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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 THE 2020 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting for the year 2020 (“EGM” or “**Extraordinary General Meeting**”) of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) will be held at Hotel Sofitel, Xining, Qinghai, the PRC, on Friday, 21 August 2020 at 1:30 p.m., for the purpose of considering, and if thought fit, passing the following resolutions. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as defined in the circular of the Company dated 28 July 2020.

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association of the Company in the manner stipulated in the section entitled “2. Proposed Amendments to the Articles of Association” as set out in the circular of the Company dated 28 July 2020 and to authorize the chairman of the Company or his authorized person to make such revisions to the proposed amendments to the Articles of Association as he/she deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company’s approval process for the proposed amendments to the Articles of Association.

The proposed amendments to the Articles of Association referred to in this special resolution are subject to the relevant approval from the CBIRC.

2. To consider and approve the proposal for the establishment of CPIC Fintech Co., Ltd.

ORDINARY RESOLUTION

3. To consider and approve the proposal for the election of Directors of the 9th Board of the Company:
 - 3.1 To consider and approve the election of Mr. CHEN Ran as Non-executive Director of the 9th Board of the Company;
 - 3.2 To consider and approve the election of Mr. John Robert DACEY as Non-executive Director of the 9th Board of the Company; and
 - 3.3 To consider and approve the election of Ms. LIANG Hong as Non-executive Director of the 9th Board of the Company.

Note: The English version of this notice is an unofficial translation and is for reference only. In case of any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

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

Hong Kong, 28 July 2020

As at the date of this notice, the Executive Directors of the Company are Mr. KONG Qingwei and Mr. FU Fan; the Non-executive Directors of the Company are Mr. WANG Tayu, Mr. WU Junhao, Mr. ZHOU Donghui, Mr. HUANG Dinan, and Ms. LU Qiaoling; and the Independent Non-executive Directors of the Company are Ms. LIU Xiaodan, Mr. CHEN Jizhong, Ms. LAM Tyng Yih, Elizabeth, Mr. WOO Ka Biu, Jackson, and Mr. JIANG Xuping.

** Note:* The appointment qualifications of Mr. ZHOU Donghui, Ms. LU Qiaoling, Ms. LIU Xiaodan and Mr. WOO Ka Biu, Jackson are subject to approval by China Banking and Insurance Regulatory Commission.

Notes:

1. ELIGIBILITY FOR ATTENDING THE EGM AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES

The EGM will be held on Friday, 21 August 2020. The H Share register of members of the Company will be closed for the purpose of determining H Share shareholders' entitlement to attend the EGM, from Tuesday, 18 August 2020 to Friday, 21 August 2020 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the EGM, H Share shareholders should ensure that all transfer documents, accompanied with the relevant share certificates, are lodged with the Company's H Share Registrar, 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 Monday, 17 August 2020.

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 of the Company.
- (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 Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time appointed for the EGM (i.e. no later than 1:30 p.m. on Thursday, 20 August 2020) (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

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.

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 except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 92 of the Articles of Association.

5. MISCELLANEOUS

- (1) The Extraordinary General Meeting 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 address of China Securities Depository and Clearing Corporation Limited Shanghai Branch is: Level 36, China Insurance Building, 166 East Lujiazui Road, Pudong New District, Shanghai, the People's Republic of China.
- (4) The registered office of the Company is at:

No.1 Zhongshan South Road, Huangpu District, Shanghai, the People's Republic of China
Postal Code: 200010

Contact office: Office of the Board of Directors

Contact Person: JIANG Zhenxiang

Telephone No.: +86 (21) 3396 8598

Facsimile No.: +86 (21) 6887 0791