

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings. Certain other terms are explained in the section headed "Glossary".

"A Share Offering"	the offer for subscription of 1 billion A Shares by us to the public in the PRC, which was completed on 25 December 2007
"A Shares"	domestic shares of our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
"ALCO"	assets and liabilities management committee of CPIC Group
"Application Form(s)"	white application form(s), yellow application form(s) and green application form(s) or, where the context so requires, any of them
"Articles of Association"	the current articles of association of China Pacific Insurance (Group) Co., Ltd., adopted on 26 May 2009 and approved by the CIRC on 13 August 2009
"Board"	the board of directors of CPIC Group
"Board of Supervisors"	the board of supervisors of CPIC Group
"Carlyle"	The Carlyle Group, one of the largest global private equity investment firms
"CBRC"	China Banking Regulatory Commission (中國銀行業監督管理委員會)
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Clearing Participant"	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
"CCASS Custodian Participant"	a person admitted to participate in CCASS as a custodian participant
"CCASS Investor Participant"	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
"CCASS Participant"	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
"Changjiang Pension"	Changjiang Pension Insurance Co., Ltd. (長江養老保險股份有限公司), a joint-stock insurance company incorporated in the PRC on 18 May 2007 engaging in pension fund management business
"China Life"	China Life Insurance (Group) Company and, except where the context otherwise requires, all of its subsidiaries
"CICC"	China International Capital Corporation Limited
"CICC HKS"	China International Capital Corporation Hong Kong Securities Limited

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"CIRC"	China Insurance Regulatory Commission (中國保險監督管理委員會)
"CIRC Notice"	Circular on Insurance Industry's Implementation of Interpretation No. 2 to New China Accounting Standards (關於保險業實施《企業會計準則解釋第2號》有關事項的通知), issued by the CIRC on 5 January 2009
"Cornerstone Investors"	the cornerstone investors as described in the section headed "Our Cornerstone Investors" in this prospectus
"CPIC Asset Management"	Pacific Asset Management Co., Ltd. (太平洋資產管理有限責任公司), an 80% directly owned and 19.66% indirectly owned subsidiary of CPIC Group incorporated in the PRC on 9 June 2006 engaging in asset management business
"CPIC Group"	China Pacific Insurance (Group) Co., Ltd. (中國太平洋保險(集團)股份有限公司), a joint-stock insurance company incorporated in the PRC on 13 May 1991
"CPIC HK"	China Pacific Insurance Co., (H.K.) Limited (中國太平洋保險(香港)有限公司), a wholly-owned subsidiary of CPIC Group incorporated in Hong Kong on 30 July 1976 engaging in general insurance business, which was formerly known as Mandarin Insurance Company Limited and changed its name to China Pacific Insurance Co., (H.K.) Limited on 21 June 1994
"CPIC Life"	China Pacific Life Insurance Co., Ltd. (中國太平洋人壽保險股份有限公司), an approximately 98.29% held subsidiary of CPIC Group incorporated in the PRC on 9 November 2001 engaging in life insurance business
"CPIC Property"	China Pacific Property Insurance Co., Ltd. (中國太平洋財產保險股份有限公司), an approximately 98.30% held subsidiary of CPIC Group incorporated in the PRC on 9 November 2001 engaging in property and casualty insurance business
"Credit Suisse"	Credit Suisse (Hong Kong) Limited
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the members of the Board
"Fenghua Hotel"	Fenghua Xikou Garden Hotel (奉化市溪口花園酒店), a 98.29% indirectly owned subsidiary of CPIC Group incorporated in the PRC in 2001 engaging in hotel operations
"Finance Institute"	Fudan-Pacific Institute of Finance (復旦大學太平洋金融學院)
"GDP"	gross domestic product (all references to GDP growth rates are nominal rates of GDP growth)
"Global Offering"	the Hong Kong Public Offering and the International Offering
"Goldman Sachs"	Goldman Sachs (Asia) L.L.C.
"Green Application Form(s)"	the application form(s) to be completed by the White Form eIPO Service Provider designated by the Company

