



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)

**REVISED FORM OF PROXY  
 OF HOLDERS OF H SHARES FOR USE AT THE ANNUAL GENERAL MEETING  
 TO BE HELD ON FRIDAY, 22 MAY 2015**

Number of shares to which this revised form of proxy relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of \_\_\_\_\_ H shares <sup>(Note 3)</sup>  
 of China Pacific Insurance (Group) Co., Ltd. (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE  
 MEETING** or <sup>(Note 4)</sup> \_\_\_\_\_  
 of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at Sheraton Dameisha Resort, Shenzhen, Guangdong, the People's Republic of China on Friday, 22 May 2015 at 1:30 p.m. and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM and the supplemental notice of AGM, and, if no such indications is given, as my/our proxy thinks fit.

No.	Ordinary Resolutions	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the report of Board of Directors of the Company for the year 2014			
2.	To consider and approve the report of Board of Supervisors of the Company for the year 2014			
3.	To consider and approve the full text and the summary of the annual report of A shares of the Company for the year 2014			
4.	To consider and approve the annual report of H shares of the Company for the year 2014			
5.	To consider and approve the financial statements and report of the Company for the year 2014			
6.	To consider and approve the profit distribution plan of the Company for the year 2014			
7.	To consider and approve the proposal on the appointment of auditors for the year 2015			
8.	To consider and approve the due diligence report of the Directors for the year 2014			
9.	To consider and approve the report on performance of Independent Directors for the year 2014			

No.	Special Resolution	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
10.	To consider and approve the proposal on the grant of general mandate to issue new shares of the Company.			
	<b>Additional Ordinary Resolution as set out in the Supplemental Notice</b>	<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>	<b>Abstain</b> <sup>(Note 5)</sup>
13.	To consider and approve Mr. WANG Jian as a Non-executive Director for the 7th session of the Board of the Company			

*Note: The eleventh item and the twelfth item are not listed here, as the eleventh item is a proposal for approval by holders of A shares of the Company and is not subject to approval by holders of H shares of the Company, and the twelfth item is a report to be submitted to Shareholders for review at the AGM only and not for approval. Please refer to the AGM circular dated 2 April 2015 for further details.*

Date: \_\_\_\_\_ 2015

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares registered in your name(s) to which this revised form of proxy (“**Revised Proxy Form**”) relates. This Revised Proxy Form will be deemed to relate to such number of shares inserted. If no number is inserted, this Revised Proxy Form will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or in English) and address(es) (must be the same address(es) as shown in the register of members) as shown in the register of members of the Company in **block letters**.
3. Please insert the number of shares registered in your name(s).
4. If any proxy other than the chairman of the AGM is preferred, delete the words “the Chairman of the Meeting or” and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. Any alteration made to this Revised Proxy Form must be duly initiated by the person who signs it.
5. **IMPORTANT: If you wish to vote for any resolution, please tick in the box marked “for” or insert the number of share(s) you hold. If you wish to vote against any resolution, please tick in the box marked “against” or insert the number of share(s) you hold. If you wish to abstain for vote, please tick in the box marked “abstain” or insert the number of share(s) you hold.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his or her discretion. Unless you have indicated otherwise in the original form of proxy which was sent to you together with the original notice of the AGM (the “**Original Proxy Form**”) and/or the Revised Proxy Form, your proxy will also be entitled to vote at his or her discretion on any resolution duly put to the AGM including those referred to in the original notice of the AGM and the supplemental notice of the AGM. The shares abstained will be counted in the calculation of the required majority.
6. This Revised Proxy Form must be signed by you or your attorney duly authorized in writing or, in the case of a company or an institution, must either be executed under seal or under the hand of a director thereof or an attorney duly authorized or other persons to sign the same. In case of joint holders of shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
7. To be valid, this Revised Proxy Form is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the purpose of holders of H shares of the Company) not less than 24 hours before the time for holding the AGM or any adjournment thereof (as the case may be) (the “**Closing Time**”).
8. Where there are joint holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the AGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof. A proxy need not be a shareholder of the Company. In the event that a shareholder appoints more than one proxy to attend the AGM, such proxies may only exercise their voting rights in a poll.
9. **IMPORTANT: If you have not yet lodged the Original Proxy Form with the Company’s H Share register, you are requested to lodge the Revised Proxy Form if you wish to appoint proxies to attend the AGM on your behalf. In this case, the Original Proxy Form should not be lodged with the Company’s H Share registrar.**
10. **IMPORTANT: IF YOU HAVE ALREADY LODGED THE ORIGINAL PROXY FORM WITH THE COMPANY’S H SHARE REGISTRAR, YOU SHALL NOTE THAT:**
  - (a) If no Revised Proxy Form is lodged with the Company’s H Share registrar prior to the Closing Time, the Original Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the 2014 AGM other than those referred to in the original notice of the AGM and the Original Proxy Form, including the additional proposed resolution as set out in the supplemental notice of the AGM.
  - (b) If the Revised Proxy Form is lodged with the Company’s H Share registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid proxy form lodged by you if correctly completed.
  - (c) If the Revised Proxy Form is lodged with the Company’s H Share registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the AGM, you will have to attend in person and vote at the AGM yourself.
11. You are reminded that completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude them from attending and voting in person at the 2014 AGM or any adjournment thereof if you so wish.