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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

The board of directors (the “**Board**”) of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) proposed to make certain amendments (the “**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 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 as soon as practicable.

The Proposed Amendments to the Articles of Association are as follow:

| Serial Number of Provisions | Existing Provisions in the Articles | Provisions after the Proposed Amendments |
|-----------------------------|--|--|
| Article 10 | 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. | 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. |
| Article 61 | 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. | 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 5 % 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 5 % or more of the total share capital of the Company or such other ratio as may be approved by the CIRC, whichever is higher. |

| Serial Number of Provisions | Existing Provisions in the Articles | Provisions after the Proposed Amendments |
|-----------------------------|---|---|
| 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> | <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> <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> |

| Serial Number of Provisions | Existing Provisions in the Articles | Provisions after the Proposed Amendments |
|-----------------------------|--|---|
| 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> | <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 Provisions | Existing Provisions in the Articles | Provisions after the Proposed Amendments |
|-----------------------------|---|--|
| Article 89 | <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>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 Provisions | Existing Provisions in the Articles | Provisions after the Proposed Amendments |
|-----------------------------|---|--|
| Article 90 | <p>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.</p> | <p>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.</p> |
| Article 119 | <p>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.</p> | <p>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.</p> |

| Serial Number of Provisions | Existing Provisions in the Articles | Provisions after the Proposed Amendments |
|-----------------------------|---|---|
| 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> | <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> |

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|-----------------------------|---|---|
| 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> | <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> |
| 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> | <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, <u>compliance officer,</u> professional directors and other senior management of the Company;</p> |

| Serial Number of Provisions | Existing Provisions in the Articles | Provisions after the Proposed Amendments |
|-----------------------------|---|--|
| Article 215 | 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>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> |

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

Hong Kong, 21 February 2017

As at 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.