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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)**

## **INSIDE INFORMATION**

### **ANNOUNCEMENT IN RELATION TO ACQUISITION OF PART OF EQUITY INTERESTS IN GTJA ALLIANZ FUND MANAGEMENT LIMITED COMPANY BY A SUBSIDIARY**

This announcement is made by China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) pursuant to provisions regarding disclosure of inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 and Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”).

The board of directors of the Company (the “**Board**”) hereby announces that Pacific Asset Management Co., Ltd. (“**CPIC AMC**”), a subsidiary, proposed to acquire 51% equity interests of GTJA Allianz Fund Management Limited Company (“**GTJA Allianz Funds**”) held by Guotai Junan Securities Co., Ltd. (“**Guotai Junan**”) (the “**Transaction**”). The Transaction was carried out by way of public tendering on Shanghai United Assets and Equity Exchange. The Company’s bidding price for the target of the Transaction was RMB1,045 million. Since the Company was the only qualified bidder, the Transaction will be executed by way of agreement transfer at the initial bidding price of RMB1,045 million, the bottom price of tender. CPIC AMC will enter into a share transfer agreement with Guotai Junan in the near future. The Transaction is subject to approval of relevant government departments in charge.

## **INTRODUCTION OF TRANSACTION PARTIES**

### **(I) Introduction of CPIC AMC**

CPIC AMC is a company incorporated in China with limited liability. Its business scope includes management of capital and insurance funds, outsourcing of asset management, consulting services related to asset management, and other asset management business as allowed by domestic laws and regulations. (Projects that need to be approved by law can only be carried out with approval from relevant authorities).

### **(II) Introduction of Guotai Junan**

Guotai Junan is a joint stock company incorporated in China with limited liability. Its business scope includes securities brokerage, securities proprietary business, securities underwriting and sponsoring, securities investment consulting, financial consulting related to securities transactions and securities investment activities, margin business, securities investment fund consignment, financial products consignment, provision of intermediary introduction business for the futures brokerage companies, stock options market making business and other businesses approved by the China Securities Regulatory Commission. (Projects that need to be approved by law can only be carried out with approval from relevant authorities).

The controlling shareholder of Guotai Junan is Shanghai State-owned Assets Operation Co., Ltd. (上海國有資產經營有限公司) and its de facto controller is Shanghai International Group Co., Ltd. (上海國際集團有限公司). The business model of Guotai Junan is mainly obtaining fees and commission income through provision of security services and obtaining investment income through security investment.

## **GENERAL INFORMATION OF THE TRANSACTION TARGET**

GTJA Allianz Funds, established in April 2003, is the first sino-foreign fund management joint venture approved to be set up in China. Currently, the registered capital of GTJA Allianz Funds is RMB150 million, in which Guotai Junan and Allianz Group hold 51% and 49% equity interests, respectively. The business scope of GTJA Allianz Funds includes fund management business, initiating the establishment of funds and other businesses approved and consented by relevant government authorities in China.

## **PURPOSES OF THE TRANSACTION AND EFFECTS ON THE COMPANY**

If CPIC AMC successfully acquires the transaction target, CPIC AMC will obtain the public fund license, attain the qualification to establish securities investment funds by way of public fund-raising, conduct fund management and relevant business, enrich and expand the service coverage and business field of asset management business, and further implement the strategic deployment of accelerating the development of asset management business of the Company.

The Transaction does not constitute notifiable or connected transaction in accordance with the requirements of Chapter 14 and Chapter 14A under the Hong Kong Listing Rules.

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

Hong Kong, 28 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.*