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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)

**ANNOUNCEMENT
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) dated 21 February 2017 in relation to the proposed amendments to the articles of association. The board of directors (the “**Board**”) of the Company proposed to make certain amendments (the “**Original Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) on 20 February 2017 according to the latest regulations issued by the regulatory authorities and the actual circumstances of the Company, and the Original Proposed Amendments are still subject to the consideration and approval at the shareholders’ general meeting of the Company. The Board agreed to make supplemental amendments (the amendments to the Articles of Association as supplemented are referred to as “**Proposed Amendments**”) to the Original Proposed Amendments on 24 April 2017 according to relevant requirements, and agreed to propose to the shareholders’ general meeting to authorize the chairman of the Board or his authorized person to make such revisions to the Articles of Association as he deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company’s approval process for the amended Articles of Association. The Proposed Amendments shall take effect after obtaining the approval of the shareholders of the Company at the shareholders’ general meeting by way of special resolution and the approval from China Insurance Regulatory Commission. A circular containing, among other things, the Proposed Amendments will be despatched to the shareholders of the Company as soon as practicable.

The Proposed Amendments are as follow:

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
Article 1	<p>These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Insurance Law of the People’s Republic of China (the “Insurance Law”), the Special Provisions of the State Council on the Offshore Offering and Listing of Companies Limited By Shares (the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies Listing Overseas and the Guidelines on the Articles of Association of Listed Companies prescribed by the China Securities Regulatory Commission (the “CSRC”), the Guiding Opinion on Standardizing the Corporate Governance Structure of Insurance Companies (For Trial Implementation) and the Opinion Concerning Standardizing the Articles of Association of Insurance Companies prescribed by the China Insurance Regulatory Commission (the “CIRC”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HKSE”) (the “Listing Rules”) and other relevant laws and regulations for the purposes of protecting the legitimate rights and interests of the Company and its shareholders and creditors and regulating the organization and activities of the Company.</p>	Article 1	<p>These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Insurance Law of the People’s Republic of China (the “Insurance Law”), <u>the Constitution of the Communist Party of China (the “Party Constitution”)</u>, the Special Provisions of the State Council on the Offshore Offering and Listing of Companies Limited By Shares (the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies Listing Overseas and the Guidelines on the Articles of Association of Listed Companies prescribed by the China Securities Regulatory Commission (the “CSRC”), the Guiding Opinion on Standardizing the Corporate Governance Structure of Insurance Companies (For Trial Implementation) and the Opinion Concerning Standardizing the Articles of Association of Insurance Companies prescribed by the China Insurance Regulatory Commission (the “CIRC”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HKSE”) (the “Listing Rules”) and other relevant laws and regulations for the purposes of protecting the legitimate rights and interests of the Company and its shareholders and creditors and regulating the organization and activities of the Company.</p>

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
		<p>Newly-added Article 8 (subsequent provisions to be renumbered in order)</p>	<p><u>The Company shall establish its leading party members’ group of the Communist Party of China (the “Leading Party Group”) and commence the activities of the Party as stipulated in the Company Law and the Party Constitution. The Company shall fulfill all necessary conditions to carry out the activities of the Leading Party Group.</u></p> <p><u>The Leading Party Group is an organic component of the corporate governance structure of the Company. The establishment, segregation of duties and works of the Leading Party Group shall be included in the management mechanism, management policies and work standards of the Company. The Company shall adhere to and optimize the leadership mechanism on cross-appointment, under which, eligible members of the Leading Party Group, the Board of Directors, the Supervisory Committee and the senior management may involve in cross-appointment. The Chairman of the Board shall concurrently serve as the secretary to the Leading Party Group.</u></p>

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
			<p><u>The Leading Party Group shall play its core political role and develop its core leadership function in the Company. In making decision for material issues of the Company, the Board of Directors shall first seek for the opinion of the Leading Party Group of the Company. For significant issues regarding operation and management, such as national macro-control, national development strategies and national security, the Board of Directors shall make decisions by making reference to the conclusion of the study and discussion of the Leading Party Group, which is considered to be important evidence for decision-making.</u></p>
Article 10	<p>For the purposes hereof, the term “senior management” shall mean the executive directors, president, vice presidents, secretary to the board of directors, chief financial officer, chief actuary, professional directors or any other management personnel determined by the board of directors. Executive directors refer to directors, who, apart from serving as directors of the Company, also take up other operational and management positions, or whose salaries and welfare benefits are paid by the Company.</p>	Article 11	<p>For the purposes hereof, the term “senior management” shall mean the executive directors, president, vice presidents, secretary to the board of directors, chief financial officer, chief actuary, <u>compliance officer, officer responsible for auditing,</u> professional directors or any other management personnel determined by the board of directors. Executive directors refer to directors, who, apart from serving as directors of the Company, also take up other operational and management positions, or whose salaries and welfare benefits are paid by the Company.</p>

