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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**

**ON**

**POLL RESULTS FOR THE ANNUAL GENERAL MEETING; AND  
ELECTION OF A NON-EXECUTIVE DIRECTOR AND  
SHAREHOLDER REPRESENTATIVE SUPERVISORS**

The annual general meeting (the “AGM”) of China Pacific Insurance (Group) Co., Ltd. (the “Company”) was held at Meixi Lake Luxury Collection Hotel, Changsha, Hunan, the PRC on Friday, 15 June 2018 at 1:30 p.m.

**POLL RESULTS FOR THE ANNUAL GENERAL MEETING**

As at the date of the AGM, the Company has issued 6,286,700,000 A shares and 2,775,300,000 H shares. The shareholders are entitled to attend the AGM and vote for or against all resolutions proposed at the AGM

The details for the attendance of the shareholders and the authorized proxies at the AGM were as follows:

<b>Number of shareholders and proxies attending the meeting</b>	60
Of which: Number of holders of A shares	55
Number of holders of H shares	5
<b>Total number of the voting shares held by attendees</b>	5,737,966,034
Of which: Total number of shares held by holders of A shares	3,971,920,874
Total number of shares held by holders of H shares	1,766,045,160
<b>Percentage of total number of voting shares of the Company (%)</b>	63.318981
Of which: Percentage of the shares held by holders of A shares to the total number of voting shares of the Company	43.830511
Percentage of the shares held by holders of H shares to the total number of voting shares of the Company	19.488470

The AGM was convened in accordance with the requirements of the Company Law of the People’s Republic of China and the articles of association of the Company (the “**Articles of Association**”), and was chaired by Mr. KONG Qingwei, Chairman of the Company.

Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, was appointed as the scrutineer for the vote-taking at the AGM. King & Wood Mallesons was appointed as the witnessing lawyer at the AGM.

To the best of the knowledge, information and belief of the directors of the Company, there were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. There were no shares entitling the shareholders to attend and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholder was required to abstain from voting on any of the proposed resolutions at the AGM.

All resolutions as set out in the notice of the AGM dated 28 April 2018 and the supplemental notice of the AGM dated 26 May 2018 were voted by poll. The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.	To consider and approve the report of the Board of Directors of the Company for the year 2017	5,731,111,834 (99.880547%)	162,200 (0.002826%)	6,692,000 (0.116627%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
2.	To consider and approve the report of the Board of Supervisors of the Company for the year 2017	5,731,111,834 (99.880547%)	162,200 (0.002826%)	6,692,000 (0.116627%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
3.	To consider and approve the full text and the summary of the annual report of A shares of the Company for the year 2017	5,720,883,534 (99.702290%)	162,200 (0.002827%)	16,920,300 (0.294883%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

Ordinary Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
4.	To consider and approve the annual report of H shares of the Company for the year 2017	5,731,111,834 (99.880547%)	162,200 (0.002826%)	6,692,000 (0.116627%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
5.	To consider and approve the financial statements and report of the Company for the year 2017	5,731,111,834 (99.880547%)	162,200 (0.002826%)	6,692,000 (0.116627%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
6.	To consider and approve the profit distribution plan of the Company for the year 2017	5,732,203,434 (99.899571%)	200 (0.000003%)	5,762,400 (0.100426%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.	To consider and approve the proposal on the appointment of auditors of the Company for the year 2018	5,731,627,634 (99.889536%)	32,000 (0.000557%)	6,306,400 (0.109907%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
8.	To consider and approve the due diligence report of the Directors of the Company for the year 2017	5,731,083,834 (99.880059%)	162,200 (0.002826%)	6,720,000 (0.117115%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
9.	To consider and approve the report on performance of Independent Directors of the Company for the year 2017	5,731,083,834 (99.880059%)	162,200 (0.002826%)	6,720,000 (0.117115%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
10.	To consider and approve the election of Shareholder representative Supervisors of the 8th session of the Board of Supervisors				
10.1	To consider and approve the election of Mr. ZHU Yonghong as a Shareholder representative Supervisor of the 8th session of the Board of Supervisors	5,671,568,773 (98.842843%)	60,634,861 (1.056731%)	5,762,400 (0.100426%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

