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(Stock Code: 966)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Insurance International Holdings Company Limited (the “**Company**”) will be held at 24/F, Ming An Plaza Phase II, 8 Sunning Road, Causeway Bay, Hong Kong on Thursday, 16 July 2009 at 3:00 p.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on that day, at the same time and place on the first Business Day (as defined in note (1) below) after 16 July 2009 for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company:—

ORDINARY RESOLUTIONS

1. “**THAT**:—

- (a) the Sale and Purchase Agreement dated 22 May 2009 entered into among China Insurance International Holdings Company Limited (the “**Company**”), China Insurance H.K. (Holdings) Company Limited (“**CIHK**”) and Manhold Limited (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, the “**Agreement**”) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the 138,924,700 shares of the Company to be issued and allotted by the Company to CIHK and/or its nominee(s) or subsidiary(ies) as it may direct pursuant to the Agreement (the “**SPA Shares**”), the issue and allotment of such SPA Shares to CIHK and/or its nominee(s) or subsidiary(ies) as it may direct be and are hereby approved; and

(c) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement and all other matters incidental thereto.”

2. “**THAT:**—

(a) conditional upon the Privatisation Proposal (as defined in the circular to the shareholders of the Company dated 19 June 2009) becoming effective in accordance with its terms, the allotment and issue of new shares of the Company to the directors of the Company and their associates and any other connected persons of the Company as consideration under the Privatisation Proposal be and is hereby approved for the purposes of Chapter 14A of the Rules Governing the Listing of Securities of the Stock Exchange (the “**Listing Rules**”);

(b) conditional upon the Privatisation Proposal becoming effective in accordance with its terms, the allotment and issue of new shares of the Company to Cheung Kong (Holdings) Limited, Mr. Wu Chi Hung, Mr. Cheng Kwok Ping and their respective associates as consideration under the Privatisation Proposal be and is hereby approved for the purposes of Chapter 14A of the Listing Rules; and

(c) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to the transactions set out in (a) and (b) and all other matters incidental thereto.”

SPECIAL RESOLUTION

3. “**THAT** conditional upon the obtaining of consent from the Office of Commissioner of Insurance in Hong Kong on the change of company name of the Company (if required), the name of the Company be changed from “China Insurance International Holdings Company Limited 中保國際控股有限公司” to “China Taiping Insurance Holdings Company Limited 中國太平保險控股有限公司” and the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to effect the foregoing.”

By Order of the Board
Chan Man Ko
Company Secretary

Hong Kong, 19 June 2009

Notes:

- (1) “Business Day” means any day (excluding Saturday) on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon on that day and on which banks in Hong Kong are generally open for business. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on 16 July 2009, the CIIH EGM will not be held on that day but will be held at the same time and place on the first Business Day after 16 July 2009 instead.
- (2) A member who is entitled to attend and vote at this meeting shall be entitled to appoint up to two proxies, if he holds two or more shares in the Company, to attend and vote instead of him, and on a poll, votes may be given either personally (or, in the case a member being a corporation, by its duly authorised representative) or by proxy in accordance with the articles of association of the Company. A proxy need not be a member of the Company but must attend this meeting in person to represent a member.
- (3) 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.
- (4) To be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is executed, or a notarially certified copy thereof, must be delivered to 12/F., Ming An Plaza Phase II, 8 Sunning Road, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for the holding of this meeting or any adjournment thereof.
- (5) The translation into Chinese language of this notice is for reference only. In case of inconsistency, the English version shall prevail.
- (6) As at the date of this notice, the Board comprises 11 Directors, of which Mr. LIN Fan, Mr. SONG Shuguang, Mr. XIE Yiqun, Mr. HE Zhiguang, Mr. NG Yu Lam Kenneth, Mr. SHEN Koping Michael and Mr. LAU Siu Mun Sammy, are executive Directors, Mr. LI Tao is a non-executive Director, and Dr. WU Jiesi, Mr. CHE Shujian and Mr. LAU Wai Kit are independent non-executive Directors.