



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)

**FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT
THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 5 JUNE 2019**

Number of shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
of _____
being the registered holder(s) of _____ H shares ^(Note 3)
of China Pacific Insurance (Group) Co., Ltd. (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**
or ^(Note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the 2018 annual general meeting (the "AGM") of the Company to be held at C&D Hotel, Fuzhou, Fujian, the People's Republic of China on Wednesday, 5 June 2019 at 1:30 p.m. and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM, and, if no such indications is given, as my/our proxy thinks fit.

No.	Ordinary Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the report of the Board of Directors of the Company for the year 2018			
2.	To consider and approve the report of the Board of Supervisors of the Company for the year 2018			
3.	To consider and approve the full text and the summary of the annual report of A Shares of the Company for the year 2018			
4.	To consider and approve the annual report of H Shares of the Company for the year 2018			
5.	To consider and approve the financial statements and report of the Company for the year 2018			
6.	To consider and approve the profit distribution plan of the Company for the year 2018			
7.	To consider and approve the proposal on the appointment of auditors of the Company for the year 2019			
8.	To consider and approve the due diligence report of the Directors of the Company for the year 2018			
9.	To consider and approve the report on performance of Independent Directors of the Company for the year 2018			
10.	To consider and approve the election of Directors of the 8th session of the Board			
10.1	To consider and approve the election of Mr. LI Qiqiang as Non-executive Director of the 8th session of the Board of the Company			
10.2	To consider and approve the election of Ms. LAM Tyng Yih, Elizabeth as Independent Non-executive Director of the 8th session of the Board of the Company			
10.3	To consider and approve the election of Mr. CHEN Jizhong as Independent Non-executive Director of the 8th session of the Board of the Company			
10.4	To consider and approve the election of Mr. JIANG Xuping as Independent Non-executive Director of the 8th session of the Board of the Company			
11.	To consider and approve proposed amendments to the Remuneration Management System of Directors and Supervisors of China Pacific Insurance (Group) Co., Ltd.			
No.	Special Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
12.	To consider and approve the proposed amendments to the Articles of Association of the Company in the manner stipulated in the section entitled "9. Proposed Amendments to the Articles of Association, the rules of procedure for Shareholders' General Meetings and the rules of procedure for the Board of Supervisors" as set out in the circular of the Company dated 18 April 2019 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 of regulatory authorities during the Company's approval process for the amended Articles of Association.			

No.	Special Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
13.	To consider and approve the proposed amendments to the rules of procedure for Shareholders' General Meetings in the manner stipulated in the section entitled "9. Proposed Amendments to the Articles of Association, the rules of procedure for Shareholders' General Meetings and the rules of procedure for the Board of Supervisors" as set out in the circular of the Company dated 18 April 2019 and to authorize the chairman or his authorized person to make such revisions to the Proposed Amendments to the rules of procedure for Shareholders' General Meetings as he deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company's approval process for the amended rules of procedure for Shareholders' General Meetings.			
14.	To consider and approve the proposed amendments to the rules of procedure for the Board of Supervisors in the manner stipulated in the section entitled "9. Proposed Amendments to the Articles of Association, the rules of procedure for Shareholders' General Meetings and the rules of procedure for the Board of Supervisors" as set out in the circular of the Company dated 18 April 2019 and to authorize the chairman or his authorized person to make such revisions to the Proposed Amendments to the rules of procedure for the Board of Supervisors as he deems necessary and appropriate in accordance with the requirements of regulatory authorities during the Company's approval process for the amended rules of procedure for the Board of Supervisors.			
15.	To consider and approve the proposal on the grant of general mandate to the Board of Directors to issue new Shares of the Company			

Note: The report on the status of related party transactions and the implementation of management system for related party transactions of the Company for the year 2018 will also be received at the AGM. As the report is submitted to shareholders for review at the AGM only and not for approval, it is not listed here. As resolution numbered 16 is merely subject to the approval of the holders of A shares and does not require the approval of the holders of H shares, it is not listed here. Please refer to the AGM circular dated 18 April 2019 for further details.

Date: _____ 2019

Signature^(Note 6): _____

Notes:

1. Please insert the number of shares registered in your name(s) to which this form of proxy relates. This form of proxy will be deemed to relate to such number of shares inserted. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or in English) and address(es) (must be the same address(es) as shown in the register of members) as shown in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of shares registered in your name(s).
4. If any proxy other than the chairman of the AGM is preferred, delete the words "the Chairman of the Meeting or" and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be duly initiated by the person who signs it.
5. **Important: if you wish to vote for any resolution, please tick in the box marked "for" or insert the number of share(s) you hold. If you wish to vote against any resolution, please tick in the box marked "against" or insert the number of share(s) you hold. If you wish to abstain for vote, please tick in the box marked "abstain" or insert the number of share(s) you hold.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution duly put to the AGM other than those referred to in the notice convening the AGM. The shares abstained will be counted in the calculation of the required majority.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a company or an institution, must either be executed under seal or under the hand of a director thereof or an attorney duly authorized or other persons to sign the same. In case of joint holders of shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
7. To be valid, this form of proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the purpose of holders of H shares of the Company) not less than 24 hours before the time for holding the AGM (i.e. before 1:30 p.m. on Tuesday, 4 June 2019) or the time appointed for voting by poll.
8. Where there are joint holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the AGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof. A proxy need not be a shareholder of the Company. In the event that a shareholder appoints more than one proxy to attend the AGM, such proxies may only exercise their voting rights in a poll.
9. You are reminded that completion and return of the form of proxy will not preclude them from attending and voting in person at the AGM or any adjournment thereof if you so wish.