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**中國太平保險控股有限公司**

China Taiping Insurance Holdings Company Limited  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 966)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Tenth Annual General Meeting of China Taiping Insurance Holdings Company Limited (the “Company”) will be held at 24/F., Ming An Plaza Phase II, 8 Sunning Road, Causeway Bay, Hong Kong on Monday, 31 May 2010 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 (i) below) after 31 May 2010 for the following purposes:

1. To receive and adopt the audited Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2009.
2. To re-elect Directors of the Company and to authorize the Board of Directors of the Company to fix the Directors’ fees.
3. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the Board of Directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

4. **“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 (as hereinafter defined) 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 any share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement 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 of the Company or a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly;
- (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 a 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).”

5. **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as 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 of the Company in a 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.”

6. “**THAT** conditional upon the passing of Resolutions No. 4 and No. 5 set out above, 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 in accordance with Resolution No. 4 above 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 No. 5 above of the powers of the Company to repurchase such shares, provided that such amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board  
**CHAN Man Ko**  
*Company Secretary*

Hong Kong, 28 April 2010

*Notes:*

- (i) “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 31 May 2010, the CTIH AGM will not be held on that day but will be held at the same time and place on the first Business Day after 31 May 2010 instead.
- (ii) 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 of the Company.
- (iii) 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.
- (iv) 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 desposited at the administrative office of the Company at 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 the above meeting or any adjournment thereof.
- (v) The Register of Members will be closed from Wednesday, 26 May 2010 to Monday, 31 May 2010 inclusive during which period no share transfers can be registered. In order to determine the identity of the members who are entitled to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Hong Kong Registrars Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 25 May 2010.
- (vi) A circular giving details of the resolutions to be dealt in Annual General Meeting will be despatched to the shareholders on 28 April 2010. The biographical details of the retiring Directors who are proposed to be re-elected at the above meeting are set out in Appendix I to the circular.
- (vii) This notice is also available for viewing on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com) from 28 April 2010.
- (viii) As at the date of this notice, the board of directors of the Company is comprised of 11 directors, of which Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Peng Wei, 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. Lee Kong Wai Conway are independent non-executive directors.