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"H Share Over-Allotment Option"	the option expected to be granted by us and the Selling Shareholders to the International Purchasers, exercisable by the Joint Bookrunners on behalf of the International Purchasers for up to 30 days from the last day for lodging of applications under the Hong Kong Public Offering, to require us and the Selling Shareholders (other than the Overseas Investors) to issue or sell and sell up to an aggregate of 128,700,000 additional H Shares as described in the section headed "Structure of the Global Offering"
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"H Shares"	overseas listed foreign shares in our ordinary share capital, with a nominal value of RMB1.00 each, which are to be listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"HKFRS"	Hong Kong Financial Reporting Standards promulgated by the HKICPA which include Hong Kong Accounting Standards and their interpretations
"HKICPA"	Hong Kong Institute of Certified Public Accountants
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Companies Ordinance"	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Hong Kong dollars", "HK dollars" or "HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Offer Shares"	the 43,065,200 Offer Shares initially being offered for subscription in the Hong Kong Public Offering (subject to adjustment as described in the section headed "Structure of the Global Offering")
"Hong Kong Public Offering"	the offer for subscription of Offer Shares in Hong Kong (subject to adjustment as described in the section headed "Structure of the Global Offering") at the Offer Price (plus brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee) and on and subject to the terms and conditions described in this prospectus and the Application Forms, as further described in the section "Structure of the Global Offering — The Hong Kong Public Offering"
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited (香港聯合交易所有限公司)
"Hong Kong Takeovers Code"	the Codes on Takeovers and Mergers and Share Repurchases
"Hong Kong Underwriters"	the Underwriters listed in the section headed "Underwriting" under "Hong Kong Underwriters"

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"Hong Kong Underwriting Agreement"	the underwriting agreement dated 9 December 2009 relating to the Hong Kong Public Offering entered into among us, the Joint Lead Managers and the Hong Kong Underwriters
"International Offering"	the offer by us and the Selling Shareholders for subscription and sale of certain Offer Shares to investors as further described in the section headed "Structure of the Global Offering — The International Offering"
"International Purchasers"	the group of underwriters, led by UBS, Credit Suisse, CICC HKS and Goldman Sachs, expected to enter into the International Purchase Agreement to underwrite the International Offering
"International Purchase Agreement"	the international purchase agreement relating to the International Offering, expected to be entered into among us, the Selling Shareholders and the Joint Bookrunners, as the representatives of the International Purchasers, on or around 16 December 2009 (Hong Kong time)
"Interpretation No. 2"	Interpretation No. 2 to New China Accounting Standards (企業會計準則解釋第2號), issued by the Ministry of Finance on 7 August 2008
"Jiaxing Taibao"	Jiaxing Taibao Insurance Agency Co., Ltd. (嘉興泰寶保險代理有限公司), an 80% indirectly owned subsidiary of CPIC Group incorporated in the PRC on 8 June 2007 engaging in insurance agency business, with the remaining 20% held in equal proportion by Jiaxing Construction Work Quality and Safety Management Society (嘉興市建設工程質量安全管理協會) and Jiaxing Road and Transportation Society (嘉興市道路運輸協會), both of which are third parties independent from CPIC Group.
"Joint Bookrunners"	UBS, Credit Suisse, CICC HKS and Goldman Sachs
"Joint Lead Managers"	UBS, Credit Suisse, CICC HKS and Goldman Sachs
"Joint Sponsors"	UBS, Credit Suisse, CICC HKS and Goldman Sachs
"Latest Practicable Date"	2 December 2009, being the latest practicable date for the purposes of ascertaining certain information contained in this prospectus
"LIMRA"	Life Insurance Marketing Research Association
"Listing Date"	the date, expected to be on or about 23 December 2009, on which our H Shares are first listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange
"LOMA"	Life Office Management Association, Inc.
"Macau"	the Macau Special Administrative Region of the PRC
"Mandatory Provisions"	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, which were

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	promulgated by the PRC Securities Commission, the predecessor of the CSRC, and the State Restructuring Commission on 27 August 1994, as amended and supplemented from time to time
“Ministry of Finance” or “MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOF Office”	Shanghai Financial Supervision Office of the Ministry of Finance (財政部駐上海財政監察專員辦事處)
“National People’s Congress” or “NPC”	the National People’s Congress of the PRC (全國人民代表大會)
“NSSF Council”	the National Council for Social Security Fund of the PRC (全國社會保障基金理事會)
“Offer Price”	the final Hong Kong dollar price per Hong Kong Offer Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee) at which Hong Kong Offer Shares are to be sold, to be determined in the manner described in the section headed “Structure of the Global Offering”
“Offer Shares”	the H Shares offered in the Global Offering (for the purposes of this prospectus, the total number of initial Offer Shares under the Global Offering is assumed to be 861,300,000 Offer Shares)
“our Company”, the “Company”, the “Group”, “we” or “us”	CPIC Group and, except where the context otherwise requires, all of its subsidiaries
“Overseas Investors”	Carlyle Holdings Mauritius Limited and Parallel Investors Holdings Limited, investment entities controlled by Carlyle-managed funds
“Pacific-Antai”	Pacific-Antai Life Insurance Co., Ltd. (太平洋安泰人壽保險有限公司), a company incorporated in the PRC on 12 October 1998 primarily engaging in the underwriting of various types of life insurance products in Shanghai and Guangdong, in which CPIC Group holds a 50% equity interest
“Pacific Real Estate”	Shanghai Pacific Real Estate Co., Ltd. (上海太保房地產公司), a 100% directly owned subsidiary of CPIC Group incorporated in the PRC in 1993 engaging in management of its properties for use by the Group
“PBOC”	the People’s Bank of China (中國人民銀行)
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s China interbank foreign exchange market rate and with reference to current exchange rates on the world financial markets
“PICC”	The People’s Insurance Company (Group) of China and, except where the context otherwise requires, all of its subsidiaries
“Ping An”	Ping An Insurance (Group) Company of China, Ltd. and, except where the context otherwise requires, all of its subsidiaries

