### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in The People's Insurance Company (Group) of China Limited, you should at once hand this circular, the accompanying proxy form and reply slip for the extraordinary general meeting to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1339)

# 2017 INTERIM PROFIT DISTRIBUTION AMENDMENTS OF THE ARTICLES OF ASSOCIATION AND RELEVANT AUTHORIZATION AND NOTICE OF 2017 THIRD EGM

The 2017 Third EGM of The People's Insurance Company (Group) of China Limited will be held at PICC Building, No. 88 Xichang'an Street, Xicheng District, Beijing, the PRC on 31 October 2017 (Tuesday) at 9:00 a.m.. The notice of EGM is set out on pages 13 to 14 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (which is 9:00 a.m. on 30 October 2017 (Monday) (or other date in the event of any adjournment thereof). If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip in accordance with the instructions printed thereon on or before 11 October 2017 (Wednesday). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

### **CONTENTS**

	Page
FINITIONS	
LETTER FROM THE BOARD	3
INTRODUCTION	3
BUSINESS TO BE CONSIDERED AT THE EGM	3
EXTRAORDINARY GENERAL MEETING	5
RECOMMENDATION	6
COMPANY (GROUP) OF CHINA LIMITED"	7
NOTICE OF EGM	13

### **DEFINITIONS**

In this circular, the following expressions have the following meanings unless the context otherwise requires:

"A Shares"

the ordinary shares proposed to be subscribed for in RMB, i.e., the A shares proposed to be allotted and issued to qualified natural persons and institutional investors (excluding those in respect of which subscription has been prohibited under national laws and regulations) by the Company, and to be listed on the Shanghai Stock Exchange

"A Share Offering and Listing"

the proposed allotment and issuance of not more than 4,598,807,861 A shares (excluding any shares that may be issued under the over-allotment option) of RMB1.00 each (not exceeding 9.78% of the total issued share capital of the Company upon the offering and listing of A Shares) to qualified natural persons and institutional investors (excluding those in respect of which subscription has been prohibited under national laws and regulation) by the Company, and to be listed on the Shanghai Stock Exchange

"Articles of Association"

the articles of association of the Company, as amended

from time to time

"Board" or "Board of Directors"

the board of Directors of the Company

"CIRC"

China Insurance Regulatory Commission

"Company"

The People's Insurance Company (Group) of China Limited, a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Hong Kong Stock Exchange under the Stock Code:

1339

"CSRC"

China Securities Regulatory Commission

"Director(s)"

the director(s) of the Company

"Domestic Shareholder(s)"

the shareholder(s) of the Domestic Shares

"Domestic Shares"

ordinary shares issued by the Company with a nominal value of RMB1.00 each, which are subscribed for or

credited as fully paid up in Renminbi

### **DEFINITIONS**

"EGM" the 2017 third extraordinary general meeting of the

Company to be held at PICC Building, No 88 Xichang'an Street, Xicheng District, Beijing, the PRC on 31 October 2017 (Tuesday) at 9:00 a.m., to consider, and if thought fit, to approve, inter alia, 2017 interim profit distribution and the amendments of the "Articles of Association of The People's Insurance

Company (Group) of China Limited"

"H Shareholders" holders of H Shares

"H Shares" the overseas listed foreign invested shares with a

nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock

Exchange

"HK\$" Hong Kong dollar, the lawful currency of Hong Kong

"Hong Kong" the Hong Kong Special Administrative Region of the

People's Republic of China

"Hong Kong Stock Exchange" The Stock Exchange of Hong Kong Limited

"Listing Rules" The Rules Governing the Listing of Securities on The

Stock Exchange of Hong Kong Limited

"Ministry of Finance" the Ministry of Finance of the PRC

"PRC" the People's Republic of China, for the purpose of this

circular, excludes Hong Kong, Macau Special Administrative Region of the People's Republic of

China, and Taiwan

"RMB" Renminbi, the lawful currency of the PRC

"Share(s)" ordinary shares in the capital of the Company with a

nominal value of RMB1.00 each, including H Shares

and domestic shares

"Shareholder(s)" holder(s) of the Shares of the Company

"subsidiary(ies)" has the meaning ascribed to it under the Listing Rules



### 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 company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1339)

Executive Directors:

Wu Yan (Chairman)

Miao Jianmin (Vice Chairman)

Non-executive Directors:

Wang Qingjian

Wang Qiao

Hua Rixin

Cheng Yuqin

Wang Zhibin

Independent Non-executive Directors:

Lau Hon Chuen

Xu Dingbo

Luk Kin Yu, Peter

Lin Yixiang

Chen Wuzhao

Registered office: 69 Dongheyan Road

Xuanwu District

Beijing, China

Principal Place of business

in Hong Kong:

15th Floor

Guangdong Investment Tower

148 Connaught Road Central

Central

Hong Kong

15 September 2017

To the Shareholders

Dear Sir or Madam.

