
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying supplemental proxy form 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



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)

SUPPLEMENTAL CIRCULAR OF THE 2018 SECOND EGM IN RELATION TO PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017 AND SUPPLEMENTAL NOTICE OF THE 2018 SECOND EGM

This supplemental circular (the “**Supplemental Circular**”) should be read in conjunction with the circular of the People's Insurance Company (Group) of China Limited (the “**Company**”) dated 5 March 2018 (the “**First Circular**”).

The supplemental notice of the 2018 Second EGM is set out in pages 7 to 9 of this Supplemental Circular. The 2018 Second EGM will be held at PICC Building, No. 88 Xichang'an Street, Xicheng District, Beijing, the PRC on 19 April 2018 (Thursday) at 9:00 a.m. as scheduled.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying supplemental 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 18 April 2018 (Wednesday) (or other date in the event of any adjournment thereof)). Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

3 April 2018

CONTENTS

	<i>Page</i>
LETTER FROM THE BOARD	1
1. Introduction	1
2. Additional resolution	2
3. EGM	6
4. Recommendation	6
SUPPLEMENTAL NOTICE OF THE 2018 SECOND EGM.	7

LETTER FROM THE BOARD



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:

Miao Jianmin (*Chairman*)

Xie Yiqun

Tang Zhigang

Registered office:

69 Dongheyuan Road

Xuanwu District

Beijing

China

Non-executive Directors:

Wang Qingjian

Xiao Xuefeng

Hua Rixin

Cheng Yuqin

Wang Zhibin

*Principal Place of business
in Hong Kong:*

15th Floor

Guangdong Investment Tower

148 Connaught Road Central

Central

Hong Kong

Independent Non-executive Directors:

Lau Hon Chuen

Xu Dingbo

Luk Kin Yu, Peter

Lin Yixiang

Chen Wuzhao

3 April 2018

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR OF THE 2018 SECOND EGM
IN RELATION TO PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017
AND
SUPPLEMENTAL NOTICE OF THE 2018 SECOND EGM**

1. INTRODUCTION

This supplemental circular (the “**Supplemental Circular**”) should be read in conjunction with the circular of The People’s Insurance Company (Group) of China Limited (the “**Company**”) dated 5 March 2018 (the “**First Circular**”). Unless indicated otherwise, the capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the First Circular.

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to provide you with the Supplemental Notice of the EGM and information regarding the additional resolution which is proposed to be considered at the EGM to enable you to make an informed decision on whether to vote for or against this resolution at the EGM.

2. Additional resolution

According to the proposal by a Shareholder and operation needs, an additional ordinary resolution will be proposed at the EGM in accordance with the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association to consider and approve the resolution in relation to profit distribution plan for the year 2017.

According to the dividend distribution policy of the Company, the Company's proposal for profit distribution should be based on the solvency adequacy ratios, business development and needs, operation results and return on equity of the Company and its subsidiaries. In consideration of the above factors and in accordance with the relevant laws and regulations and regulatory requirements, the profit to be distributed in cash by the Company per year shall not be less than 10% of the distributable profit for the relevant year.

A net profit of RMB3.484 billion was recorded in the audited financial statements for the year 2017 of the Company. According to the Company Law of the People's Republic of China and the Articles of Association, the distributable profit was RMB3.135 billion after the appropriation of 10% of net profit in the financial statements to statutory surplus reserve.

The undistributed profit balance of the Company at the end of 2016 was RMB11.429 billion. With the addition of undistributed profit for the year 2017 and taking into account the effects of cash dividends for 2016, the subsidiary's absorption merger and carrying out of the 2017 Interim Profit Distribution Plan, the balance of undistributed profits at the end of 2017 was RMB1.781 billion.

The Company proposed to distribute a cash dividend of RMB0.394 per 10 Shares (inclusive of tax). The aggregate cash dividend amounts to RMB1.672 billion, calculated based on the total share capital of 42,423,990,583 Shares. The dividend for H Shares will be paid in Hong Kong dollar. The applicable exchange rate shall be the average middle exchange rate of Hong Kong dollars to Renminbi on the interbank foreign exchange market as announced on the China Foreign Exchange Trade System under the authorisation of the People's Bank of China for the five business days (including 19 April 2018) prior to the date on which the dividend is declared at the EGM.

Arrangements for Withholding and Payment of Tax on Dividend

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No.124) (《國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)), the Notice of the State Administration

LETTER FROM THE BOARD

of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No.45 (Guo Shui Han [2011] No.348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) and other relevant laws and regulations and regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the final dividend for the year 2017 to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between mainland China and Hong Kong (or Macau). In this regard, the Company will implement the following arrangements in relation to the withholding and payment of dividend as individual income tax for the individual holders of H Shares:

- For individual holders of H Shares who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with mainland China stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares when distributing the dividend.
- For individual holders of H Shares whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares when distributing the dividend.
- For individual holders of H Shares whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty when distributing the dividend.
- For individual holders of H Shares whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual holders of H Shares when distributing the dividend.

