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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

and

## Announcement relating to Election of Directors of the 6th session of the Board of Directors and the Board of Supervisors

The Annual General Meeting (the "**AGM**") of China Pacific Insurance (Group) Co., Ltd. (the "**Company**") was held at Sheraton Dameisha Resort, 9 Yankui Road, Shenzhen, the PRC on Thursday, 3 June 2010 at 9:00 a.m.

As at the date of the AGM, the Company has issued 6,286,700,000 domestic shares and 2,313,300,000 overseas listed foreign 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 was are follows:

Number of s	27	
Of which:	Number of A shareholders	22
	Number of H shareholders	5
Total numbe	er of the voting shares held by attendees	5,735,757,769
Of which:	Total number of shares held by A shareholders	3,995,883,379
	Total Number of shares held by H shareholders	1,739,874,390
Percentage of	66.69	
Of which:	Percentage of the shares held by A shareholders to the total number of voting shares of the Company	46.46
	Percentage of the shares held by H shareholders to the total number of voting shares of the Company	20.23

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, in conjunction with King & Wood PRC Lawyers acted as scrutineers for the vote-taking at the AGM.

To the best of the knowledge, information and belief of the Directors, 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 19 April 2010 were voted by poll. The poll results in respect of the resolutions proposed at the AGM are as follows:

		Number. of Votes (%)			Total
	<b>Ordinary Resolutions</b>	For	Against	Abstain	Number of Votes
1.	To consider and approve the resolution on the Report of the Board of Directors of China Pacific Insurance (Group) Co., Ltd. for the year 2009	5,735,756,969 (99.999986%)	400 (0.000007%)	400 (0.000007%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.		of this resolution	on, the resolution	n was duly
2.	To consider and approve the resolution on the Report of the Board of Supervisors of China Pacific Insurance (Group) Co., Ltd. for the year 2009	5,735,756,969 (99.999986%)	400 (0.000007%)	400 (0.000007%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.		of this resolution	on, the resolution	n was duly
3.	To consider and approve the resolution on the Report of the Final Accounts of China Pacific Insurance (Group) Co., Ltd. for the year 2009	5,684,150,749 (99.100258%)	400 (0.000007%)	51,606,620 (0.899735%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.	ere cast in favour	of this resolution	on, the resolution	n was duly
4.	To consider and approve the resolution on the full text and the summary of 2009 Annual Report of A Shares of China Pacific Insurance (Group) Co., Ltd.	5,683,861,988 (99.095224%)	400 (0.000007%)	51,895,381 (0.904769%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.		of this resolution	on, the resolution	n was duly
5.	To consider and approve the resolution on the 2009 Annual Report of H Shares of China Pacific Insurance (Group) Co., Ltd.	5,683,862,188 (99.095227%)	400 (0.000007%)	51,895,181 (0.904766%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.	ere cast in favour	of this resolution	on, the resolution	n was duly

		Number. of Votes (%)			Total
	<b>Ordinary Resolutions</b>	For Against		Abstain	- Number of Votes
6.	To consider and approve the resolution on Profit Distribution Plan of China Pacific Insurance (Group) Co., Ltd. for the year 2009	5,735,757,169 (99.999990%)	200 (0.000003%)	400 (0.000007%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.	ere cast in favour	of this resolution	on, the resolution	n was duly
7.	To consider and approve the resolution on the appointment of Ernst & Young Hua Ming and Ernst & Young as the auditors of China Pacific Insurance (Group) Co., Ltd.	5,735,756,969 (99.999986%)	400 (0.000007%)	400 (0.000007%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.	ere cast in favour	of this resolution	on, the resolution	n was duly
8.	To consider and approve the resolution on the Remuneration Management System of Directors and Supervisors of China Pacific Insurance (Group) Co., Ltd.	5,735,756,969 (99.999986%)	400 (0.000007%)	400 (0.000007%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.	ere cast in favour	of this resolution	on, the resolution	n was duly
9.	To consider and approve the resolution on the 2009 Due Diligence Report of the Directors of China Pacific Insurance (Group) Co., Ltd.	5,735,756,969 (99.999986%)	400 (0.000007%)	400 (0.000007%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.	ere cast in favour	of this resolution	on, the resolution	n was duly
10.	To consider and approve the resolution on the Report on Performance of Independent Directors of China Pacific Insurance (Group) Co., Ltd. for the year 2009	5,735,756,569 (99.999979%)	400 (0.000007%)	800 (0.000014%)	5,735,757,769 (100%)
	As more than half of the votes we passed as an ordinary resolution.	ere cast in favour	of this resolution	on, the resolution	n was duly
11.	To consider and approve the resolutions on the election of candidates of Directors of the 6th session of the Board of Directors of China Pacific Insurance (Group) Co., Ltd.: (1) To consider and approve Mr. GAO Guofu as the Executive Director of the Company	5,731,367,969 (99.923466%)	4,389,000 (0.076520%)	800 (0.000014%)	5,735,757,769 (100%)

