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If you have sold or transferred all your shares in China Taiping Insurance Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, DECLARATION OF FINAL DIVIDEND, GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES AND OTHER BUSINESS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 21st annual general meeting of China Taiping Insurance Holdings Company Limited to be held at Grand Ballroom, 1/F., Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Tuesday, 8 June 2021 at 3:00 p.m., is set out on pages 22 to 27 of this circular. If you do not intend or are unable to attend the meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent shareholders from attending and voting at the meeting if they so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and other participants attending the Annual General Meeting and to prevent and control the spreading of COVID-19, the following precautionary measures will be implemented at the annual general meeting of the Company:

- (1) Every attendee is required to complete a health declaration.
- (2) Compulsory body temperature checks/screening.
- (3) Every attendee is required to wear a face mask.
- (4) Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing.
- (5) No gifts, refreshments or beverages will be provided at the Annual General Meeting.

Any attendee who (i) do not or refused to comply with any of the precautionary measures (1) to (3) above; (ii) is subject to any prescribed quarantine by the Hong Kong Government or has close contact with any person under quarantine; and/or (iii) has any flu-like symptoms or is otherwise unwell should not attend and may be refused admission to the Annual General Meeting venue at the Company's absolute discretion as permitted by law.

Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

Hong Kong, 29 April 2021

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DEFINITIONS

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

“Annual General Meeting”	the 21st annual general meeting of the Company to be held on Tuesday, 8 June 2021 at 3:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company and its amendments from time to time
“Board”	the board of directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the aggregate number of the Shares in issue as at the date of passing of the relevant Ordinary Resolution
“Company”	China Taiping Insurance Holdings Company Limited, a limited company incorporated in Hong Kong, the Shares of which are listed on the Stock Exchange
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“CTPI (HK)”	China Taiping Insurance (HK) Company Limited
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting

DEFINITIONS

“Ordinary Resolution”	the proposed ordinary resolution(s) in respect of the ordinary and special business as referred to in the Notice of Annual General Meeting
“PRC”	the People’s Republic of China
“Share(s)”	share(s) of the Company with no par value
“Shareholder(s)”	Registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“TPAM”	Taiping Asset Management Company Limited
“TPFH”	Taiping Financial Holdings Company Limited
“TPFS”	Taiping Financial Services Company Limited
“TPFSC”	Taiping Financial Operating Service (Shanghai) Co., Ltd.
“TPFT”	Taiping Financial Technology Service (Shanghai) Company Limited, being the unofficial English name of 太平金融科技服務(上海)有限公司)
“TPG”	China Taiping Insurance Group Ltd., a PRC state-owned company established in the PRC and the ultimate holding company of the Company
“TPG (HK)”	China Taiping Insurance Group (HK) Company Limited, the immediate holding company of the Company
“TPI”	Taiping General Insurance Company Limited
“TPL”	Taiping Life Insurance Company Limited
“TPL (HK)”	China Taiping Life Insurance (Hong Kong) Company Limited
“TPP”	Taiping Pension Company Limited
“TPRe”	Taiping Reinsurance Company Limited

DEFINITIONS

“TP Japan”	China Taiping Insurance Service (Japan) Co. Ltd.
“TP Macau”	China Taiping Insurance (Macau) Company Limited
“TP Singapore”	China Taiping Insurance (Singapore) PTE. Ltd.
“TP UK”	China Taiping Insurance (UK) Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, including the guidelines issued by the Centre for Health Protection (CHP) of the Department of Health on the prevention of COVID-19 from time to time, the Company will implement additional precautionary measures at the Annual General Meeting in the interests of the health and safety of our Shareholders, Directors, staff and other participants of the Annual General Meeting which include without limitation the following:

- (1) Every attendee is required to complete a health declaration.
- (2) At the entrance of the Annual General Meeting venue, a compulsory body temperature check will be conducted on every person attending the Annual General Meeting. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell may not be admitted to the Annual General Meeting venue at the Company's absolute discretion as permitted by law.
- (3) Every attendee is required to wear a face mask at any time within the Annual General Meeting venue.
- (4) Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the Annual General Meeting. The Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding.
- (5) No gifts, refreshments or beverages will be provided at the Annual General Meeting.