Ordinary Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
10.2	To consider and approve the election of Mr. LU Ning as a Shareholder representative Supervisor of the 8th session of the Board of Supervisors	5,671,568,773 (98.842843%)	60,634,861 (1.056731%)	5,762,400 (0.100426%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
Special Resolution		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
11.	To consider and approve the proposal on the grant of general mandate to the Board of Directors to issue new Shares of the Company	4,727,377,925 (82.387694%)	1,004,257,709 (17.501981%)	6,330,400 (0.110325%)	5,737,966,034
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
Supplemental Ordinary Resolution		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
12.	To consider and approve the election of Mr. HUANG Dinan as a Non-executive Director of the 8th session of the Board of Directors of the Company	5,251,717,089 (91.525761%)	480,486,545 (8.373813%)	5,762,400 (0.100426%)	5,737,966,034
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

*Note:* The report on the status of related party transactions and the implementation of management system for related party transactions for the year 2017 shall be submitted to shareholders for review at the AGM only and not for approval and hence not listed here. As the Resolution No. 13 only requires the approval of holders of A shares of the Company and no approval of holders of H shares of the Company is needed, such resolution is not listed here. Please refer to the circular of the Company dated 28 April 2018 and the supplemental notice of the AGM dated 26 May 2018 for further details.

The full text of each resolution was set out in the circular of the Company dated 28 April 2018 and the supplemental notice of the AGM dated 26 May 2018.

## **DISTRIBUTION OF FINAL DIVIDENDS**

Through the votes and the approval of the shareholders of the Company at the AGM, the Company will distribute a final dividend of RMB0.8 per share (including tax) for the year ended 31 December 2017 to the holders of H shares whose names appear on the H share register of members of the Company on Wednesday, 27 June 2018.

According to the Articles of Association, dividends will be denominated and declared in Renminbi. Dividends on A shares will be paid in Renminbi, and dividends on H shares will be paid in Hong Kong dollars. The relevant exchange rate will be the average rate of Renminbi to Hong Kong dollars as published by the People's Bank of China for the week prior to the date of declaration of the dividends (RMB0.816418 equivalent to HK\$1.00), i.e. a final dividend of HK\$0.979890 per share.

## **WITHHOLDING AND PAYING 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 and pay 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 of the Company on Wednesday, 27 June 2018.

Pursuant to the requirements of the applicable provisions of the Individual Income Tax Law of the PRC and its implementation rules and confirmed by the relevant competent tax authorities after consulting with them by the Company, the Company will withhold and pay individual income tax at the tax rate of 10% when it distributes the 2017 final dividend to individual holders of H shares whose names appear on the Company's H share register of members on Wednesday, 27 June 2018. However, if it is otherwise stated in the tax regulations and relevant tax treaties, the Company will withhold and pay individual income tax of the dividend in accordance with the required tax rate and procedures set out in the relevant regulations and treaties. If the applicable dividend tax rate is less than 10%, the individual holders of H shares are entitled to apply for a refund of the excess amount withheld 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 tax authorities.

The Company will withhold and pay the enterprise income tax as well as the individual income tax as required by law for holders of H shares whose names appear on the H share register of members of the Company on Wednesday, 27 June 2018. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.

## **WITHHOLDING OF INCOME TAX FOR HOLDERS OF H SHARES VIA THE HONG KONG STOCK CONNECT**

Pursuant to the Notice on Relevant Taxation Policies Concerning the Pilot Interconnected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) implemented on 17 November 2014:

- In respect of the dividends received by mainland individual investors who invested in the H shares of the Company via the Shanghai-Hong Kong Stock Connect Program, the Company will withhold individual income tax at the rate of 20%. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Company Limited for tax credit relating to the withholding tax already paid abroad. In respect of the dividends received by mainland securities investment funds that invest in the H shares of the Company via the Shanghai-Hong Kong Stock Connect Program, individual income tax will be calculated and collected in the same way as the foregoing requirements;
- In respect of the dividends received by mainland corporate investors that invested in the H shares of the Company via the Shanghai-Hong Kong Stock Connect Program, the Company will not withhold any income tax derived from the dividend and bonus and the mainland corporate investors shall file the tax returns for the tax payable on their own.