ary resolution d approve hai as the ector of the of the votes w ary resolution d approve	5,732,607,569 (99.945078%) vere cast in favour	Against 3,149,600 (0.054912%) of this resolutio 3,149,400 (0.054908%)	Abstain 800 (0.000014%) on, the resolution 800 (0.000014%)	
g as the of the votes w ary resolution d approve hai as the ector of the of the votes w ary resolution d approve	(99.945074%) vere cast in favour 5,732,607,569 (99.945078%) vere cast in favour	(0.054912%) of this resolutio 3,149,400	(0.000014%) on, the resolution 800	(100%) n was duly
of the votes w ary resolution d approve hai as the ector of the of the votes w ary resolution d approve	vere cast in favour 5,732,607,569 (99.945078%) vere cast in favour	of this resolution 3,149,400	on, the resolution	ı was duly
ary resolution d approve hai as the ector of the of the votes w ary resolution d approve	5,732,607,569 (99.945078%) vere cast in favour	3,149,400	800	
hai as the ector of the of the votes w ary resolution d approve	(99.945078%) vere cast in favour			
ector of the of the votes w ary resolution d approve	vere cast in favour	(0.054908%)	(0,0000140/)	5,735,757,769
ary resolution d approve			(0.000014%)	(100%)
		of this resolution	on, the resolution	n was duly
	5,730,551,769	5,205,200	800	5,735,757,769
g as the Non- of the	(99.909236%)	(0.090750%)	(0.000014%)	(100%)
of the votes w ary resolution	vere cast in favour	of this resolution	on, the resolution	n was duly
d approve	5,732,607,369	3,149,600	800	5,735,757,769
dong as the ector of the	(99.945074%)	(0.054912%)	(0.000014%)	(100%)
of the votes w ary resolution	vere cast in favour	of this resolution	on, the resolution	n was duly
d approve	5,731,367,769	4,389,200	800	5,735,757,769
n, Janine as Director of	(99.923463%)	(0.076523%)	(0.000014%)	(100%)
of the votes w ary resolution	vere cast in favour	of this resolution	on, the resolution	n was duly
d approve	5,732,607,369	3,149,600	800	5,735,757,769
gran as the rector of the	(99.945074%)	(0.054912%)	(0.000014%)	(100%)
of the votes w ary resolution	vere cast in favour	of this resolution	on, the resolution	n was duly
d approve	5,732,607,369	3,149,600	800	5,735,757,769
the Non- of the	(99.945074%)	(0.054912%)	(0.000014%)	(100%)
		of this resolution	on, the resolution	n was duly
d approve	5,732,607,369	3,149,600	800	5,735,757,769
to as the rector of the	(99.945074%)	(0.054912%)	(0.000014%)	(100%)
a c	ry resolution l approve o as the ector of the of the votes w	approve o as the ector of the5,732,607,369 (99.945074%)	rry resolution.approve o as the ector of the $5,732,607,369$ (99.945074%) $3,149,600$ (0.054912%)of the votes were cast in favour of this resolution	I approve o as the ector of the $5,732,607,369$ (99.945074%) $3,149,600$ (0.054912%) $800$ (0.000014%)of the votes were cast in favour of this resolution, the resolution