Any attendee who (i) do not or refused to comply with any of the precautionary measures (1) to (3) above; (ii) is subject to any prescribed quarantine by the Hong Kong Government or has close contact with any person under quarantine; and/or (iii) has any flu-like symptoms; or is otherwise unwell should not attend and may be refused admission to the Annual General Meeting venue at the Company's absolute discretion as permitted by law.

Given the limited capacity of the Annual General Meeting venue and the requirements for social distancing to ensure attendee safety, only Shareholders and/or their representatives and relevant Annual General Meeting staffs will be admitted to the Annual General Meeting. Media will not be invited to attend the Annual General Meeting.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Shareholders are requested (a) to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines prescribed by the Hong Kong Government relating to COVID-19 in deciding whether or not to attend the Annual General Meeting and (c) not to attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders and other participants attending the Annual General Meeting, Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

The proxy form can be downloaded from the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.ctih.cntaiping.com. In order to be valid, the signed and completed 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 deposited at the share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at least 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

For those non-registered holders whose shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.

Subject to the development of the COVID-19 situation, the Company may implement further changes and precautionary measures for its Annual General Meeting, and may issue further announcement(s) on such measures as appropriate.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. WANG Sidong (*Chairman*)
Mr. YIN Zhaojun (*Vice Chairman and General Manager*)
Mr. HONG Bo (*Deputy General Manager*)
Mr. XIAO Xing (*Deputy General Manager*)

Registered Office:

25/F., 18 King Wah Road,
North Point,
Hong Kong

Non-executive Directors:

Mr. GUO Zhaoxu
Mr. HU Xingguo
Ms. ZHANG Cui
Mr. YANG Changgui

Independent Non-executive Directors:

Mr. ZHU Dajian
Mr. WU Ting Yuk Anthony
Mr. XIE Zhichun
Mrs. LAW FAN Chiu Fun Fanny

29 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
DECLARATION OF FINAL DIVIDEND,
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND OTHER BUSINESS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed re-election of Directors, declaration of final dividend, granting general mandates to issue Shares and buy back Shares to the Directors and seeks your approval of the resolutions relating to these matters and other businesses at the Annual General Meeting. The following resolutions will be transacted at the Annual General Meeting:

LETTER FROM THE BOARD

2. ORDINARY RESOLUTIONS

2.1 Resolution No. 1: Adoption of the audited financial statements for the year ended 31 December 2020

The 2020 Annual Report incorporating the audited financial statements, the report of the Directors and independent auditor's report for the year ended 31 December 2020 was sent to the Shareholders on 29 April 2021. The audited financial statements have been reviewed by the audit committee of the Company.

2.2 Resolution No. 2: Declaration of Final Dividend

As mentioned in the final results announcement of the Company for the year ended 31 December 2020 dated 22 March 2021, the Board recommended a final dividend for the year ended 31 December 2020 of 40 HK cents per Share, which is subject to the approval of Shareholders at the Annual General Meeting and compliance with the Companies Ordinance. Ordinary Resolution No. 2 will be proposed at the Annual General Meeting to approve the declaration of the final dividend.

2.3 Resolution No. 3: Re-election of Directors and authorisation of fixing Directors' remuneration

As at the Latest Practicable Date, the executive Directors are Mr. WANG Sidong, Mr. YIN Zhaojun, Mr. HONG Bo and Mr. XIAO Xing; the non-executive Directors are Mr. GUO Zhaoxu, Mr. HU Xingguo, Ms. ZHANG Cui and Mr. YANG Changgui; and the independent non-executive Directors are Mr. ZHU Dajian, Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny.

Pursuant to the Articles 93 and 97 of the Articles of Association, Mr. WANG Sidong, Mr. YIN Zhaojun, Mr. HONG Bo, Mr. XIAO Xing, Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny shall retire at the Annual General Meeting. The retiring Directors, being eligible, offer themselves for re-election.

At the meeting of the nomination committee of the Company held on 19 March 2021, the nomination committee reviewed the re-election of the retiring Directors and made recommendation to the Board the re-election of the retiring Directors at the Annual General Meeting.

LETTER FROM THE BOARD

At the meeting of Board held on 22 March 2021, the Board considered the re-election of the retiring Directors and resolved that the retiring Directors be proposed for re-election at the Annual General Meeting.