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
Article 61	<p>Any organization or individual (including their affiliate companies) which or who purchases for its or his own account or in the name of another person 10% or more of the total number of the issued and outstanding shares of the Company shall obtain the prior approval of the CIRC. Unless the prior approval of the CIRC has been obtained, the number of shares of the Company held by a shareholder shall not exceed 10% or more of the total share capital of the Company or such other ratio as may be approved by the CIRC, whichever is higher.</p> <p>.....</p>	Article 62	<p>Any organization or individual (including their affiliate companies) which or who purchases for its or his own account or in the name of another person 10% <u>105%</u> or more of the total number of the issued and outstanding shares of the Company shall obtain the prior approval of the CIRC. Unless the prior approval of the CIRC has been obtained, the number of shares of the Company held by a shareholder shall not exceed 10% <u>105%</u> or more of the total share capital of the Company or such other ratio as may be approved by the CIRC, whichever is higher.</p> <p>.....</p>
Article 78	<p>Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more than one person (who need not be shareholders) as his proxy/proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to the appointment made by the shareholder:</p> <p>.....</p>	Article 79	<p><u>Shareholders attending a shareholders' general meeting shall express one of the following opinions on motions for voting: for, against or abstain, except that securities registration and settlement institutions, being the nominal holders of shares subject to the Mainland-Hong Kong stock connect, may express opinions according to the intentions of actual holders.</u></p> <p><u>If a ballot is blank, marked erroneously or illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and the voting results for the number of shares that he or she holds shall be recorded as "abstained".</u></p>

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
			<p>Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more than one person (who need not be shareholders) as his proxy/proxies to attend and vote on his behalf. Such proxy may exercise the following rights according to the appointment made by the shareholder:</p> <p>.....</p>
Article 83	<p>The Company shall convene a shareholders' general meeting at its place of domicile or at a place designated by the Board.</p> <p>A meeting place shall be provided for convening a shareholders' general meeting in the form of a physical meeting. The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, provide convenience to shareholders in attending the shareholders' general meeting through various means and channels, including the provision of modern information technology measures such as online voting platforms. Shareholders attending the shareholders' general meeting by the said method shall be deemed to have been present thereat.</p> <p>The same voting right shall only be exercised by selecting to vote at the scene, online or otherwise. If the same right to vote has been exercised for multiple times, only the first voting result shall prevail.</p>	Article 84	<p>The Company shall convene a shareholders' general meeting at its place of domicile or at a place designated by the Board.</p> <p>A meeting place shall be provided for convening a shareholders' general meeting in the form of a physical meeting. The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, provide convenience to shareholders in attending the shareholders' general meeting through various means and channels, including with priority given to the provision of modern information technology measures such as online voting platforms. Shareholders attending the shareholders' general meeting by the said method shall be deemed to have been present thereat.</p> <p>The same voting right shall only be exercised by selecting to vote at the scene, online or otherwise. If the same right to vote has been exercised for multiple times, only the first voting result shall prevail.</p>

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
Article 89	At the time of voting at a shareholders' general meeting, shareholders (including proxies) shall exercise their voting rights based on the number of voting shares represented by them, and each share shall carry one voting right. However, the shares held by the Company shall neither carry any voting right nor shall they be counted in the total number of voting shares represented at the general meeting.	Article 90	<p>At the time of voting at a shareholders' general meeting, shareholders (including proxies) shall exercise their voting rights based on the number of voting shares represented by them, and each share shall carry one voting right. However, the shares held by the Company shall neither carry any voting right nor shall they be counted in the total number of voting shares represented at the general meeting.</p> <p><u>When the shareholders' general meeting considers material matters that affect the interests of medium and small investors, the votes of medium and small investors shall be separately calculated. The result of separate calculation shall be publicly disclosed in a timely manner.</u></p> <p><u>The board of directors, independent directors and shareholders who meet the relevant requirements may publicly solicit from other shareholders their voting rights. When soliciting shareholders' voting rights, specific voting intentions and other information shall be fully disclosed to the person solicited. No shareholders' voting rights shall be solicited in a compensative way or a disguised compensative way. The Company shall not set the minimum shareholding ratio limits for soliciting shareholders' voting rights.</u></p>