	Number. of Votes (%)			Total		
<b>Ordinary Resolutions</b>	For	Against	Abstain	Number of Votes		
(10) To consider and approve Ms. XU Fei as the Non- executive Director of the Company	5,732,607,369 (99.945074%)	3,149,600 (0.054912%)	800 (0.000014%)	5,735,757,769 (100%)		
As more than half of the votes w passed as an ordinary resolution.		of this resolution	on, the resolution	n was duly		
(11) To consider and approve Mr. XU Shanda as the Independent Non-executive Director of the Company	5,732,609,969 (99.945120%)	3,147,000 (0.054866%)	800 (0.000014%)	5,735,757,769 (100%)		
As more than half of the votes w passed as an ordinary resolution.		of this resolution	on, the resolution	n was duly		
(12) To consider and approve Mr. CHANG Tso Tung Stephen as the Independent Non-executive Director of the Company	5,732,609,769 (99.945116%)	3,147,200 (0.054870%)	800 (0.000014%)	5,735,757,769 (100%)		
As more than half of the votes w passed as an ordinary resolution.		of this resolution	on, the resolution	n was duly		
(13) To consider and approve Mr. LI Ruoshan as the Independent Non-executive Director of the Company	5,732,609,969 (99.945120%)	3,147,000 (0.054866%)	800 (0.000014%)	5,735,757,769 (100%)		
As more than half of the votes w passed as an ordinary resolution.		of this resolution	on, the resolution	n was duly		
(14) To consider and approve Mr. YUEN Tin Fan as the Independent Non-executive Director of the Company	5,732,608,969 (99.945102%)	3,148,400 (0.054891%)	400 (0.000007%)	5,735,757,769 (100%)		
As more than half of the votes w passed as an ordinary resolution.		of this resolution	on, the resolution	n was duly		
(15) To consider and approve Mr. XIAO Wei as the Independent Non-executive Director of the Company	5,732,609,769 (99.945116%)	3,147,200 (0.054870%)	800 (0.000014%)	5,735,757,769 (100%)		
As more than half of the votes w passed as an ordinary resolution.	on, the resolution	n was duly				
12.To consider and approve the resolutions on the election of candidates of Supervisors of the 6th session of the Board of Supervisors of China Pacific Insurance (Group) Co., Ltd.: (1) to consider and approve Mr. ZHANG Jianwei as the non-employee representative	5,733,238,169 (99.956072%)	2,519,200 (0.043921%)	400 (0.000007%)	5,735,757,769 (100%)		
supervisor of the Company As more than half of the votes w						

	Nun	Number. of Votes (%)			
<b>Ordinary Resolutions</b>	For	Against	Abstain	Number of Votes	
(2) to consider and approve Ms. LIN Lichun as the non- employee representative supervisor of the Company	5,733,237,969 (99.956069%)	2,519,400 (0.043924%)	400 (0.000007%)	5,735,757,769 (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 Mr. ZHOU Zhuping as the non-employee representative supervisor of the Company	5,729,669,741 (99.893858%)	6,087,628 (0.106135%)	400 (0.000007%)	5,735,757,769 (100%)	
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

	Number. of Vote (%)			Total	
Special Resolutions	For	Against	Abstain	Number of Vote	
		800 (0.000014%) favour of this re	705,700 (0.012304%) solution, the res	5,735,757,769 (100%) olution was	
To consider and approve the resolution on the proposed amendments to the Procedural Rules of the Shareholders' General Meeting of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the vo	5,734,483,669 (99.977787%) otes were cast in :	400 (0.000007%) favour of this re	1,273,700 (0.022206%) solution, the res	5,735,757,769 (100%)	
To consider and approve the resolution on the proposed amendments to the Interim Management Measures on Connected Transaction of H Shares of China Pacific Insurance (Group) Co., Ltd.	5,735,756,969 (99.999986%)	400 (0.000007%)	400 (0.000007%)	5,735,757,769 (100%)	
duly passed as a special resolutio To consider and approve the resolution put forward at the Shareholders' general meeting on the grant of general mandate to issue new shares of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the ver	n. 5,728,693,281 (99.876835%)	6,794,088 (0.118451%)	270,400 (0.004714%)	5,735,757,769 (100%)	
	resolution on the proposed amendments to the Articles of Association of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the vo duly passed as a special resolution To consider and approve the resolution on the proposed amendments to the Procedural Rules of the Shareholders' General Meeting of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the vo duly passed as a special resolution To consider and approve the resolution on the proposed amendments to the Interim Management Measures on Connected Transaction of H Shares of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the vo duly passed as a special resolution To consider and approve the resolution put forward at the Shareholders' general meeting on the grant of general mandate to issue new shares of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the vo	resolution on the proposed amendments to the Articles of Association of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the votes were cast in duly passed as a special resolution. To consider and approve the resolution on the proposed amendments to the Procedural Rules of the Shareholders' General Meeting of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the votes were cast in duly passed as a special resolution. To consider and approve the resolution on the proposed amendments to the Interim Management Measures on Connected Transaction of H Shares of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the votes were cast in duly passed as a special resolution. To consider and approve the resolution on the proposed amendments to the Interim Management Measures on Connected Transaction of H Shares of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the votes were cast in duly passed as a special resolution. To consider and approve the resolution put forward at the Shareholders' general mandate to issue new shares of China Pacific Insurance (Group) Co., Ltd.	resolution on the proposed amendments to the Articles of Association of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the votes were cast in favour of this re duly passed as a special resolution. To consider and approve the resolution on the proposed amendments to the Procedural Rules of the Shareholders' General Meeting of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the votes were cast in favour of this re duly passed as a special resolution. To consider and approve the resolution on the proposed amendments to the Interim Management Measures on Connected Transaction of H Shares of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the votes were cast in favour of this re duly passed as a special resolution. To consider and approve the resolution on the proposed amendments to the Interim Management Measures on Connected Transaction of H Shares of China Pacific Insurance (Group) Co., Ltd. To consider and approve the resolution put forward at the Shareholders' general meeting on the grant of general mandate to issue new shares of China Pacific Insurance (Group) Co., Ltd. As more than two-thirds of the votes were cast in favour of this re duly passed as a special resolution.	resolution on the proposed amendments to the Articles of Association of China Pacific Insurance (Group) Co., Ltd.(0.000014%)(0.012304%)As more than two-thirds of the votes were cast in favour of this resolution, the res duly passed as a special resolution.5,734,483,669 (99.977787%)4001,273,700To consider and approve the resolution on the proposed amendments to the Procedural Rules of the Shareholders' General Meeting of China Pacific Insurance (Group) Co., Ltd.5,734,483,669 (99.977787%)4001,273,700To consider and approve the resolution on the proposed amendments to the Procedural Rules of the Shareholders' General Meeting of China Pacific Insurance (Group) Co., Ltd.5,735,756,969 (99.999986%)400400To consider and approve the resolution on the proposed amendments to the Interim Management Measures on Connected Transaction of H Shareholders' general meeting on the grant of general meet	