In compliance with the requirements of code provision E.1.1 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 of the Listing Rules, a separate resolution will be proposed at the Annual General Meeting for the re-election of each individual director whether such Director is an executive Director, non-executive Director or independent non-executive Director.

In addition, Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny have been appointed as independent non-executive Director with effect from 27 August 2013, 25 June 2015 and 30 September 2020 respectively and shall retire at the Annual General Meeting, being eligible, offers themselves for re-election. Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny have made confirmation of independence respectively pursuant to Rule 3.13 of the Listing Rules. The Board considers that Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny are independent and their re-election is in the best interest of the Company and Shareholders as a whole. For the details in relation to the process used by the Company for identifying independent non-executive Director candidates, the reasons to recommend re-election of Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny as independent non-executive Directors, as well as how they contribute to diversity of the Board, please refer to the 2020 Annual Report of the Company.

The brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

The Board recommends to the Shareholders that the Board shall be authorised to fix the Directors' remuneration.

2.4 Resolution No. 4: Re-appointment of independent auditor

The Board (which agreed with the view of the audit committee of the Company) recommended that subject to the approval of Shareholders at the Annual General Meeting, KPMG be re-appointed as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

The Board recommends to the Shareholders that the Board shall be authorised to fix the auditor's remuneration.

LETTER FROM THE BOARD

2.5 Resolutions Nos. 5 to 7: General mandates to issue shares and buy back shares

In order to ensure flexibility and provide discretion to the Directors, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules for a general mandate to issue Shares. At the Annual General Meeting, Ordinary Resolution No. 5 will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue new Shares up to 20% of the aggregate number of Shares in issue immediately after the passing of Ordinary Resolution No. 5 (i.e. not exceeding 718,803,707 Shares based on 20% of the 3,594,018,538 issued Shares as at the Latest Practicable Date and assuming that such issued Shares remains the same at the date of the passing of the Ordinary Resolution No. 5). In addition, subject to the approval of Ordinary Resolution No. 7, the number of Shares bought back by the Company under Ordinary Resolution No. 6 will also be added to the 20% general mandate as mentioned in Ordinary Resolution No. 5.

In addition, Ordinary Resolution No. 6 will be proposed to approve the granting of a Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the aggregate number of Shares in issue immediately after the passing of Ordinary Resolution No. 6 (i.e. not exceeding 359,401,853 Shares based on 10% of the 3,594,018,538 issued Shares as at the Latest Practicable Date and assuming that such issued Shares remains the same at the date of the passing of the Ordinary Resolution No. 6).

An explanatory statement as required by the Listing Rules and the Companies Ordinance to be sent to the Shareholders in connection with the Buy-back Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

3. ANNUAL GENERAL MEETING

The Notice of Annual General Meeting is set out on pages 22 to 27 of this circular to consider the Resolutions Nos. 1 to 7.

A form of proxy for use at the Annual General Meeting is enclosed. If you do not intend or are unable to attend the meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy and return it to the share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, any vote of Shareholders taken at the Annual General Meeting to approve the resolutions proposed must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

4. CLOSURE OF REGISTER OF MEMBERS

To ascertain the identity of the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 3 June 2021 to Tuesday, 8 June 2021 inclusive during which period no share transfers can be registered. In order to be eligible 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, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 2 June 2021.

To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Tuesday, 13 July 2021. During the above period, no share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the Ordinary Resolution No. 2 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 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 12 July 2021.

5. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, declaration of final dividend, granting the general mandate to issue Shares and the Buy-back Mandate to the Directors and other businesses are in the interests of the Company and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
WANG Sidong
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Details of the seven Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

1. Mr. WANG Sidong (“Mr. WANG”)

Mr. WANG Sidong, aged 59, has been the chairman of the Company since October 2020. Mr. WANG has been the chairman of TPG and TPG (HK) since December 2020, he is also the chairman* of TPL, and the chairman* of TPAM. Mr. WANG had been the vice chairman and general manager of TPG, TPG (HK) and the Company; the chairman of TPI and a director of TPP. Mr. WANG had been the vice president of China Life Insurance (Group) Company; a non-executive director of China Life Insurance Company Limited; the chairman of China Life Investment Holding Company Limited; director of China World Trade Center Co., Ltd.; and had worked for the Ministry of Foreign Trade and Economic Cooperation of China, the Xinhua News Agency Hong Kong Branch, and The Hong Kong Chinese Enterprises Association. Mr. WANG holds a bachelor’s degree in Chinese literature from Shandong University, China. He is also a senior economist.