# 2017 INTERIM PROFIT DISTRIBUTION AMENDMENTS OF THE ARTICLES OF ASSOCIATION AND RELEVANT AUTHORIZATION AND NOTICE OF EGM

### 1. INTRODUCTION

The purpose of this circular is to provide you the notice of EGM and the information on certain proposed resolutions to be considered at the EGM to enable you to make an informed decision on whether to vote for or against those resolutions at the EGM.

### 2. BUSINESS TO BE CONSIDERED AT THE EGM

Resolutions to be proposed at the EGM for the Shareholders to consider and approve are: (1) the 2017 interim profit distribution; and (2) amendments of the Articles of Association and relevant authorization.

The above resolution (1) is ordinary resolution and resolution (2) is special resolution.

### (1) TO CONSIDER AND APPROVE THE 2017 INTERIM PROFIT DISTRIBUTION

According to the audit results of the Company's 2016 annual financial statements and the results of review of the interim financial statements for the first half of the year 2017 <sup>(1)</sup> by Deloitte Touche Tohmatsu Certified Public Accountants LLP, the undistributed profit balance of the Company at the end of 2016 was RMB11.429 billion and net profit of RMB3.118 billion was realized for the first half of the year 2017. After annual cash dividends for 2016 was allocated and taking into account the effects of the subsidiary's absorption merger, the balance of undistributed profits at the end of the first half of the year 2017 was RMB11.764 billion.

According to accumulated profits plan of the Company before the A Shares Offering and Listing, the Company will distribute profits according to the resolution of the relevant general meeting before the A Shares Offering and Listing. The undistributed profits of the Company before the date of the A Shares Offering and Listing will be shared by all Shareholders of the Company after the completion of the A Shares Offering and Listing in accordance with their shareholding ratio.

After considering factors such as demands of the new and existing shareholders, future development needs of the Company and maintaining pricing basis of the A Share Offering and Listing, the Company proposes to carry out the interim profit distribution, and based on the undistributed profit balance at the end of the first half of the year 2017, the Company appropriated surplus reserve of RMB10.0 billion. After the profit distribution, the balance of the undistributed profit of the Company is RMB1.764 billion.

The above matter has been passed at the 32th meeting of the second session of the Board and is now proposed at the EGM for consideration and approval by the Shareholders.

Note:

(1) The relevant financial statements are prepared in accordance with the Accounting Standards for Business Enterprises and the results of financial statements that are prepared using IFRS are the same.

### (2) TO CONSIDER AND APPROVE THE AMENDMENTS OF THE ARTICLES OF ASSOCIATION AND RELEVANT AUTHORIZATION

In order to implement the overall requirements of the CPC Central Committee to include Party building work into the articles of association, the Company made amendments to the existing Articles of Association of The People's Insurance Company (Group) of China Limited (the "Amendments").

The Company has previously amended the Articles of Association in accordance with the relevant laws and regulations and the requirements of the CSRC for the A Shares Offering and Listing, and Articles of Association which is suitable for use after the A Shares Offering and Listing is formulated. It is expected that when the CIRC has completed the approval in respect of the Amendments and the Amendments have been filed to the industrial and commercial authority, the A Shares Offering and Listing of the Company has not been achieved. Therefore, the Company has adopted the Amendments for the current Articles of Association and the Articles of Association suitable to use after the A Shares Offering and Listing, and formulated two versions of Articles of Association suitable for use before and after the A Shares Offering and Listing.

The above matter has been passed at the 32th meeting of the second session of the Board and is now proposed at the EGM for consideration and approval by the Shareholders, and resolved to propose at the EGM to authorize the Board which may delegate such authorization to the Chairman and his authorized person(s) to revise the Articles of Association based on the requirements and suggestions of the regulatory authorities onshore and offshore, any changes in laws, regulations and regulatory documents and related policies onshore and offshare and actual situation of the A Shares Offering and Listing of the Company.

Matters to be considered at the EGM are set out in further details on pages 13 to 14 in the Notice of EGM to this circular. In order to enable you to have a better understanding of the resolutions at the EGM and to make well-informed decisions, the Company have provided detailed information in this circular, including comparison table of the Articles of Association of The People's Insurance Company (Group) of China Limited before and after the Amendments (see Appendix I).

#### 3. EXTRAORDINARY GENERAL MEETING

The EGM will be held at PICC Building, No. 88 Xichang'an Street, Xicheng District, Beijing, the PRC on 31 October 2017 (Tuesday) at 9:00 a.m.. The notice of the meeting is set out in this circular.

