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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 on Election of Directors for  
the 7th session of the Board of Directors**

The Annual General Meeting (the “AGM”) of China Pacific Insurance (Group) Co., Ltd. (the “Company”) was held at InterContinental Hotels & Resorts, Foshan, the People's Republic of China on Thursday, 29 May 2014 at 9:00 a.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>	33
Of which: Number of A shareholders	23
Number of H shareholders	10
<b>Total number of the voting shares held by attendees</b>	6,022,680,332
Of which: Total number of shares held by A shareholders	3,974,689,859
Total number of shares held by H shareholders	2,047,990,473
<b>Percentage of total number of voting shares of the Company (%)</b>	66.46%
Of which: Percentage of the shares held by A shareholders to the total number of voting shares of the Company	43.86%
Percentage of the shares held by H shareholders to the total number of voting shares of the Company	22.60%

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 14 April 2014 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 2013	6,021,649,332 (99.982881%)	729,600 (0.012115%)	301,400 (0.005004%)	6,022,680,332 (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 2013	6,021,649,332 (99.982881%)	729,600 (0.012115%)	301,400 (0.005004%)	6,022,680,332 (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 2013	6,017,764,132 (99.918372%)	729,600 (0.012114%)	4,186,600 (0.069514%)	6,022,680,332 (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 2013	6,021,649,332 (99.982881%)	729,600 (0.012115%)	301,400 (0.005004%)	6,022,680,332 (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 2013	6,021,649,332 (99.982881%)	729,600 (0.012115%)	301,400 (0.005004%)	6,022,680,332 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
6.	To consider and approve the profit distribution plan of the Company for the year 2013	6,022,480,332 (99.996679%)	0 (0%)	200,000 (0.003321%)	6,022,680,332 (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 2014	6,021,730,462 (99.984228%)	729,600 (0.012115%)	220,270 (0.003657%)	6,022,680,332 (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 2013	6,021,649,262 (99.982880%)	729,600 (0.012114%)	301,470 (0.005006%)	6,022,680,332 (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 2013	6,021,649,262 (99.982880%)	729,600 (0.012114%)	301,470 (0.005006%)	6,022,680,332 (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	
10.	To consider and approve Ms. HA Erman as a Non-executive Director for the 7th session of the Board	5,938,767,333 (98.606717%)	83,692,799 (1.389627%)	220,200 (0.003656%)	6,022,680,332 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
11.	To consider and approve Mr. GAO Shanwen as an Independent Non-executive Director for the 7th session of the Board	6,021,203,232 (99.975474%)	1,256,900 (0.020870%)	220,200 (0.003656%)	6,022,680,332 (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 Vote (%)			Total Number of Votes
		For	Against	Abstain	
12.	To consider and approve the proposal on the grant of general mandate to issue new shares of the Company	4,845,607,078 (80.455990%)	1,173,267,682 (19.480823%)	3,805,572 (0.063187%)	6,022,680,332 (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 13th item of the business of the AGM is not listed here as it is a report to be submitted to Shareholders for review at the AGM only and not for approval. Please refer to the AGM circular dated 14 April 2014 for further details.

The full text of each resolution was set out in the notice of the AGM dated 14 April 2014.

## **Election of Directors for the 7th session of the Board of Directors**

Through the votes of the shareholders at the AGM, the election of the two Director candidates of the 7th 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 Ms. HA Erman and Mr. GAO Shanwen as Directors for the 7th session of the Board of Directors took effect on the date of the AGM. However, the appointment of each of Ms. HA Erman and Mr. GAO Shanwen 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 14 April 2014.

## **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 RMB0.40 per share (including tax) for the year ended 31 December 2013 to the H share shareholders whose names appeared on the H share register of members of the Company on Tuesday, 10 June 2014.

According to 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 (RMB0.795576 equivalent to HK\$1.00), i.e. a final dividend of HK\$0.502780 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 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 on Tuesday, 10 June 2014.

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 individual income tax at the tax rate of 10% when it distributes the final dividend to individual holders of H shares appeared on the Company's H share register of members on Tuesday, 10 June 2014. However, if it is otherwise stated in the tax regulations and relevant tax treaty, the Company will withhold individual income tax based on their dividend at the required tax rate and in accordance with the relevant procedures. If the applicable dividend tax rate is less than 10%, the individual H share shareholders 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 the enterprise income tax as well as the individual income tax as required by law for H share shareholders whose names appeared on the Company's H share register of members on Tuesday, 10 June 2014. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H share shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H share shareholders or any disputes over the withholding mechanism or arrangements.

All investors are requested to read this announcement carefully. Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

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 Friday, 18 July 2014. 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, 29 May 2014

*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 Chengran, Ms. SUN Xiaoning, Mr. YANG Xianghai, 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. LAM Chi Kuen, Mr. ZHOU Zhonghui, Mr. FOK Kwong Man and Mr. GAO Shanwen.*

*\*Note:* The appointment of each of Ms. HA Erman and Mr. GAO Shanwen. is subject to the approval of CIRC.