Save as disclosed above, Mr. WANG has not held any directorship in other listed public companies during the three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. WANG has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. WANG has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. WANG. Mr. WANG is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During 2020, the total remuneration that Mr. WANG was entitled from the Group was approximately HK\$861,000. During the year 2021, Mr. WANG is entitled to receive an annual salary of approximately HK\$423,000. Nevertheless, he is entitled to receive discretionary bonus payments or other benefits as may be decided by the Board and the remuneration committee of the Company from time to time, having regard to his performance and duties, the Company’s performance and profitability and the prevailing market conditions. In addition, Mr. WANG is provided with accommodations at no charge by the Company. The size, location and cost of the premises provided is determined in accordance with the internal policy of the Group.

* *Subject to relevant regulatory approval.*

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, in relation to the re-election of Mr. WANG as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

2. Mr. YIN Zhaojun (“Mr. YIN”)

Mr. YIN Zhaojun, aged 55, has been the vice chairman and general manager of the Company since January 2021. Mr. YIN is currently the vice chairman* and general manager* of TPG and TPG (HK), he is also a director* of TPL, the chairman* of TPI and a director* of TPP. Mr. YIN had been the vice president of China Life Insurance (Group) Company, a non-executive director of China Life Insurance Company Limited, as well as the vice chairman and president of China Guangfa Bank Co., Ltd., director of China Life Property and Casualty Company Limited, chairman of China Life Investment Holding Company Limited, director of China United Network Communications Group Co., Ltd. Mr. YIN had also been the president of Shanxi Branch, Hebei Branch and Beijing Branch and vice president of Beijing Management Department (Group Client Department) of the Bank of Communications Co., Ltd. Mr. YIN holds a bachelor’s degree in economics from the Faculty of Accounting of the Beijing Institute of Finance and Trade, China and a master’s degree in public administration from the China University of Political Science and Law. He is also an accountant.

Save as disclosed above, Mr. YIN has not held any directorship in other listed public companies during the three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. YIN has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. YIN has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. YIN. Mr. YIN is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During the year 2021, Mr. YIN is entitled to receive an annual salary of approximately HK\$423,000. Nevertheless, he is entitled to receive discretionary bonus payments or other benefits as may be decided by the Board and the remuneration committee of the Company from time to time, having regard to his performance and duties, the Company’s performance and profitability and the prevailing market conditions. In addition, Mr. YIN is provided with accommodations at no charge by the Company. The size, location and cost of the premises provided is determined in accordance with the internal policy of the Group.

* *Subject to relevant regulatory approval.*

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, in relation to the re-election of Mr. YIN as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

3. Mr. HONG Bo (“Mr. HONG Bo”)

Mr. HONG Bo, aged 50, has been an executive director of the Company since June 2020, an executive director of TPG and TPG (HK) since September 2020 and a deputy general manager of the Company, TPG and TPG (HK) since 2016. Mr. HONG is also the chairman of the subsidiaries abroad such as TPre, CTPI (HK), TPFH, TPL (HK), TP Macau, TP UK, TP Singapore etc. and a director of TPL, TPI and TPP. Mr. HONG is also a director of Asian Financial Cooperation Association and a vice chairman of The Hong Kong Chinese Enterprises Association. Mr. HONG had been the chairman of Taiping E-Commerce Company Limited (now named as TPFS), the chairman of TP Japan and a director of TPAM. Mr. HONG had also been the chairman and president of Tianan Property Insurance Company Limited of China and the general manager of strategic planning and business development of CITIC Holdings Co., Ltd. Mr. HONG holds a doctorate degree in thermal turbomachinery engineering from the School of Power and Energy Engineering, Shanghai Jiaotong University, China.

Save as disclosed above, Mr. HONG has not held any directorship in other listed public companies during the 3 years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. HONG has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. HONG has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The Company has entered into an appointment letter with Mr. HONG. Mr. HONG is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During 2020, the total remuneration that Mr. HONG was entitled from the Group was approximately HK\$452,000. During the year 2021, Mr. HONG is entitled to receive an annual salary of approximately HK\$380,000. Nevertheless, he is entitled to receive discretionary bonus payments or other benefits as may be decided by the Board and the remuneration committee of the Company from time to time, having regard to his performance and duties, the Company's performance and profitability and the prevailing market conditions. In addition, Mr. HONG is provided with accommodations at no charge by the Company. The size, location and cost of the premises provided is determined in accordance with the internal policy of the Group.

