

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of China Insurance International Holdings Company Limited will be held at 24/F., Ming An Plaza Phase II, No. 8 Sunning Road, Causeway Bay, Hong Kong on 22 May 2002 at 11:00 a.m. for the following purposes:—

Ordinary Business

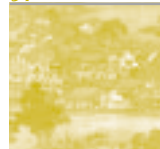
- (1) To receive and adopt the Audited Accounts of the Company for the year ended 31 December 2001 and the reports of the Directors and Auditors thereon.
- (2) To declare a Final Dividend.
- (3) To re-elect a Director.
- (4) To authorise Directors to fix the Directors' remuneration.
- (5) To re-appoint KPMG as Auditors and authorise the Directors to fix their remuneration.

Special Business

- (6) To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:-

(A) **"THAT:—**

- (i) Subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights or issue warrants which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of the powers of the Company referred to in that paragraph at any time during or after the end of the Relevant Period;
- (iii) the aggregate nominal amount of unissued shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to a Rights Issue or an issue of shares pursuant to the exercise of subscription rights attaching to any warrants issued by the Company or of any options which may be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted for



NOTICE OF THE ANNUAL GENERAL MEETING

the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares or any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association or a specific authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of 20 per cent, of the aggregate nominal amount of shares in the capital of the Company in issue as at the date of passing this Resolution;

(iv) for the purpose of this Resolution:—

(a) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:—

(1) the conclusion of the next Annual General Meeting of the Company;

(2) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or by law to be held; and

(3) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “Rights Issue” means an offer of shares in the capital of the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares in the capital of the Company, open for a period fixed by the Directors of the Company, to holders of shares in the capital of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange).”

(B) **“THAT:—**

(i) subject to paragraphs (ii) and (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited be and it is hereby generally and unconditionally approved;

- (ii) the aggregate nominal amount of Shares which may be purchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;
 - (iii) for the purpose of this Resolution:—
 - (a) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:—
 - (1) the conclusion of the next Annual General Meeting of the Company;
 - (2) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or by law to be held; and
 - (3) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting; and
 - (b) “Shares” means shares of all classes in the capital of the Company and warrants and other securities issued by the Company which carry a right to subscribe or purchase shares of the Company.”
- (C) **“THAT**, conditional upon the passing of Resolutions (6)(A) and (B) set out above granting the general mandate to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares in the capital of the Company and to make, issue or grant offers, agreements, options and/or warrants which might require the exercise of such powers be and is hereby extended by the addition to the total nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total nominal amount of shares in the capital of the Company purchased by the Company pursuant to the exercise by the Directors of the Company in accordance with Resolution (6)(B) above of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

By order of the Board
Tam Chiu Tai Richard
Company Secretary

Hong Kong, 2 April 2002

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (i) A member entitled to attend and vote at the above meeting shall be entitled to appoint another person as his proxy, or appoint up to two proxies if he holds two or more shares of the Company, to attend and vote for him in accordance with the articles of association of the Company. A proxy need not be a member.
- (ii) In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (iii) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at 12/F., Ming An Plaza Phase II, No. 8 Sunning Road, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (iv) The Register of Members will be closed from 21 May 2002 to 22 May 2002 inclusive during which period no share transfers can be registered.

