
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Pacific Insurance (Group) Co., Ltd. (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED ELECTION OF MS. CHEN XIN AS AN INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE TENTH SESSION OF
THE BOARD OF DIRECTORS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of China Pacific Insurance (Group) Co., Ltd. to be held at China Pacific Insurance (Group) Co., Ltd., 201 Tianlin Road, Xuhui District, Shanghai at 2:30 p.m. on Monday, 14 October 2024 is set out on pages 6 to 8 of this circular.

If you intend to appoint a proxy to attend the Extraordinary General Meeting, you are required to complete and return the proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, in any event served by hand or by post not less than 24 hours before the time (at 2:30 p.m. on Sunday, 13 October 2024) stipulated for convening the Extraordinary General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting or at any adjourned meeting thereof in person if you so wish.

23 September 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“A Share(s)”	domestic share(s) of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in RMB
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company” or “the Company”	China Pacific Insurance (Group) Co., Ltd., a joint stock company incorporated in the PRC with limited liability
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the second extraordinary general meeting of the Company for the year 2024 to be held at China Pacific Insurance (Group) Co., Ltd., 201 Tianlin Road, Xuhui District, Shanghai at 2:30 p.m. on Monday, 14 October 2024
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“HKSE” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars

DEFINITIONS

“Independent Director(s)” or “Independent Non-executive Director(s)”	independent non-executive Director(s) of the Company
“Non-executive Director(s)”	non-executive Director(s) of the Company
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China, and Taiwan region
“RMB” or “Yuan”	the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares of the Company
“Supervisor(s)”	supervisor(s) of the Company
“SSE”	Shanghai Stock Exchange

Note: If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

LETTER FROM THE BOARD



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)

Executive Director and Chairman:

Mr. FU Fan

Executive Director and President:

Mr. ZHAO Yonggang

Non-executive Directors:

Mr. HUANG Dinan

Mr. WANG Tayu

Mr. CHEN Ran

Mr. ZHOU Donghui

Mr. XIE Weiqing*

Ms. LU Qiaoling

Mr. CAI Qiang, John*

Mr. John Robert DACEY

Registered Office:

1 South Zhongshan Road

Huangpu District

Shanghai 200010

The PRC

Place of Business in Hong Kong:

Suite 4301, 43/F., Central Plaza

18 Harbour Road, Wanchai, Hong Kong

Independent Non-executive Directors:

Ms. LIU Xiaodan

Ms. LAM Tyng Yih, Elizabeth

Ms. LO Yuen Man, Elaine

Mr. CHIN Hung I David

Mr. JIANG Xuping

**Note: The appointment qualifications of Mr. XIE Weiqing and Mr. CAI Qiang, John are subject to the approval by the regulatory authorities.*

Hong Kong, 23 September 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF MS. CHEN XIN AS AN INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE TENTH SESSION OF
THE BOARD OF DIRECTORS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the EGM to be held at China Pacific Insurance (Group) Co., Ltd., 201 Tianlin Road, Xuhui District, Shanghai at 2:30 p.m. on Monday, 14 October 2024.

The purpose of this circular is to provide you with the notice of the EGM and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM.

2. PROPOSED ELECTION OF MS. CHEN XIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE TENTH SESSION OF THE BOARD OF DIRECTORS

Ms. LIU Xiaodan (“**Ms. LIU**”), an Independent Non-executive Director of the Company, tendered her resignation to the Board on 28 August 2024 and Ms. LIU has confirmed that she has no disagreement with the Board of the Company and there are no matters that need to be brought to the attention of the Shareholders and creditors of the Company in relation to her resignation. In accordance with the provisions of the Company Law, the Articles of Association and the Hong Kong Listing Rules, the Board now proposes to elect Ms. CHEN Xin (“**Ms. CHEN**”) as Independent Non-executive Director of the tenth session of the Board with the term of office expiring at the end of the tenth session of the Board and eligible for re-election upon the election at the general meeting of the Company. Her appointment as an Independent Non-executive Director is subject to the approval of the Shareholders at the EGM and the approval of the regulatory authorities.

On the basis of the Company’s requirements about Independent Director, the Nomination and Remuneration Committee identified the candidate of Independent Director in the market through market-oriented employment channels, and collected information about the occupation, academic qualification, professional title, detailed work experience and all concurrent posts of the short-listed candidates. After seeking consent of the nomination from the nominee, the Nomination and Remuneration Committee convened a meeting to review the qualification of the first-round nominees based on the employment conditions, and submitted a proposal and related documents of the candidate of Independent Director to the Board. Ms. CHEN confirmed in writing that she satisfied the requirements of independence under regulatory rules of the SSE, the HKSE and other authorities. Ms. CHEN further confirmed (i) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) that she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence. Subsequent to the factors above, the Board considers that Ms. CHEN is an independent person of the Company. The Board holds the opinion that candidate of Independent Director, Ms. CHEN, has professional qualifications and extensive experience in financial investments, and will provide the Board with professional advice in relevant fields.