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
Article 90	The Board, independent directors and shareholders who meet the relevant requirements may solicit from other shareholders their rights to vote at a shareholders' general meeting. When considering matters in relation to the related party transactions at a shareholders' general meeting, related party shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted into the total number of valid votes. The announcement of resolutions adopted at a shareholders' general meeting shall fully disclose the votes cast by the non-related party shareholders.	Article 91	The Board, independent directors and shareholders who meet the relevant requirements may solicit from other shareholders their rights to vote at a shareholders' general meeting. When considering matters in relation to the related party transactions at a shareholders' general meeting, related party shareholders shall abstain from voting, and the number of voting shares held by them shall not be counted into the total number of valid votes. The announcement of resolutions adopted at a shareholders' general meeting shall fully disclose the votes cast by the non-related party shareholders.
Article 119	The Company shall have a board of directors, which shall be accountable and report its work to the shareholders' general meeting. The Board shall consist of fifteen directors, and the independent directors shall be not less than one-third of the members of the Board, and the number of executive directors shall at least be two. The Board shall have one chairman and one vice-chairman. The chairman and vice-chairman shall be elected by more than half of all directors.	Article 120	The Company shall have a board of directors, which shall be accountable and report its work to the shareholders' general meeting. The Board shall consist of fifteen fourteen directors, and the independent directors shall be not less than one-third of the members of the Board, and the number of executive directors shall at least be two. The Board shall have one chairman and one vice-chairman. The chairman and vice-chairman shall be elected by more than half of all directors.

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
Article 120	<p>The Board shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(10) to appoint or dismiss the president and the secretary to the Board of the Company; to appoint or dismiss and determine the remuneration of the vice presidents, chief financial officer, chief actuary, professional directors and other senior management of the Company in accordance with nominations by the president;</p>	Article 121	<p>The Board shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(10) to appoint or dismiss the president and the secretary to the Board of the Company, <u>to appoint or dismiss the secretary to the Board of the Company in accordance with the nomination by the chairman, to appoint or dismiss the officer responsible for auditing of the Company in accordance with the nomination by the chairman or the audit committee, and</u> to appoint or dismiss and determine the remuneration of the vice presidents, chief financial officer, chief actuary, <u>compliance officer,</u> professional directors and other senior management of the Company in accordance with nominations by the president;</p>
Article 154	<p>The Company shall have a president, vice presidents, a secretary to the Board, a chief financial officer, a chief actuary and professional directors. Such senior management and other senior management designated by the president shall jointly form the operation management committee of the Company. The president shall be accountable to the Board, and shall preside over the work of the operation management committee.</p>	Article 155	<p>The Company shall have a president, vice presidents, a secretary to the Board, a chief financial officer, a chief actuary, <u>a compliance officer, officer responsible for auditing</u> and professional directors. Such senior management and other senior management designated by the president shall jointly form the operation management committee of the Company. The president shall be accountable to the Board, and shall preside over the work of the operation management committee.</p>

Serial Number of Original Provisions	Existing Provisions in the Articles	Serial Number of Amended Provisions	Amended Provisions
Article 155	<p>The president of the Company shall exercise the following functions and powers:</p> <p>.....</p> <p>(6) to submit for consideration proposals on engagement or dismissal of the vice presidents, chief financial officer, chief actuary, professional directors and other senior management of the Company;</p>	Article 156	<p>The president of the Company shall exercise the following functions and powers:</p> <p>.....</p> <p>(6) to submit for consideration proposals on engagement or dismissal of the vice presidents, chief financial officer, chief actuary, compliance officer, professional directors and other senior management of the Company;</p>
Article 215	<p>The Company shall adopt an internal audit system and employ full-time audit staff, and shall carry out internal audit of and supervise the financial income and expenditure and operating activities of the Company and its investment holding companies.</p>	Article 216	<p>The Company shall adopt an internal audit system and employ full-time audit staff, and shall carry out internal audit of and supervise the financial income and expenditure and operating activities of the Company and its investment holding companies.</p> <p><u>The Company shall establish an independent internal audit system accountable to the Board, and shall implement centralized management for its internal audit function by establishing a special internal audit institution, formulating and implementing unified internal audit management policies including budget management policy, human resources management policy, operation management policy etc..</u></p>

Note: The numbering of articles of the amended Articles of Association will be re-numbered in accordance with the numbering of the amended articles in the Articles of Association arising from the changes in the numbering of the original articles due to the addition of certain articles in respect of the amendment to the Articles of Association. The amended Articles of Association will also be revised accordingly for any changes in the numbering of the articles with cross-reference involved in the original Articles of Association.

**The Board of
China Pacific Insurance (Group) Co., Ltd.**

Hong Kong, 25 April 2017

As at the date of this announcement, the Executive Director of the Company is Mr. HUO Lianhong; the Non-executive Directors of the Company are Mr. WANG Jian, Mr. WANG Chengran, Ms. SUN Xiaoning, Mr. WU Junhao, Mr. ZHENG Anguo and Ms. HA Erman; and the Independent Non-executive Directors of the Company are Mr. BAI Wei, Mr. LEE Ka Sze, Carmelo, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. GAO Shanwen.