Company maintained legally compliant operations and the Company’s operational activities complied with regulatory requirements including those of the Company Law and the Articles of Association. The corporate governance structure was further improved. The decision-making procedures of the Board of Directors and the management were legal and valid, and the directors and senior management were faithful and diligent in the process of operating and managing the Company. No conduct was found to have breached any laws or regulations or damaged the interests of Shareholders.

(II) Truthfulness of the Financial Statements

The financial statements of the Company for the year were audited by Ernst & Young Hua Ming LLP and Ernst & Young, based on their respective independent auditing standards, who issued the standard unqualified opinion of the auditors. The financial statements gave a true and fair view of the Company's financial positions and operational results.

(III) Use of Proceeds from the Fund Raising

The Board of Supervisors is of the opinion that during the reporting period, the proceeds of the fund raising had been used by the Company to enrich the capital base to support sustainable business development, which was consistent with the use granted by the resolutions of the general meetings and the Board of Directors of the Company.

(IV) Acquisition and Disposal of Assets

During the reporting period, the Company made no major asset acquisition.

During the reporting period, the Company made no major disposal of assets.

(V) Related Party Transactions

During the reporting period, the Company's related party transactions were fair and reasonable. No conduct was found to have damaged the interests of the Company and Shareholders.

(VI) Review of Report on Internal Controls

During the reporting period, the Company established a relatively complete, reasonable and effective internal control system. The Board of Supervisors reviewed the Company's "Assessment Report on Internal Control" and raised no objection.

(VII) Implementation of Resolutions Approved by Shareholders at the General Meeting

During the reporting period, the Board of Supervisors raised no objections to any of the reports and resolutions submitted by the Board of Directors for Shareholders' consideration at the general meetings and supervised the implementation of the resolutions approved by Shareholders at the general meetings. The Board of Supervisors is of the opinion that the Board of Directors is able to properly implement the relevant resolutions approved by Shareholders at the general meetings.

The Company proposes to obtain Shareholders' approval for granting a general mandate to authorize the Board of Directors to determine if the Company shall allot, issue and deal with, A Shares and H Shares, separately or concurrently, according to market conditions and the needs of the Company, provided that the respective number of shares shall not exceed 20% of each of the A Shares and H Shares of the Company in issue on the date of the passing of this special resolution. However, notwithstanding the granting of the general mandate to the Board of Directors, any issue of new A Shares would require another Shareholders' approval at a Shareholders' meeting in accordance with the relevant PRC laws and regulations.

- (1) Subject to paragraphs (3) and (4) below and pursuant to the Company Law of and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, the Board of Directors shall be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new shares during the Relevant Period (as hereinafter defined) and to determine the terms and conditions for the allotment and issue of new shares which include, without limitation, the following terms:
 - (a) the class and number of new shares to be issued;
 - (b) the method of determining the issue price new shares and/or the issue price (including the price range);
 - (c) the starting and closing dates for the issue;
 - (d) the class and number of the new shares to be issued to existing shareholders; and
 - (e) the making or granting of offers, agreements and options which might require the exercise of such powers.
- (2) The approval in paragraph (1) shall authorize the Board of Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period.
- (3) The aggregate nominal amount of the new A Shares and new H Shares allotted, issued and dealt with conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board of Directors pursuant to the approval in paragraph (1), other than the shares issued pursuant to a Rights Issue (as hereinafter defined) or the rights to purchase the shares of the Company under any option scheme or similar arrangement, shall not exceed 20% of each of the A Shares and H Shares of the Company in issue as at the date of passing this resolution.
- (4) In exercising the powers granted in paragraph (1), the Board of Directors must (a) comply with the Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed; and (b) obtain approval from CSRC and other relevant PRC government departments.

- (5) For the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the 12-month period following the passing of this resolution; and
- (c) the revocation or variation of the mandate granted under this resolution by a special resolution of the Company’s shareholders in a general meeting.

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.

