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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) will be held in InterContinental Chengdu Global Center, Sichuan Province, the PRC at 2:00 p.m. on Wednesday, 27 December 2017 (the “**EGM**”) for the purposes of considering and, if thought fit, passing the following resolutions. Unless the context otherwise requires, the expressions used in this notice have the same meanings as defined in the circular of the Company dated 10 November 2017.

### **ORDINARY RESOLUTION**

1. To consider and approve the appointment of Mr. HE Qing as an executive director of the 8th session of the Board of Directors of the Company.

### **SPECIAL RESOLUTIONS**

2. To consider and approve the proposed amendments to the Articles of Association in the manner stipulated in the section entitled “2. Proposed Amendments to the Articles of Association, the Procedural Rules for Shareholders’ General Meetings and the Procedural Rules for the Board” as set out in the circular of the Company dated 10 November 2017 and to authorize the chairman or his authorized person to make such revisions to the Proposed Amendments to the Articles of Association as he deems necessary and appropriate in accordance with the requirements for amendments of regulatory authorities during the Company’s approval process for the amended Articles of Association.

3. To consider and approve the proposed amendments to the Procedural Rules for Shareholders' General Meetings in the manner stipulated in the section entitled "2. Proposed Amendments to the Articles of Association, the Procedural Rules for Shareholders' General Meetings and the Procedural Rules for the Board" as set out in the circular of the Company dated 10 November 2017 and to authorize the chairman or his authorized person to make such revisions to the Proposed Amendments to the Procedural Rules for Shareholders' General Meetings as he deems necessary and appropriate in accordance with the requirements for amendments of regulatory authorities during the Company's approval process for the amended Procedural Rules for Shareholders' General Meetings.
  
4. To consider and approve the proposed amendments to the Procedural Rules for the Board in the manner stipulated in the section entitled "2. Proposed Amendments to the Articles of Association, the Procedural Rules for Shareholders' General Meetings and the Procedural Rules for the Board" as set out in the circular of the Company dated 10 November 2017 and to authorize the chairman or his authorized person to make such revisions to the Proposed Amendments to the Procedural Rules for the Board as he deems necessary and appropriate in accordance with the requirements for amendments of regulatory authorities during the Company's approval process for the amended Procedural Rules for the Board.

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

Shanghai, the PRC, 10 November 2017

*Notes:*

### **1. Eligibility for attending the EGM and closure of register of members for H Shares**

The EGM will be held on Wednesday, 27 December 2017. The H Share Register of Members of the Company will be closed for the purpose of determining holders of H Shares entitlement to attend the EGM, from Monday, 27 November 2017 to Wednesday, 27 December 2017 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the EGM, holders of H Shares should ensure that all transfer documents, accompanied with the relevant share certificates, are lodged with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Friday, 24 November 2017.

### **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 documents of authorization must be notarized. To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other documents of authorization must be delivered to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time appointed for the EGM (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**

- (1) 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.
- (2) Shareholders of the Company intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Thursday, 7 December 2017.

### **4. Voting by poll**

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a Shareholders' 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 91 of the Articles of Association.

## 5. Miscellaneous

- (1) The EGM is expected to be held for half a working day. Shareholders who attend the EGM 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:

South Tower, Bank of Communications Financial Building, 190 Central Yincheng Road, Pudong New District, Shanghai, the People's Republic of China

Postal Code: 200120

Contact Office: Office of the Board of Directors

Contact Person: JIANG Zhenxiang

Telephone No.: 86 (21) 3396 8598

Facsimile No.: 86 (21) 6887 0791

*As of the date of this notice, the Executive Director of the Company is Mr. KONG Qingwei; the Non-executive Directors of the Company are Mr. WANG Jian, 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.*