Save as disclosed above, in relation to the re-election of Mr. HONG as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

4. Mr. XIAO Xing (“Mr. XIAO”)

Mr. XIAO Xing, aged 49, has been an executive director of the Company since June 2020, an executive director of TPG and TPG (HK) since September 2020, a deputy general manager of the Company since 2017 and a deputy general manager of TPG and TPG (HK) since 2018. Mr. XIAO is also the chairman of TPFSC and TPFS and a director of TPL, TPI, TPP and TPAM. Mr. XIAO had been the chairman of TPI, the chairman of TPFT and the general manager of TPAM. Mr. XIAO had also been the general manager of China Life Insurance Company Limited Shanghai Branch, chairman of the board of supervisors of China Life Insurance (Overseas) Company Limited and the chairman of China Life Trustees Limited. Mr. XIAO holds a bachelor's degree in automation, a master's degree in sociology and a doctorate degree in sociology from Shanghai University, China.

Save as disclosed above, Mr. XIAO has not held any directorship in other listed public companies during the 3 years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. XIAO has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. XIAO has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. XIAO. Mr. XIAO is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During 2020, the total remuneration that Mr. XIAO was entitled from the Group was approximately HK\$452,000. During the year 2021, Mr. XIAO is entitled to receive an annual salary of approximately HK\$380,000. Nevertheless, he is entitled to receive discretionary bonus payments or other benefits as may be decided by the Board and the remuneration committee of the Company from time to time, having regard to his performance and duties, the Company's performance and profitability and the prevailing market conditions. In addition, Mr. XIAO is provided with accommodations at no charge by the Company. The size, location and cost of the premises provided is determined in accordance with the internal policy of the Group.

Save as disclosed above, in relation to the re-election of Mr. XIAO as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

5. **Mr. WU Ting Yuk Anthony (“Mr. WU”)**

Mr. WU Ting Yuk Anthony, aged 66, has been an independent non-executive director of the Company since 2013. Mr. WU is currently a member of the standing committee of the Chinese People's Political Consultative Conference National Committee; chairman of The China Oxford Scholarship Fund; a member of The Chief Executive's Council of Advisers on Innovation and Strategic Development, HKSAR; a member of Task Force on Land Supply, HKSAR; an independent non-executive director (“INED”) and Chairman of China Resources Medical Holdings Company Limited; an INED of Power Assets Holdings Limited; an INED of Guangdong Investment Limited; INED of CStone Pharmaceuticals; INED of Venus Medtech (Hangzhou) Inc.; INED of Ocumension Therapeutics; chief advisor of MUFG Bank; trustee of The Society for the Aid and Rehabilitation of Drugs Abusers; a member of State Council's Medical Reform Leadership Advisory Committee, PRC; an advisor of Public Policy Advisory Committee of National Health Commission of the PRC; principal advisor of State Administration of Traditional Chinese Medicine, PRC; and a member of Chinese Medicine Reform and Development Advisory Committee, PRC. Mr. WU had been an INED of Agricultural Bank of China Limited; an INED of Fidelity Funds; chairman of Hong Kong Hospital Authority; chairman and director of Hong Kong General Chamber of Commerce; chairman and director of Bauhinia Foundation Research Center; chairman of Far East and China of Ernst & Young PLLC; deputy chairman and executive director of Sincere Watch (Hong Kong) Limited. Mr. WU is a fellow of Institute

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

of Chartered Accountants in England and Wales; a fellow of Hong Kong Institute of Certified Public Accountant; a honorary professor of Faculty of Medicine of the Chinese University of Hong Kong; a honorary Fellow of Hong Kong College of Community Medicine; a honorary professor of Peking Union Medical College Hospital; the honorary chairman of Institute of Certified Management Accountants, Australia, Hong Kong Branch and was appointed as Justice of Peace and awarded the honour of the Gold Bauhinia Star by the Government of HKSAR.