The full text of each resolution was set out in the notice of the AGM dated 19 April 2010.

#### Election of Directors of the 6th session of the Board of Directors

Through the votes of the shareholders at the AGM, the election and re-election of all the director candidates of the 6th session of the Board of Directors were duly approved by the shareholders of the Company. According to the relevant regulatory requirements, the appointment of each of Mr. GAO Guofu, Mr. HUO Lianhong, Mr. YANG Xianghai, Mr. ZHOU Ciming, Mr. YANG Xiangdong, Ms. FENG Junyuan, Janine, Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo, Ms. XU Fei, Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. YUEN Tin Fan and Mr. XIAO Wei as directors of the 6th session of the Board of Directors took effect on the date of the AGM. However, the appointment qualification of each of Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo and Ms. XU Fei is still subject to the approval of the China Insurance Regulatory Commission (the "CIRC"). The biographical details of the above Directors were set out in the circular to the shareholders of the Company dated 19 April 2010.

In respect of the biographical details of Ms. XU Fei, in addition to the information as set out in the circular to the shareholders of the Company dated 19 April 2010, Ms. XU is currently chairman of Shanghai Young Sun Investment Co., Ltd, a company listed on the Shanghai Stock Exchange.

The term of office of Mr. HUANG Kongwei and Mr. XU Hulie, each being a Director of the 5th session of the Board of the Company, has expired. The Company would like to thank Mr. HUANG Kongwei and Mr. XU Hulie for their contributions to the Company made during their period of service.

#### Election of Supervisors of the 6th session of the Board of Supervisors

Through the votes of shareholders at the AGM, the election and re-election of all the supervisor candidates of the 6th session of the Board of Supervisors were duly approved by shareholders of the Company. According to the relevant regulatory requirements, the appointment of each of Mr. ZHANG Jianwei, Ms. LIN Lichun and Mr. ZHOU Zhuping as supervisors of the 6th session of Board of Supervisors took effect on the date of the AGM. However, the appointment qualification of each of them is still subject to the approval of CIRC. The biographical details of the above Supervisors were set out in the circular to the shareholders of the Company dated 19 April 2010.

The term of office of Mr. MA Guoqiang, being a Supervisor of the 5th session of the Board of the Company, has expired. The Company would like to thank Mr. MA Guoqiang for his contribution to the Company during his period of service.

#### **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 RMB0.30 per share (inclusive of tax) for the year ended 31 December 2010 to the H Share shareholders whose names appeared on the H Share register of members of the Company on Thursday, 3 June 2010.

According to Articles of Association of the Company, 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 (RMB0.876504 equivalent to HK\$1.00), i.e. a final dividend of HK\$0.342269 per share.

According to the Law on Corporate Income Tax of the People's Republic of China and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Company is required to withhold 10% corporate income tax before distributing the 2009 dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company. Any shares registered in the names of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax.

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 H Shares shareholders. The final dividends will be distributed by the Receiving Agent on or before Thursday, 8 July 2010. Relevant cheques will be dispatched to H Shares shareholders 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, 4 June 2010

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. YANG Xianghai, Mr. ZHOU Ciming, Mr. YANG Xiangdong, Ms. FENG Junyuan, Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo and Ms. XU Fei; and the independent non-executive Directors of the Company are Mr. XU Shanda, Mr. CHANG Tso Tung Stephen, Mr. LI Ruoshan, Mr. YUEN Tin Fan and Mr. XIAO Wei.

*Note:* The appointment qualifications of Mr. WANG Chengran, Mr. WU Jumin, Mr. ZHENG Anguo and Ms. XU Fei are subject to the approval of CIRC.