- (6) The Board of Directors, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law, shall be authorized to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board of Directors shall be authorized to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new shares, provided that the same do not violate the relevant laws, administrative regulations and regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, and the Articles of Association.
- (8) Subject to the approval of the relevant PRC authorities, the Board of Directors shall be authorized to make amendments to the Articles of Association as appropriate and necessary after the completion of the allotment and issue of new shares according to the method of the allotment and issue of new shares by the Company, the type and number of new shares to be allotted and issued by the Company, and the actual shareholding structure of the Company at the time of completion of the allotment and issue of new shares, in order to reflect the changes in the share capital structure and the registered capital of the Company pursuant to the exercise of this mandate.

Under the provisions of Clause 2 of Article 18 of the Interim Measures for the Administration of Related Party Transactions of Insurance Companies (No. 24 [2007] China Insurance Regulatory Commission) promulgated on 6 April 2007 by the CIRC, “the board of an insurance company shall report annually to the shareholders’ general meeting on the status of related party transactions and the implementation of a related party transaction administration system.” The report on the status of the related party transactions and the implementation of the management system for related party transactions are as follows:

I. RELATED PARTY TRANSACTIONS IN 2013

In 2013, the Company and its majority-owned subsidiaries entered into two major related party transactions and one routine related party transaction that required the approval of the Shareholders’ general meeting.

(1) Major Related Party transactions of re-insurance business

In 2008, CPIC Property and CPIC HK concluded an Agreement regarding Non-Life Reinsurance Contract (the “Reinsurance Contract”). Since both parties are subsidiaries of the Company, according to the Interim Measures for the Administration of Related Party Transactions of Insurance Companies, this transaction constitutes a major related party transaction of CPIC Property, and has been reviewed and approved by the Board. The Board has also agreed that CPIC Property and CPIC HK will automatically renew the Reinsurance Contract upon its expiration. As a result, CPIC Property renewed the Reinsurance Contract for 2013 with CPIC HK on 31 December 2012. This major related party transaction has adopted the prevailing approach to reinsurance in accordance with the principles of market pricing. This transaction has been reported to CIRC in accordance with the Interim Measures for the Administration of Related Party Transaction of Insurance Companies.

(2) Major Related Party transaction concerning services agreement

In 2013, Pacific Insurance Online Services Technology Co., Ltd. (“CPIC Online”) provides to CPIC Property consulting services on information technology relating to the insurance industry and website maintenance services, and in return, CPIC Property pays fees to CPIC Online for these services. Since both parties are majority-owned subsidiaries of the Company, this transaction constitutes a major related party transaction of CPIC Property according to the Interim Measures for the Administration of Related Party Transaction of Insurance Companies, and has been reviewed and approved at the 4th extraordinary meeting for 2013 of the 4th session of CPIC Property. This transaction is in the interests of both parties as a whole. The transaction has been reported to CIRC in accordance with the Interim Measures for the Administration of Related Party Transactions of Insurance Companies.

(3) Continuing Related Party transactions of securities trading

Debt securities trading is an important means by which insurance companies manage their funds on a day-to-day basis. The Company and its subsidiaries carry out the day-to-day trading of debt securities with various counterparties at fair market prices through securities exchanges and the national interbank market in the ordinary course of business. In order to enhance the efficiency of decision making and the execution capability for securities trading with certain related parties, the Company has estimated the aggregate amounts of transactions involving the trading of debt securities with such related parties in 2013 to 2015 as follows:

Related party entities	<i>Unit: RMB billion</i>		
	2013	2014	2015
Haitong Securities Company Limited	15	20	20
Golden Sun Securities Company Limited	5	5	5
Orient Securities Company Limited	10	10	10

Pre-authorization of the above routine related party transactions in the three years was granted at the Shareholders' meeting of the Company in 2012 and the relevant information disclosure (Zhong Guo Tai Bao Lin [2013]-008) has been made in accordance with the Rules Governing the Listing of Stocks on Shanghai Stock Exchange.

The aggregate amount of transactions of the Company involving the trading of debt securities with the above related parties in 2013 are as follows:

Related party entities	<i>Unit: RMB billion</i>
	2013
Haitong Securities Company Limited	4.66
Golden Sun Securities Company Limited	0
Orient Securities Company Limited	0.459

The above related party transactions were within the scope approved by the Shareholders' general meeting of the Company.