Save as disclosed above, Mr. WU has not held any directorship in other listed public companies during the 3 years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. WU has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. WU has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. WU. Mr. WU is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During the year 2020, the total director's fee that Mr. WU was entitled to receive from the Group was HK\$320,000. During the year 2021, Mr. WU is entitled to receive a director's fee of HK\$320,000, as determined by the Board and the remuneration committee of the Company pursuant to the letter of appointment entered into between the Company and Mr. WU, with reference to his position and the prevailing market conditions.

Save as disclosed above, in relation to the re-election of Mr. WU as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

6. Mr. XIE Zhichun (“Mr. XIE”)

Mr. XIE Zhichun, aged 63, has been an independent nonexecutive director of the Company since 2015. Mr. XIE is currently the chairman and an executive director of China Fortune Financial Group Limited; an INED of China Minsheng Banking Corp., Ltd.; a vice chairman of Consultation Committee of Shenzhen Qianhai Shekou Free Trade Zone and Qianhai Shenzhen Hong Kong Cooperation Zone; a graduate supervisor of PBC School of Finance, Tsinghua University, China; and a distinguished professor of China Center for Special Economic Zone Research, Shenzhen University, China. Mr. XIE had been an INED of SuperRobotics Limited; a non-executive director of China Smartpay Group Holdings Limited; an executive vice president of China Investment Corporation; an executive director and president of Central Huijin Investment Ltd.; an executive director and vice president of China Everbright Group Limited; the chairman of Sun Life Everbright Life Insurance Co., Ltd.; a vice president of China Everbright Bank Company Limited; a vice president, chief executive officer and director of Everbright Securities Company Limited; a vice chairman (unattending) of Securities Association of China; an executive director and president of China Everbright Asia-Pacific Company Limited; a vice chairman of China Enterprises Association (Singapore) and a non-executive director of China Everbright Ltd.; vice president of China Everbright Bank, Dalian Branch; and general manager of international department of China Everbright Bank, Heilongjiang Branch. Mr. XIE holds a bachelor’s degree in philosophy from Heilongjiang University, China, a master’s degree in economics from Harbin Institute of Technology, China and doctorate degree in economics from Institute of Economic Research of Nankai University, China. He is also a senior economist.

Save as disclosed above, Mr. XIE has not held any directorship in other listed public companies during the 3 years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mr. XIE has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. XIE has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. XIE. Mr. XIE is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During the year 2020, the total director’s fee that Mr. XIE was entitled to receive from the Group was HK\$320,000. During the year 2021, Mr. XIE is entitled to receive a director’s fee of HK\$320,000, as determined by the Board and the remuneration committee of the Company pursuant to the letter of appointment entered into between the Company and Mr. XIE, with reference to his position and the prevailing market conditions.

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Save as disclosed above, in relation to the re-election of Mr. XIE as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

7. Mrs. LAW FAN Chiu Fun Fanny (“Mrs. LAW”)

Mrs. LAW FAN Chiu Fun Fanny, aged 68, has been an independent non-executive director of the Company since September 2020. Mrs. LAW is currently a member of the Executive Council of the Government of the HKSAR. Mrs. LAW is also an INED of CLP Holdings Limited, an INED of China Unicom (Hong Kong) Limited, an INED of Nameson Holdings Limited, an INED of Minmetals Land Limited and an external director of China Resources Holdings Company Limited. Mrs. LAW had been an INED of DTXS Silk Road Investment Holdings Company Limited. Mrs. LAW holds a bachelor’s degree (Honour) in science from the University of Hong Kong, a master’s degree in public administration from Harvard University (named with a Littauer Fellow) and a master’s degree in education from the Chinese University of Hong Kong and is a fellow of The Hong Kong Institute of Directors. Mrs. LAW was appointed as Justice of Peace and awarded with the honour of the Grand Bauhinia Medal and the Gold Bauhinia Star by the Government of the HKSAR.

Save as disclosed above, Mrs. LAW has not held any directorship in other listed public companies during the 3 years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

Mrs. LAW has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mrs. LAW has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mrs. LAW. Mrs. LAW is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During the year 2020, the total director’s fee that Mrs. LAW was entitled to receive from the Group was approximately HK\$81,000. During the year 2021, Mrs. LAW is entitled to receive a director’s fee of HK\$320,000, as determined by the Board and the remuneration committee of the Company pursuant to the letter of appointment entered into between the Company and Mrs. LAW, with reference to her position and the prevailing market conditions.

