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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)

### Poll Results for the Annual General Meeting

The Annual General Meeting (the “AGM”) of China Pacific Insurance (Group) Co., Ltd. (the “Company”) was held at Sheraton Dameisha Resort, Shenzhen, Guangdong, the People's Republic of China (the “PRC”) on Friday, 17 June 2016 at 1:30 p.m.

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 were entitled to attend 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>	46
Of which: Number of holders of A shares	41
Number of holders of H shares	5
<b>Total number of the voting shares held by attendees</b>	5,613,482,862
Of which: Total number of shares held by holders of A shares	3,802,175,233
Total number of shares held by holders of H shares	1,811,307,629
<b>Percentage of total number of voting shares of the Company (%)</b>	61.945298
Of which: Percentage of the shares held by holders of A shares to the total number of voting shares of the Company	41.957352
Percentage of the shares held by holders of H shares to the total number of voting shares of the Company	19.987946

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. GAO Guofu, Chairman of the board of directors of the Company.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed by the Company as the scrutineer for the vote-taking at the AGM. Whereas 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.

All resolutions as set out in the notice of the AGM dated 29 April 2016 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 Board of Directors of the Company for the year 2015	5,612,133,467 (99.975962%)	13,800 (0.000245%)	1,335,595 (0.023793%)	5,613,482,862 (100%)
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 Board of Supervisors of the Company for the year 2015	5,612,133,467 (99.975962%)	13,800 (0.000245%)	1,335,595 (0.023793%)	5,613,482,862 (100%)
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 2015	5,612,133,467 (99.975962%)	13,800 (0.000245%)	1,335,595 (0.023793%)	5,613,482,862 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
4.	To consider and approve the annual report of H shares of the Company for the year 2015	5,612,133,467 (99.975962%)	13,800 (0.000245%)	1,335,595 (0.023793%)	5,613,482,862 (100%)
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 2015	5,612,133,467 (99.975962%)	13,800 (0.000245%)	1,335,595 (0.023793%)	5,613,482,862 (100%)
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	
6.	To consider and approve the profit distribution plan of the Company for the year 2015	5,612,228,567 (99.977656%)	3,100 (0.000055%)	1,251,195 (0.022289%)	5,613,482,862 (100%)
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 for the year 2016	5,555,788,970 (98.972226%)	55,520,007 (0.989048%)	2,173,885 (0.038726%)	5,613,482,862 (100%)
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 for the year 2015	5,612,133,467 (99.975962%)	13,800 (0.000245%)	1,335,595 (0.023793%)	5,613,482,862 (100%)
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 for the year 2015	5,612,133,467 (99.975962%)	13,800 (0.000245%)	1,335,595 (0.023793%)	5,613,482,862 (100%)
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	
10.	To consider and approve the proposal on the grant of general mandate to issue new shares of the Company	4,459,137,040 (79.436192%)	1,152,982,627 (20.539524%)	1,363,195 (0.024284%)	5,613,482,862 (100%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					

*Note:* The 11th and 12th items of the business of the AGM are not listed here as the 11th item is a proposal on the contemplated routine related party transaction in respect of funds utilization for approval by holders of A shares but not by holders of H shares at the AGM and the 12th item is a report to be submitted to shareholders for review at the AGM only and not for approval. Please refer to the circular of the AGM dated 29 April 2016 for further details.

The full text of each resolution was set out in the notice of the AGM dated 29 April 2016.

## **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 RMB1.00 per share (including tax) for the year ended 31 December 2015 to the holders of H shares whose names appear on the H share register of members of the Company on Tuesday, 28 June 2016.

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 (RMB0.848173 equivalent to HK\$1.00), i.e. a final dividend of HK\$1.179005 per share.

## **Withholding 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 Tuesday, 28 June 2016.

Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC and its implementation rules and confirmed by the relevant tax authorities in the PRC 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 final dividend to individual holders of H shares whose names appear on the Company's H share register of members on Tuesday, 28 June 2016. However, if it is otherwise stated in the tax regulations and relevant tax treaties, the Company will withhold and pay individual income tax 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 refund of the over-deducted amount 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 PRC 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 Company's H share register of members on Tuesday, 28 June 2016. 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 and payment 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 Inter-connected 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)) promulgated on 17 November 2014:

- In respect of the dividends received by Mainland individual investors who invest 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, the Company will withhold individual income tax in the same way as the foregoing requirements;
- In respect of the dividends received by Mainland corporate investors that invest in the H shares of the Company via the Shanghai-Hong Kong Stock Connect Program, the Company will not withhold any income tax from the dividend and the Mainland corporate investors shall file the tax returns on their own.

## **Withholding of Income Tax for Holders of A Shares via the Shanghai Stock Connect**

For investors of the Hong Kong Stock Exchange (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 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 withholding and payment with the tax authorities, and the after-tax cash dividend will be RMB0.90 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 tax rate of lower than 10%, those enterprises and individuals may apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the 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 are requested to read this announcement carefully. Shareholders are recommended to consult their taxation 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. The final dividends will be distributed by the Receiving Agent on or about Thursday, 11 August 2016. Relevant cheques will be dispatched to holders of H shares by surface post at their own risk.

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.

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

Shanghai, the PRC, 17 June 2016

*As of the date of this announcement, 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. LEE Ka Sze, Carmelo, Mr. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. GAO Shanwen.*