II. IMPLEMENTATION OF MANAGEMENT SYSTEM FOR RELATED PARTY TRANSACTIONS

With the establishment of a comprehensive management system, the management of the related party transactions of the Company and its subsidiaries has been further standardized and rationalized. In 2013, based on its experiences in managing related party transactions, the Company will continue to improve its system for managing related parties transactions and to strengthen the management of processes such as the review, approval and disclosure of related party transactions, in order to ensure that the related party transactions of the Company meet the requirements of the regulatory authorities and the listing rules of the Company's places of listing, and to prevent the risks related to the related party transactions so as to safeguard the interests of the Company and its Shareholders.

(1) Further enhancing the management of Major Related Party transactions

In 2013, the Company further improved and optimised the procedures for internal review and external report based on the internal management flow of the Company in order to strengthen the management of major related party transactions.

(2) Further strengthening control on daily management of Related Party transaction

1. Timely update of information on related parties. In order to further enhance the quality of information about related parties and improve the management of related party transactions, the Company will update information on related parties annually. As of 31 December 2013, the Company and its subsidiaries had an aggregate of 252 related legal persons and 727 related natural persons pursuant to all relevant provisions. The Company also regularly requests related parties to take note of new rules and regulations regarding related party transactions, and to actively make voluntary reports on the related parties in accordance with regulatory requirements.
2. Strict compliance with the requirements for the review of related party transactions. According to the Interim Management Measures on Related Party Transactions of China Pacific Insurance (Group) Co., Ltd and the Interim Management Measures on Connected Transactions of H Shares of China Pacific Insurance (Group) Co., Ltd, the Company shall delegate authority to the relevant departments to review routine related party transactions, and submit any major related party transaction to Board meetings or Shareholders' general meetings of the Company for review and approval.
3. Timely reporting and disclosure of related party transactions. In 2013, the Company and its subsidiaries entered into a total of two major related party transactions and one routine related party transaction that required the approval of the Shareholders' general meetings, for which the reporting and filing procedures have been followed in accordance with the requirements of CIRC, or in accordance with the public disclosure procedures of the SSE.
4. Conducting a special audit of related party transactions regularly. Based on the requirements of the Interim Management Measures on Related Party Transactions of Insurance Companies issued by CIRC, the audit department of the Company carried out special audits of related party transactions of the Company and the implementation of its procedures during the Year and gave opinions on the policy implementation problems faced by the Company. The compliance management department of the Company asked the relevant departments to promptly rectify such problems so as to ensure the fairness of the Company's related party transactions and to safeguard the legitimate interests of the Company and its Shareholders.

I. Non-executive Director

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

Ms. Ha Erman, born in June 1975, currently serves as the vice chairman of Shanghai State-owned Assets Operation Co., Ltd..

Ms. Ha Erman served as the deputy director of the Commission of Commerce of Xuhui District of Shanghai from March 2012 to August 2013 and the Director of Grain Bureau of Xuhui District of Shanghai from December 2012 to August 2013. From January 2002 to March 2012, she held the positions of the deputy director of Hunan Street Office of Xuhui District, the director of the Office of Foreign Economic and Trade Committee, the head of the Laws and Regulations Division of the Office of Foreign Economic and Trade Committee, and the deputy head of the Foreign Economic and Trade Management Committee (the Laws and Regulations Division).

Ms. Ha Erman was graduated from Shanghai Jiao Tong University located in China in July 1998 with a bachelor degree in science; and she subsequently obtained a master degree in public administration in October 2005.

Ms. Ha Erman 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. Her term of office shall be three years, which expires at the end of the terms of office of relevant session of the Board, and is renewable upon re-election when it expires. The directorship qualification of Ms. Ha Erman is subject to the approval of the CIRC.

The Company has not entered into any service contract with Ms. Ha Erman 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. Ha Erman (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 officers 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. Ha Erman 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.

II. Independent Non-executive Director

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

Mr. Gao Shanwen, born in September 1971, currently serves as the chief economist of Essence Securities Co., Ltd.

From August 2003 to March 2007, Mr. Gao served as the chief economist of Everbright Securities Research Institute. Prior to this, Mr. Gao served as the deputy director of comprehensive research office at the Financial Research Institute of the Development Research Centre of the State Council from September 2003 to December 2005 and as the principal officer at the headquarter of the People's Bank of China from July 1995 to May 2003.