If individual holders of H Shares consider that the tax rate adopted by the Company for the withholding and payment of individual income tax on their behalf is not the same as the tax rate stipulated in any tax treaty between the PRC and the countries (regions) in which they are domiciled, please submit to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, on or before 25 April 2018 (Wednesday), a letter of attorney, and application materials and relevant documentary evidence showing that they are residents of a country (region) which has entered into a tax treaty with the PRC. The Company will then submit the above documents to competent tax authorities for handling the subsequent tax related matters. If individual holders of H Shares do not provide the Company with the relevant documentary evidence before the aforesaid deadline, they could

LETTER FROM THE BOARD

go through the relevant procedures on their own or by attorney in accordance with the relevant provisions stipulated in the tax treaties. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H Shares or any disputes over the withholding mechanism or arrangements.

For non-resident enterprise holders of H Shares, the Company will withhold and pay enterprise income tax at the tax rate of 10% on behalf of such holders of H Shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No.897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)).

Dividend income tax applicable to shareholders in Mainland China investing in H shares of the Company through Shanghai-Hong Kong Stock Connect

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “Southbound Trading”), the Company has entered into “the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading” (港股通H股股票現金紅利派發協議) with China Securities Depository and Clearing Corporation Limited, pursuant to which China Securities Depository and Clearing Corporation Limited, as the nominee holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

Withholding and Payment of Individual Income Tax on behalf of Domestic Individual Shareholders Investing through Shanghai-Hong Kong Stock Connect

Pursuant to the Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program (Cai Shui [2014] No.81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for domestic individual shareholders who invest in H shares of the Company through Shanghai-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the dividend. For domestic shareholders who are securities investment funds investing in H shares of the Company through Shanghai-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the dividend.

LETTER FROM THE BOARD

No Withholding and Payment of Enterprise Income Tax on behalf of Domestic Enterprise Shareholders Investing through Shanghai-Hong Kong Stock Connect

Pursuant to the Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program (Cai Shui [2014] No.81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for domestic enterprise shareholders who invest in H shares of the Company through Shanghai-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the dividend, and the domestic enterprise shareholders shall report and pay the relevant taxes payable by themselves.

Dividend income tax applicable to shareholders in Mainland China investing in H shares of the Company through Shenzhen-Hong Kong Stock Connect

Withholding and Payment of Individual Income Tax on behalf of Domestic Individual Shareholders Investing through Shenzhen-Hong Kong Stock Connect

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic individual shareholders who invest in H shares of the Company through Shenzhen-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the dividend. For domestic shareholders who are securities investment funds investing in H shares of the Company through Shenzhen-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the dividend.

No Withholding and Payment of Enterprise Income Tax on behalf of Domestic Enterprise Shareholders Investing through Shenzhen-Hong Kong Stock Connect

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic enterprise shareholders who invest in H shares of the Company through Shenzhen-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the final dividend, and the domestic enterprise shareholders shall report and pay the relevant taxes payable by themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will be the same as those for the holders of H Shares of the Company.

LETTER FROM THE BOARD

Should the holders of H Shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for the relevant tax impact in mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Company.

The above resolution has been passed at the 38th meeting of the second session of the Board and is now proposed at the EGM for consideration and approval by the Shareholders.

3. EGM

The supplemental notice of the EGM is set out in pages 7 to 9 of this Supplemental Circular. The 2018 Second EGM will be held at PICC Building, No. 88 Xichang'an Street, Xicheng District, Beijing, the PRC on 19 April 2018 (Thursday) at 9:00 a.m. as scheduled.

Please refer to the First Circular and the notice of the 2018 Second EGM issued by the Company on 5 March 2018 for details of other resolutions to be proposed at the EGM, the qualification requirements for the EGM, the registration procedures, the closure of register of members, the voting and other relevant matters.

4. Recommendation

The Board considers that the additional resolution set out above is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the above resolution to be proposed at the EGM.

Yours faithfully,

On behalf of the Board

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

Miao Jianmin

Chairman

SUPPLEMENTAL NOTICE OF THE 2018 SECOND 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)

SUPPLEMENTAL NOTICE OF THE EGM

Reference is made to the notice of the 2018 second extraordinary general meeting (the “EGM”) issued by The People’s Insurance Company (Group) of China Limited (the “Company”) on 5 March 2018, which sets out the resolutions to be considered and approved by the Shareholders at the EGM to be held at PICC Building, No. 88 Xichang’an Street, Xicheng District, Beijing, the PRC on 19 April 2018 (Thursday) at 9:00 a.m.. Unless the context otherwise requires, capitalized terms used in this supplemental notice shall have the same meanings as those defined in the circular of the Company dated 5 March 2018 and the supplemental circular dated 3 April 2018.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as scheduled. In addition to the resolutions set out in the notice of the EGM of the Company dated 5 March 2018, the following resolution will also be considered and approved, if thought fit:

ORDINARY RESOLUTION

18. To consider and approve the profit distribution plan for the year 2017

Closure of H Shares register of members in connection with the final dividend

Reference is made to the Company’s announcement of annual results for the year ended 31 December 2017 dated 23 March 2018 (the “**Results Announcement**”). In the paragraph titled “RECOMMENDATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES” of the Results Announcement, it is stated that if approved by the general meeting, the final dividend is expected to be paid around 25 May 2018 (Friday).