In order to determine the holders of the H Shares who are entitled to attend the EGM, the H Shares register of members of the Company will be closed from 30 September 2017 (Saturday) to 31 October 2017 (Tuesday), both days inclusive, during which period no transfer of H Shares will be effected. Holders of H Shares who intend to attend the EGM must deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on 29 September 2017 (Friday). Holders of H Shares whose names appear on the H Shares register of members of the Company at the close of business on 29 September 2017 (Friday) are entitled to attend the EGM.

A proxy form and a reply slip for use at the EGM are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website (www.picc.com). H Shareholders who intend to attend the EGM by proxy should

complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the scheduled time for holding the EGM (which is 9:00 a.m. on 30 October 2017 (Monday) (or other date in the event of any adjournment thereof)). Completion and return of the proxy form will not preclude a Shareholder from attending the EGM and voting in person if he so wishes. H Shareholders who intend to attend the EGM in person or by proxy should complete and return the reply slip in person, by post or by fax to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 11 October 2017 (Wednesday).

Voting at the EGM shall be taken by way of registered poll.

### 4. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of EGM for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the EGM.

Yours faithfully,
By Order of the Board
The People's Insurance Company (Group) of China Limited
Wu Yan
Chairman

COMPARISON TABLE OF THE "ARTICLES OF ASSOCIATION OF THE PEOPLE'S INSURANCE COMPANY (GROUP) OF CHINA LIMITED" BEFORE AND AFTER AMENDMENTS (SUITBALE FOR THE EXISTING ARTICLES OF ASSOCIATION AND AFTER A SHARES OFFERINGAND LISTING)

#### **Current provisions**

Article 1 The Articles of Association (hereinafter referred to as the "Articles") is formulated accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"),the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), the Insurance Law of the People's Republic of China (hereinafter referred to as "Insurance Law"). Special Provisions on Companies Limited by Shares Issuing Shares and Offshore Public Listing, which were promulgated by the State Council, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas. Guidelines on Articles of Association of Listed Companies, which were promulgated by the China Securities Regulatory Commission (hereinafter referred to as "CSRC"), the Opinions on Regulating the Bylaws of Insurance Companies and the Guidelines for the Articles of Association of Insurance Company by China Insurance Regulatory Commission (hereinafter referred to as "CIRC"), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Listing Rules") and other relevant laws, administrative regulations and rules, for the purpose of protecting the legitimate rights and interests of the People's Insurance Company (Group) of China Limited (hereinafter referred to as the "Company"), its shareholders and creditors, and regulating the organization and activities of the Company.

### **Proposed amendments**

Article 1 The Articles of Association (hereinafter referred to as the "Articles") is formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), the Insurance Law of the People's Republic of (hereinafter referred to as "Insurance Law"), the Constitution of the Communist Party of China ("CPC" or the "Party") and other CPC rules. Special Provisions Companies Limited by Shares Issuing Shares and Offshore Public Listing, which were promulgated by the State Council, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, Guidelines on Articles of Association of Listed Companies, which were promulgated by the China Securities Regulatory Commission (hereinafter referred to as "CSRC"), the Opinions on Regulating the Bylaws of Insurance Companies and the Guidelines for the Articles of Association of Insurance Company by China Insurance Regulatory Commission (hereinafter referred to as "CIRC"), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Listing Rules") and other relevant laws, administrative regulations and rules, for the purpose of protecting the legitimate rights and interests of the People's Insurance Company (Group) of China Limited (hereinafter referred to as the "Company"), its shareholders and creditors, and regulating the organization and activities of the Company.

### Reasons for or basis of amendments

The content of Party building work is added in the amendments of the Articles of Association, and is added as the basis of formulating Articles of Association.

Current provisions	Proposed amendments	Reasons for or basis of amendments
Article 10 The Company shall establish and improve a labor and social security system in accordance with relevant laws and regulations.	Article 10 The Company shall establish a department for the Communist Party of China in accordance with relevant provisions of the Constitution of the Communist Party of China and the Company Law. The Committee of the Communist Party of China of The People's Insurance Company (Group) of China Limited shall play a core leadership role to provide direction, manage the overall situation and ensure implementation of policies. The Company shall establish a CPC working body equipped with sufficient number of party staffs and secure fundings for the work of the CPC.  The Company shall establish and improve a labor and social security system in accordance with relevant laws and regulations	New content is added into the article under the "General Provisions" section in accordance with the written requirements of the MOF.