Mr. Gao was graduated from Peking University located in China in July 1995 with a master degree in economics, and obtained a doctorate degree in economics by the Graduate School of People's Bank of China (currently, PBC School of Finance, Tsinghua University) in July 2005.

Mr. Gao 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 make other payments equivalent to more than one year's emoluments. His term of office shall be three years, which expires at the end of the terms of office of relevant session of the Board, and is renewable upon re-election when it expires. As a candidate for Independent Non-executive Director, Mr. Gao has met the independence requirements as set out in Rule 3.13 of the Listing Rules. The directorship qualification of Mr. Gao Shanwen is subject to the approval of the CIRC.

The Company did not enter into any service contract with Mr. Gao 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, as at the Latest Practicable Date, Mr. Gao (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 officers 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. Gao 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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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM” or “Annual General Meeting”) of China Pacific Insurance (Group) Co., Ltd. (the “Company”) will be held at InterContinental Hotels & Resorts, Foshan, the People’s Republic of China (the “PRC”) on Thursday, 29 May 2014 at 9:00 a.m., for the following purposes:

ORDINARY RESOLUTIONS:

1. To consider and approve the report of Board of Directors of the Company for the year 2013.
2. To consider and approve the report of Board of Supervisors of the Company for the year 2013.
3. To consider and approve the full text and the summary of the annual report of A shares of the Company for the year 2013.
4. To consider and approve the annual report of H shares of the Company for the year 2013.
5. To consider and approve the financial statements and report of the Company for the year 2013.
6. To consider and approve the profit distribution plan of the Company for the year 2013.
7. To consider and approve the proposal on the appointment of auditors for the year 2014.
8. To consider and approve the due diligence report of the Directors for the year 2013.
9. To consider and approve the report on performance of Independent Directors for the year 2013.
10. To consider and approve Ms. HA Erman as a Non-executive Director for the seventh session of the Board.
11. To consider and approve Mr. GAO Shanwen as an Independent Non-executive Director for the seventh session of the Board.

SPECIAL RESOLUTION:

12. As special business, to authorize the Board of Directors of the Company to determine if the Company shall allot, issue and deal with, A Shares and H Shares, separately or concurrently, according to market conditions and the needs of the Company, provided that the respective number of shares shall not exceed 20% of each of the A Shares and H Shares of the Company in issue on the date of the

NOTICE OF THE ANNUAL GENERAL MEETING

passing of this special resolution. However, notwithstanding the granting of the general mandate to the Board of Directors, any issue of new A Shares would require another shareholders' approval at a shareholders' meeting in accordance with the relevant PRC laws and regulations.

(1) Subject to paragraphs (3) and (4) below and pursuant to the Company Law of the People's Republic of China (the "Company Law") and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, the Board of Directors shall be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new shares during the Relevant Period (as hereinafter defined) and to determine the terms and conditions for the allotment and issue of new shares which include, without limitation, the following terms:

- (a) the class and number of new shares to be issued;
 - (b) the method of determining the issue price new shares and/or the issue price (including the price range);
 - (c) the starting and closing dates for the issue;
 - (d) class and number of the new shares to be issued to existing shareholders; and
 - (e) the making or granting of offers, agreements and options which might require the exercise of such powers.
- (2) The approval in paragraph (1) shall authorize the Board of Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period.
- (3) The aggregate nominal amount of the new A Shares and new H Shares allotted, issued and dealt with conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board of Directors pursuant to the approval in paragraph (1), other than the shares issued pursuant to a Rights Issue (as hereinafter defined) or the rights to purchase the shares of the Company under any option scheme or similar arrangement, shall not exceed 20% of each of the A Shares and H Shares of the Company in issue as at the date of passing this resolution.
- (4) In exercising the powers granted in paragraph (1), the Board of Directors must (a) comply with the Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed; and (b) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.
- (5) For the purpose of this resolution:

"Relevant Period" means the period from the date of passing this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the 12-month period following the passing of this resolution; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) the revocation or variation of the mandate granted under this resolution by a special resolution of the Company's shareholders in a general meeting.

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.

