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中国人民保险集团股份有限公司

THE PEOPLE'S INSURANCE COMPANY (GROUP) OF CHINA LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1339)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of The People’s Insurance Company (Group) of China Limited (the “**Company**”) will be held at PICC Building, No 88 Xichangan Street, Xicheng District, Beijing, the People’s Republic of China on 14 November 2016 (Monday) at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To consider and approve the absorption and merger of No. 88 Company and the relevant authorization

The above resolution is set out in the circular for the EGM dated 30 September 2016. Unless otherwise stated, terms and expressions defined in the circular shall have the same meanings in this notice.

For and on behalf of the Board

The People’s Insurance Company (Group) of China Limited

Wu Yan

Chairman

Beijing, the PRC, 30 September 2016

Notes:

1. The register of members of the Company will be closed from 15 October 2016 (Saturday) to 14 November 2016 (Monday), both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and domestic shares whose names appear on the register of members of the Company on 14 October 2016 (Friday) shall be entitled to attend and vote at the EGM. In order for holders of H Shares to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 14 October 2016 (Friday) for registration.

2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company but must attend the EGM in person to represent the relevant shareholder.
3. The document appointing a proxy must be in writing under the hand of the Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that document must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at the Secretariat of the Board of Directors of the Company for holders of domestic shares and at 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 holders of H shares not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at this meeting or any adjournment thereof if he so wishes.
5. Holders of domestic shares and holders of H Shares who intend to attend the EGM in person or by proxy should deposit the reply slip at the Secretariat of the Board of Directors of the Company and at 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 respectively on or before 25 October 2016 (Tuesday) by hand, by post or by fax (fax no: (852) 2865 0990).
6. Shareholders or their proxies attending the general meeting (or any adjournment thereof) shall produce their identity certifications. If a Shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
7. Pursuant to the Articles of Association of the Company, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of this meeting will be voted on by poll.
8. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.
9. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.

As at the date of this notice, the executive directors of the Company are Mr. Wu Yan, Mr. Wang Yincheng and Mr. Li Yuquan, the non-executive directors are Mr. Yao Zhiqiang, Mr. Wang Qiao, Ms. Hua Rixin and Ms. Cheng Yuqin and Mr. Wang Zhibin, and the independent non-executive directors are Mr. Lau Hon Chuen, Mr. Du Jian, Mr. Xu Dingbo, Mr. Luk Kin Yu, Peter and Mr. Lin Yixiang.