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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) will be held at Sheraton Dameisha Resort, Shenzhen, Guangdong, the PRC on Thursday, 29 October 2015 at 2:00 p.m. (the “**EGM**”), for the purposes of considering and passing the following resolutions. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 11 September 2015.

AS ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Lee Ka Sze, Carmelo as an Independent Non-executive Director for the 7th session of the Board.

Subject to Mr. Lee Ka Sze, Carmelo's appointment being approved at the EGM, the term of his office as a Director will expire at the end of the terms of office of the 7th session of the Board of Directors, and is renewable upon re-election when it expires. The appointment qualification of Mr. Lee Ka Sze, Carmelo is subject to the approval of the CIRC.

2. To consider and approve the appointment of Ms. Zhang Xinmei as a Supervisor of the 7th session of the Board.

Subject to Ms. Zhang Xinmei's appointment being approved at the EGM, the term of her office as a Supervisor will expire at the end of the terms of office of the 7th session of the Board of Supervisors, and is renewable upon re-election when it expires. The appointment qualification of Ms. Zhang Xinmei is subject to the approval of the CIRC.

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

Shanghai, the PRC
11 September 2015

Notes:

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

In order to determine the list of Shareholders who are entitled to attend the EGM, the registers of holders of H Shares of the Company will be closed from Tuesday, 29 September 2015 to Thursday, 29 October 2015, both days inclusive, during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of members of the Company at close of business on Monday, 28 September 2015 are entitled to attend the EGM. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 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 September 2015.

2. Proxy

- (1) Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a Shareholder.
- (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 the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time appointed for the EGM (form of proxy for use at the EGM is attached herewith).

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

3. Registration procedures for attending the EGM

- (1) A Shareholder or his proxy should produce proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong on or before Thursday, 8 October 2015.

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. Accordingly, the Chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 91 of the Articles of Association.

5. Miscellaneous

- (1) The EGM is expected to be held for 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 registered office of the Company is:

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: Xu Yuzhao and Kong Qingying

Telephone No.: 86 (21) 3396 1627/3396 1193

Facsimile No.: 86 (21) 6887 0791

As of the date of this notice, the Executive Directors of the Company are Mr. GAO Guofu and Mr. HUO Lianhong; the Non-executive Directors of the Company are Mr. WANG Jian, Mr. WANG Chengran, Ms. SUN Xiaoning, Mr. WU Jumin, Mr. WU Junhao, Mr. ZHENG Anguo and Ms. HA Erman; and the Independent Non-executive Directors of the Company are Mr. BAI Wei, Mr. LAM Chi Kuen, Mr. HOU Zhonghui and Mr. GAO Shanwen.