Pursuant to the Notice on Relevant Taxation Policies Concerning the Pilot Interconnected Mechanism for Trading on the Shenzhen Stock Market and the Hong Kong Stock Market (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) implemented on 5 December 2016:

- In respect of the dividends received by mainland individual investors who invested in the H shares of the Company via the Shenzhen-Hong Kong Stock Connect Program, the Company will withhold individual income tax at the rate of 20%. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Company Limited for tax credit relating to the withholding tax already paid abroad. In respect of the dividends received by mainland securities investment funds that invest in the H shares of the Company via the Shenzhen-Hong Kong Stock Connect Program, individual income tax will be calculated and collected in the same way as the foregoing requirements;
- In respect of the dividends received by mainland corporate investors that invested in the H shares of the Company via the Shenzhen-Hong Kong Stock Connect Program, the Company will not withhold any income tax derived from the dividend and the mainland corporate investors shall file the tax returns for the tax payable on their own.

## WITHHOLDING OF INCOME TAX FOR HOLDERS OF A SHARES VIA THE SHANGHAI STOCK CONNECT

For investors of The Stock Exchange of Hong Kong Limited (including enterprises and individuals) investing in the A shares of the Company listed on the Shanghai Stock Exchange (the “**Shanghai Stock Connect**”), the dividends received by them will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited as the nominee account holding such A shares. Pursuant to the Notice issued by Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market (Cai Shui [2014] No. 81) (《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), the Company will withhold income tax at the rate of 10% on behalf of those investors and will undertake the reporting procedures on the tax withheld and payment with the competent tax authorities, and the after-tax cash bonus will be RMB0.72 per share. For investors of Shanghai Stock Connect who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend and bonus tax rate of lower than 10%, those enterprises and individuals may apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authorities, the amount paid in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

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

The Company appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “**Receiving Agent**”) of the Company for payment of final dividends to holders of H shares of the Company. The final dividends will be distributed by the Receiving Agent on or about Wednesday, 8 August 2018. Relevant cheques will be dispatched to holders of H shares by surface post at their own risk.

The Company expects to distribute the final dividends to the holders of A shares whose names appear on the A share register of members of the Company on Tuesday, 7 August 2018 around Wednesday, 8 August 2018 which shall be the ex-dividend date. The Company will announce separately on the Shanghai Stock Exchange the details of the arrangement regarding the distribution of final dividends to the holders of A shares.

## **ELECTION OF A NON-EXECUTIVE DIRECTOR AND SHAREHOLDER REPRESENTATIVE SUPERVISORS**

The resolutions in relation to the election of Mr. Huang Dinan as a non-executive director of the Company and Mr. Zhu Yonghong and Mr. Lu Ning as shareholder representative supervisors of the Company were duly passed at the AGM. The appointments of Mr. Huang Dinan, Mr. Zhu Yonghong and Mr. Lu Ning are subject to the approval by China Banking and Insurance Regulatory Commission in accordance with relevant regulatory requirement of the PRC. The biographical details of Mr. Huang Dinan was set out in the supplemental notice of the AGM of the Company dated 26 May 2018. The biographical details of Mr. Zhu Yonghong and Mr. Lu Ning were set out in the circular of the Company dated 28 April 2018.

By Order of the Board of Directors  
**China Pacific Insurance (Group) Co., Ltd.**  
**KONG Qingwei**  
*Chairman*

Shanghai, the PRC, 15 June 2018

*As at the date of this announcement, the Executive Directors of the Company are Mr. KONG Qingwei and Mr. HE Qing; the Non-executive Directors of the Company are Mr. HUANG Dinan, Mr. WANG Tayu, Mr. KONG Xiangqing, Mr. ZHU Keping, Ms. SUN Xiaoning, Mr. WU Junhao and Mr. CHEN Xuanmin; 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.*

\* *Note:* The appointment of Mr. HUANG Dinan is still subject to the approval of the China Banking and Insurance Regulatory Commission.