LETTER FROM THE BOARD

As such, Ms. CHEN is capable of providing valuable opinions to the Board in terms of financial investments, and diversity of Board members can be achieved through consideration of a number of factors, such as age, gender, cultural and educational background, or professional experience, skills and expertise upon her election as Independent Non-executive Director.

The biographical details of Ms. CHEN are set out below for the Shareholders to make an informed decision on the relevant resolution at the EGM in accordance with the requirements of Rule 13.51(2) under the Hong Kong Listing Rules.

Ms. CHEN Xin, born in November 1968, currently serves as an independent non-executive director in China Merchants Securities Co., Ltd. (SSE Stock Code: 600999, HKSE Stock Code: 06099), which is listed on the SSE and the HKSE.

Ms. CHEN previously served as a member of the Executive Committee and the Head of China market of Banque Internationale à Luxembourg S.A., the head of the preparatory group of London Branch, the chief representative of London Representative Office and the General Manager of London Branch of Shanghai Pudong Development Bank Co., Ltd. (a company listed on the SSE, SSE Stock Code: 600000). Prior to the above, Ms. CHEN also served as a deputy section chief of the Reserve Management Division of the Foreign Exchange Business Department (外匯業務司儲備管理處), section chief of the Clearing Division of the Reserve Management Department (儲備管理司清算處) of SAFE (the State Administration of Foreign Exchange), dealer of the dealing room of the People's Bank of China Representative Office for Europe, section chief of the Risk Management Division (風險管理處), deputy head of the Comprehensive Division (綜合處), head of the Internal Audit Division & Human Resource Division (內部審計處兼人力資源處) of the Reserve Management Department of SAFE, the head and chief dealer of the Dealing Room of the People's Bank of China Representative Office for Europe, General Manager of China Huaou Investment Company Limited (中國華歐投資有限公司) (Ginkgo Tree Investment Co., Ltd (銀杏樹投資有限公司)), deputy head of the preparatory group and the deputy CEO of Agricultural Bank of China (UK) Ltd.

Ms. CHEN holds a master's degree.

There is no service contract entered into between Ms. CHEN and the Company. The emoluments of Ms. CHEN will be determined according to relevant emolument policies of the Company. Upon the formal assumption of duties of the aforesaid Director, the Company will disclose her remuneration in the annual report in accordance with the requirements of regulatory authorities.

LETTER FROM THE BOARD

Save as disclosed above, Ms. CHEN did not hold any directorships in any other listed companies in the last three years nor any other positions in the Company or any of its subsidiaries, has no relationship with any Directors, Supervisors, senior management, substantial Shareholders of the Company, nor does she have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

In addition, there is no information about Ms. CHEN required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

3. THE EGM

Along with this circular, the proxy form for the EGM is also enclosed herewith. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, in any event served by hand or by post not less than 24 hours before the time (before 2:30 p.m. on Sunday, 13 October 2024) stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting thereof in person if you so wish.

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 vote by poll in relation to the proposed resolution at the EGM in accordance with the requirements of Article 92 of the Articles of Association.

5. RECOMMENDATION

The Board of Directors considers that the resolution to be proposed at the EGM is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board of Directors recommends that the Shareholders vote in favour of the resolution to be proposed at the EGM.

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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting (“EGM” or “**Extraordinary General Meeting**”) for the year 2024 of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) will be held at China Pacific Insurance (Group) Co., Ltd., 201 Tianlin Road, Xuhui District, Shanghai at 2:30 p.m. on Monday, 14 October 2024, for the purpose of considering, and if thought fit, passing the following resolution. Unless the context otherwise requires, capitalised terms used in this notice shall have the same meaning as defined in the circular of the Company dated 23 September 2024.

AS ORDINARY RESOLUTION:

1. To consider and approve the election of Ms. CHEN Xin as an Independent Non-executive Director of the tenth session of the Board of Directors

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.

FU Fan

Chairman

Hong Kong, 23 September 2024

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Note:

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

The EGM will be held on Monday, 14 October 2024. 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, 8 October 2024 to Monday, 14 October 2024 (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, 7 October 2024.

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 2:30 p.m. on Sunday, 13 October 2024) (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.

NOTICE OF THE EXTRAORDINARY GENERAL 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 the proposed resolution 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: No. 188 Yanggao South Road, Pudong New District, Shanghai, the PRC.
- (4) The registered office of the Company is at:

No.1 Zhongshan South Road, Huangpu District, Shanghai, the PRC
Postal Code: 200010
Contact office: Office of the Board of Directors
Contact Person: XU Jing
Telephone No.: 86 (21) 3396 1293
Facsimile No.: 86 (21) 6887 0791
E-mail address: ir@cpic.com.cn