

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)**

## **PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of China Pacific Insurance (Group) Co., Ltd. (the “**Company**”) hereby announces with great sadness that Mr. Fok Kwong Man (“**Mr. Fok**”), the independent non-executive director of the Company and chairman of the nomination and remuneration committee (the “**Nomination and Remuneration Committee**”) of the Board, passed away on 18 June 2015 following illness. The Board would like to express its sincere appreciation to the late Mr. Fok for his valuable contribution to the Company and to convey its deepest condolences to the family of the late Mr. Fok.

### **Non-compliance with Listing Rules**

Pursuant to Rule 3.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 14 (the “**Corporate Governance Code**”) of the Listing Rules, the majority members of the nomination committee and remuneration committee shall be independent non-executive directors, the remuneration committee shall be chaired by an independent non-executive director and the nomination committee shall be chaired by either the chairman of the board or an independent non-executive director. Following the passing away of Mr. Fok, he ceased to be chairman of the Nomination and Remuneration Committee. As such, the number of independent non-executive directors of the Nomination and Remuneration Committee will fall below the minimum requirement, and the chairman position of the Nomination and Remuneration Committee has vacated. Pursuant to Rule 3.27 of the Listing Rules, the Company is seeking to adopt reasonable measures and will elect and appoint a chairman of the Nomination and Remuneration Committee from its members as soon as possible in order to comply with the requirements under the Listing Rules and the Corporate Governance Code. The Company will make further announcement as and when appropriate.

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

Hong Kong, 23 June 2015

*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 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. LAM Chi Kuen, Mr. ZHOU Zhonghui and Mr. GAO Shanwen.*

*\*Note: The appointment of Mr. WANG Jian is subject to the approval of the China Insurance Regulatory Commission.*