Current provisions	Proposed amendments	Reasons for or basis of amendments
	CHAPTER 5 CPC ORGANIZATION (CPC COMMITTEE)	The chapter "CPC organization" is added in accordance with the written requirements of the MOF, including Article 52 and Article 53.
	Article 52 The Committee of the Communist Party of China of The People's Insurance Company (Group) of China Limited (hereinafter referred to as the "CPC Committee") shall be established by the Company. The CPC Committee consists of 1 secretary, 1-2 deputy secretaries and serveral other members. The chairman of the Board shall be the secretary and 1 deputy secretary shall be appointed for assisting the secretary in the establishment of the Party. Eligible CPC Committee members may join the board of directors and the board of supervisors or may be appointed as the members of the management including president and vice president through legal procedures. Directors, supervisors, president and vice president who are also eligible Party members may enter the CPC Committee in accordance with the relevant provisions and procedures. The Company shall, in accordance with relevant requirements, set up the disciplinary board of the Communist Party of China of The People's Insurance Company (Group) of China Limited (hereinafter referred to as the "Disciplinary Board of the Company"). The Disciplinary Board of the Company shall consist of 1 secretary and 1 deputy secretary, if the work so requires. The secretary of the Disciplinary Board of the Company shall be a member of the CPC Committee.	The article is added in accordance with the written requirements of the MOF.

Current provisions	Proposed amendments	Reasons for or basis of amendments
	Article 53 The CPC Committee shall perform the following duties in accordance with the internal laws and regulations of the Party such as the Constitution of the Communist Party of China and the Provisions of Party Organization Work of the Communist Party of China (Trial):	
	(1) To ensure and supervise the implementation of the Party and State policies in the Company, the execution of the material strategic decisions made by the Central Committee of the Party and the State Council and the initiatives deployed by the higher level Party organizations.	
	(2) To strengthen the leadership and gatekeeping over talent selection and staffing, by managing standards, procedures, examination, recommendation and supervision, and adhere to the principle that the Party manages the officials with the function of the board of directors in the lawful selection of its management and with the lawful exercise of authority of management, promotion and demotion of	

Current provisions	Proposed amendments	Reasons for or basis of amendments
	Company in relation to steady reformation and stable development, mater operational and manageme issues and the interest of employees. Support the law performance of duties by shareholders' general meeting the board of directors, in	accordance with the written requirements of the MOF.  the MOF.  the MOF.  the mg, the the the tior requirements of the MOF.
	(4) To take full responsibility strictly govern the party. Let the Company's ideological a political work, the Unite Frework, the spiritual civilizationstruction, corporate culticonstruction and the work Labor Union, the Commun Youth League and off groups. Lead the maintenant of the Party discipliconduct and integrity, a support the Disciplinary Boa of the Company to earnes perform its supervisory duties.	ead ind ont ion ure of iist ner nce ne, und iitly
	(5) To strengthen the development of Party organization and team building of the Party of the Party as the fighting fortress and exemplary role vanguard party member unite and lead cadres a employees to active participate in the reform a development of the Company	the rty oot ole ing of ers, ind ely
	(6) Other material issues with the duties of the Committee.	hin PC

Current provisions	Proposed amendments	Reasons for or basis of amendments
	Article 148 The board of directors shall consult the CPC Committee before making decisions on material matters.	This article is added under the "Board" section in accordance with the written requirements of the MOF.

### **NOTICE OF EGM**



### 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 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 2017 third 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 Xichang'an Street, Xicheng District, Beijing, the PRC on 31 October 2017 (Tuesday) at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTION

1. To consider and approve the 2017 interim profit distribution

#### SPECIAL RESOLUTION

1. To consider and approve the amendments of Articles of Association and relevant authorization

The above resolutions are set out in the circular for the EGM of the Company dated 15 September 2017. The Company will not distribute dividend to the Shareholders in respect of the 2017 interim profit distribution.

Unless otherwise stated, terms and expressions defined in the circular shall have the same meanings in this notice.

By Order of the Board
The People's Insurance Company (Group) of China Limited
Wu Yan
Chairman

Beijing, the PRC, 15 September 2017

### NOTICE OF EGM

#### Notes:

- 1. The register of members of the Company will be closed from 30 September 2017 (Saturday) to 31 October 2017 (Tuesday), 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 at the close of business on 29 September 2017 (Friday) shall be entitled to attend and vote at this EGM. In order for holders of H Shares to qualify for attending and voting at this 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 29 September 2017 (Friday) for registration.
- A Shareholder entitled to attend and vote at this 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 instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument 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 notarised 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) (which is 9:00 a.m. on 30 October 2017 (Monday) (or other date in the event of any adjournment thereof)). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at this EGM or any adjournment thereof if he so wishes.
- 5. Holders of domestic shares and holders of H Shares who intend to attend this 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 11 October 2017 (Wednesday) by hand, by post or by fax (fax no: (852) 2865 0990).
- 6. Shareholders or their proxies attending this general meeting (or any adjournment thereof) shall present their identity certifications. If a Shareholder is a corporation, its legal representative or other person authorized by the board of directors or other governing body of such Shareholder may attend the EGM by presenting 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 resolutions 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 this general meeting 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.