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"PRC", "China" or the "People's Republic of China"	the People's Republic of China, excluding, for purposes of this prospectus only (unless otherwise indicated), Hong Kong, Macau and Taiwan
"PRC Company Law"	the Company Law of the PRC (中華人民共和國公司法), as enacted by the Standing Committee of the Eighth National People's Congress on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
"PRC GAAP"	generally accepted accounting principles in the PRC, including the Accounting Standards for Business Enterprises
"PRC Insurance Law"	the Insurance Law of the PRC (中華人民共和國保險法), as enacted by the Standing Committee of the Eighth National People's Congress on 30 June 1995 and effective on 1 October 1995, as amended, supplemented or otherwise modified from time to time
"PRC Securities Law"	the Securities Law of the PRC (中華人民共和國證券法), as enacted by the Standing Committee of the National People's Congress on 29 December 1998 and effective 1 July 1999, as amended, supplemented or otherwise modified from time to time
"Price Determination Date"	the date on which the pricing of the Offer Shares will be fixed by the Joint Bookrunners, on behalf of the Underwriters and us, expected to be on or around 16 December 2009, and in any event not later than 22 December 2009
"Promoters" or "Promoter"	Shanghai Shenergy Group Co., Ltd., Shanghai State-owned Assets Operation Co., Ltd., Yunnan Hongta Industrial Co., Ltd., Shanghai Jiushi Corporation and Shanghai Pudong Land Development (Holding) Company; a Promoter means any one of the Promoters
"PSB"	Postal Savings Bank of China (中國郵政儲蓄銀行)
"Regulation S"	Regulation S under the U.S. Securities Act
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Rule 144A"	Rule 144A under the U.S. Securities Act
"SAB"	Shanghai Audit Bureau (上海市審計局)
"Sale Shares"	the 78,300,000 H Shares to be converted from an equal number of A Shares with a nominal value of RMB1.00 each held by the Selling Shareholders to be offered for sale by the Selling Shareholders as part of the Global Offering at the Offer Price, subject to any adjustments as mentioned in the section headed "Structure of the Global Offering — The Selling Shareholders" and, where relevant, any additional H Shares which may be sold pursuant to the exercise of the H Share Over-Allotment Option, and references to "Sale Shares" shall include, where the context requires, the A Shares from which the Sale Shares are converted
"SASAC"	the State-Owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)

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"Selling Shareholders"	the shareholders set out in Appendix X — "Statutory and General Information — The Selling Shareholders" that hold the Sale Shares as registered holders on behalf of the NSSF Council (only to the extent and in the context of the Sale Shares) and will be selling the Sale Shares in the Global Offering as further described in the section headed "Structure of the Global Offering — The Selling Shareholders"
"SFC"	the Securities and Futures Commission of Hong Kong (香港證券及期貨事務監察委員會)
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Shanghai Listing Rules"	the Stock Listing Rules of the Shanghai Stock Exchange (上海證券交易所股票上市規則)
"Shanghai Stock Exchange"	the Shanghai Stock Exchange (上海證券交易所)
"Shares"	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
"Sole Global Coordinator"	UBS
"Special Regulations"	the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council of the PRC on 4 August 1994, as amended, supplemented or otherwise modified from time to time
"State Administration of Foreign Exchange" or "SAFE"	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"State Administration of Industry and Commerce" or "SAIC"	the State Administration for Industry and Commerce of the PRC (中華人民共和國工商行政管理總局)
"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Supervisors"	the members of the Board of Supervisors
"Towers Perrin"	Towers, Perrin, Forster & Crosby, Inc., an independent firm of consulting actuaries
"UBS"	UBS AG, Hong Kong Branch
"Underwriters"	the Hong Kong Underwriters and the International Purchasers
"United States", "U.S." or "US"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US dollars" or "US\$"	United States dollars, the lawful currency of the United States
"U.S. Exchange Act"	the United States Securities Exchange Act of 1934, as amended
"US GAAP"	generally accepted accounting principles in the United States

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"U.S. Securities Act"	the United States Securities Act of 1933, as amended
"White Form eIPO"	applying for Hong Kong Offer Shares to be issued in your own name by submitting applications online through the designated website at www.eipo.com.hk
"White Form eIPO Service Provider"	Computershare Hong Kong Investor Services Limited
"WTO"	the World Trade Organization