If the profit distribution plan for the year 2017 is approved, the final dividend will be paid to the holders of H shares whose names appear on the H share register of members of the Company on 1 May 2018 (Tuesday). For the purpose of determining the entitlement of the holders of H shares to the final dividend for 2017, the H share register of members of the Company will be closed from 26 April 2018 (Thursday) to 1 May 2018 (Tuesday) (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to the final dividend for 2017, holders of H shares should ensure that all transfer documents, accompanied by the relevant share certificates, are 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 25 April 2018 (Wednesday).

SUPPLEMENTAL NOTICE OF THE 2018 SECOND EGM

For and on behalf of the Board
The People's Insurance Company (Group) of China Limited
Miao Jianmin
Chairman

3 April 2018

Notes:

1. Save as the additional resolution proposed, there is no other change to the resolutions set out in the notice of the EGM dated 5 March 2018. For details of other resolutions and other related matters to be considered and approved at the EGM, please refer to the notice and the circular of the 2018 Second EGM of the Company dated 5 March 2018.
2. As the proxy form enclosed in the circular issued by the Company on 5 March 2018 (the “**First Proxy Form**”) does not contain the additional resolution set out in this supplemental notice, a supplemental proxy form containing the above additional resolution (the “**Supplemental Proxy Form**”) has been prepared and is enclosed herein. The Supplemental Proxy Form is the supplemental proxy form for the purpose of the supplemental resolution set out in this supplemental notice and only serves as a supplement to the First Proxy Form. This Supplemental Proxy Form will not affect the validity of any First Proxy Form duly completed and lodged with the H share registrar of the Company.
3. If a shareholder has properly completed and submitted only the First Proxy Form in accordance with the instructions set out therein, the appointed proxy will vote on the resolutions set out in the First Proxy Form per the shareholder's direction and he is also entitled to vote or abstain at his discretion on the additional resolution set out in the Supplemental Proxy Form. Similarly, if a shareholder has properly completed and submitted only the Supplemental Proxy Form in accordance with the instructions set out therein, the appointed proxy will vote on the resolution set out in the Supplemental Proxy Form per the shareholder's direction and he is also entitled to vote or abstain at his discretion on the resolutions set out in the First Proxy Form. If a shareholder wishes to provide specific direction to his proxy regarding the voting of all resolutions set out in the First Proxy Form and the Supplemental Proxy Form, he should duly complete and submit both proxy forms in accordance with the instructions set out therein.
4. Pursuant to the notice of the 2018 Second EGM issued by the Company on 5 March 2018, the register of members of the Company will be closed from 20 March 2018 (Tuesday) to 19 April 2018 (Thursday), 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 19 March 2018 (Monday) shall be entitled to attend and vote at this EGM.
5. The Board has recommended a final dividend of RMB0.394 per 10 shares (tax inclusive) for the year ended 31 December 2017, amounting to a total of approximately RMB1,672 million, subject to the approval of shareholders at the EGM to be held on 19 April 2018 (Thursday). If approved, the final dividend is expected to be paid around 25 May 2018 (Friday) to the holders of H shares whose names appear on the H share register of members of the Company on 1 May 2018 (Tuesday). For details of the arrangement of withholding and payment of tax on dividend on behalf of individual holders of H shares, please refer to the supplemental circular of the Company dated 3 April 2018 for the EGM.
6. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company but must attend the EGM in person to represent the relevant shareholder.
7. The instrument appointing a proxy must be in writing and signed by a Shareholder or his attorney who was 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 notarised.

SUPPLEMENTAL NOTICE OF THE 2018 SECOND EGM

8. In order to be valid, the First Proxy Form and the Supplemental 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 scheduled for the holding of the EGM or any adjournment thereof (as the case may be) (which is 9:00a.m. on 18 April 2018 (Wednesday) (or other date in the event of any adjournment thereof)). Completion and return of the First Proxy Form and the Supplemental Proxy Form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes.
9. Shareholders or their proxies attending this EGM (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.
10. Pursuant to the Articles of Association of the Company, any vote of Shareholders at an extraordinary general meeting must be taken by poll. As such, the resolution set out in this supplemental notice will be voted by poll.
11. The EGM is expected to last for half day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.
12. In the case of joint Shareholders, the vote of the senior Shareholder who submits 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 appear on the register of members in respect of the relevant joint holding.