- (6) The Board of Directors, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law, shall be authorized to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board of Directors shall be authorized to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new shares, provided that the same do not violate the relevant laws, administrative regulations, and regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed, and the Articles of Association.
- (8) Subject to the approval of the relevant PRC authorities, the Board of Directors shall be authorized to make amendments to the Articles of Association as appropriate and necessary after the completion of the allotment and issue of new shares according to the method of the allotment and issue of new shares by the Company the type and number of new shares to be allotted and issued by the Company, and the actual shareholding structure of the Company at the time of completion of the allotment and issue of new shares, in order to reflect the changes in the share capital structure and the registered capital of the Company pursuant to the exercise of this mandate.

REPORTS TO BE REVIEWED

13. To review the report on the status of related party transactions and the implementation of management system for related party transactions for the year 2013.

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

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

Shanghai, the PRC
14 April 2014

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Eligibility for attending the Annual General Meeting and closure of register of members for H Shares

The 2013 Annual General Meeting will be held on Thursday, 29 May 2014. The H Share Register of Members of the Company will be closed for the purpose of determining H Share shareholders' entitlement to attend the AGM, from Monday, 28 April 2014 to Thursday, 29 May 2014 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the AGM, H Share shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, 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 Friday, 25 April 2014.

2. Proposed final dividend

On 28 March 2014, the Board recommended a final dividend of RMB0.40 per share (including tax) for the year ended 31 December 2013, amounting to approximately RMB3.625 billion in aggregate. The proposed final dividend is subject to the approval of shareholders at the 2013 Annual General Meeting. If approved, it is expected that the payment of the final dividend will be made on or before Friday, 18 July 2014 to the shareholders whose names appear on the H Share Register of Members on Tuesday, 10 June 2014.

3. Withholding of dividend income tax

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the PRC and its implementation rules enacted in 2008, the Company is required to withhold 10% of corporate income tax when it distributes the final dividend to its non-resident enterprise shareholders whose names appear on the H Share Register of Members on Tuesday, 10 June 2014.

Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC and its implementation rules and confirmed by the relevant tax authorities in the PRC after consulting with them by the Company, the Company will withhold individual income tax at the tax rate of 10% when it distributes the final dividend to individual holders of H Shares appeared on the Company's H Share Register of Members on Tuesday, 10 June 2014. However, if it is otherwise stated in the tax regulations and relevant tax treaty, the Company will withhold individual income tax based on their dividend at the required tax rate and in accordance with the relevant procedures. If the applicable dividend tax rate is less than 10%, the individual H Share shareholders are entitled to apply for refund of the over-deducted amount on their own or appoint an agent to act on their behalf according to the tax treaty entered into between their countries of domicile and the PRC and the regulations of the relevant PRC tax authorities.

The Company will withhold the enterprise income tax as well as the individual income tax as required by law for H Share shareholders whose names appeared on the Company's H Share Register of Members on Tuesday, 10 June 2014. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Share shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Share shareholders or any disputes over the withholding mechanism or arrangements.

All investors are requested to read this announcement carefully. Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

4. Eligibility for proposed final dividend and closure of H Share register of members

The H Share Register of Members of the Company will be closed from Thursday, 5 June 2014 to Tuesday, 10 June 2014 (both days inclusive), during which period no transfer of H shares will be registered. In order to be eligible for the final dividend, H Share shareholders should ensure that all transfer documents, accompanied with the relevant share certificates, are lodged with the Company's H Share registrar, 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 Wednesday, 4 June 2014.

5. Proxy

- (1) Each shareholder entitled to attend and vote at the Annual General Meeting 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.

NOTICE OF THE ANNUAL GENERAL MEETING

- (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 Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time appointed for the Annual General Meeting (Form of proxy for use at the Annual General Meeting is attached herewith).

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

6. Registration procedures for attending the Annual General Meeting

- (1) A shareholder or his proxy should produce proof of identity when attending the Annual General Meeting. 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 Annual General Meeting 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 Annual General Meeting in person or by their proxies should complete and return the reply slip for attending the Annual General Meeting 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, 9 May 2014.

7. 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 Annual General Meeting will demand a poll in relation to all the proposed resolutions at the Annual General Meeting in accordance with Article 91 of the Articles of Association.

8. Miscellaneous

- (1) The Annual General Meeting 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 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:
- 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: HE Ye
Telephone No.: 86 (21) 3396 1085
Facsimile No.: 86 (21) 6887 0791

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.