Save as disclosed above, in relation to the re-election of Mrs. LAW as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Buy-back Mandate and also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.

NUMBER OF SHARES

As at the Latest Practicable Date, the number of Shares in issue was 3,594,018,538. Subject to the passing of Ordinary Resolution No. 6 granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 359,401,853 Shares (representing not more than 10% of the issued Shares as at the Latest Practicable Date) during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR BUY-BACKS

The Directors believe that the ability to buy back Shares is in the interests of the Company and its Shareholders.

Buy-backs may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are seeking the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The timing and the number, the price and other terms upon which the Shares are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

FUNDING OF BUY-BACKS

Buy backs must be made out of funds which are legally available for such purpose in accordance with the articles of association of the Company and the laws of Hong Kong. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the financial year ended 31 December 2020) in the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level which in the opinion of the Directors is from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company in the event that the Buy-back Mandate is granted by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules and the laws of Hong Kong.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so, in the event that the Buy-back Mandate is granted.

If on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, TPG beneficially held 2,182,585,256 Shares, representing approximately 60.73% of the issued Shares. In the event that the Directors should exercise in full the Buy-back Mandate, the shareholding of TPG in the Company will be increased to approximately 67.48% of the issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs made under the Buy-back Mandate. The Directors do not propose to exercise the Buy-back Mandate to such extent that the public shareholding would be reduced to less than 25% of the issued Shares.

SHARE PURCHASE MADE BY THE COMPANY

No purchase has been made by the Company of its Shares (whether on the Stock Exchange or otherwise) in the six months prior to the date of this circular.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date and for the month of April 2021 up to the Latest Practicable Date:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	13.32	12.08
May	13.12	11.44
June	13.22	11.70
July	17.26	12.36
August	15.36	12.30
September	13.14	11.46
October	12.76	11.54
November	14.98	11.72
December	14.94	13.28
2021		
January	17.08	13.32
February	17.66	13.46
March	19.12	15.30
April (up to the Latest Practicable Date)	16.20	14.42

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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)

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and other participants attending the Annual General Meeting and to prevent and control the spreading of COVID-19, the following precautionary measures will be implemented at the annual general meeting of the Company:

- (1) Every attendee is required to complete a health declaration.
- (2) Compulsory body temperature checks/screening.
- (3) Every attendee is required to wear a face mask.
- (4) Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing.
- (5) No gifts, refreshments or beverages will be provided at the Annual General Meeting.

Any attendee who (i) do not or refused to comply with any of the precautionary measures (1) to (3) above; (ii) is subject to any prescribed quarantine by the Hong Kong Government or has close contact with any person under quarantine; and/or (iii) has any flu-like symptoms or is otherwise unwell should not attend and may be refused admission to the Annual General Meeting venue at the Company's absolute discretion as permitted by law.

Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

NOTICE IS HEREBY GIVEN that the 21st annual general meeting of China Taiping Insurance Holdings Company Limited (the "Company") will be held at Grand Ballroom, 1/F., Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Tuesday, 8 June 2021 at 3:00 p.m. for the following purposes:

As ordinary business:

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 2020.

NOTICE OF ANNUAL GENERAL MEETING

2. To declare a final dividend of 40 HK cents for the year ended 31 December 2020.
3. (a) each as a separate resolution, to re-elect the following retiring directors of the Company:
 - (1) to re-elect Mr. WANG Sidong as a Director of the Company (the “Director”);
 - (2) to re-elect Mr. YIN Zhaojun as a Director;
 - (3) to re-elect Mr. HONG Bo as a Director;
 - (4) to re-elect Mr. XIAO Xing as a Director;
 - (5) to re-elect Mr. WU Ting Yuk Anthony as a Director;
 - (6) to re-elect Mr. XIE Zhichun as a Director; and
 - (7) to re-elect Mrs. LAW FAN Chiu Fun Fanny as a Director.
- (b) To authorise the board of the directors (the “Board”) to fix the Directors’ remuneration.
4. To re-appoint KPMG as the independent auditor of the Company and to authorise the Board to fix their remuneration.

As special business:

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

5. **“THAT:**
 - (i) subject to paragraph (iii) below and pursuant to Sections 140 and 141 of the Companies Ordinance, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with any additional shares 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 during the Relevant Period to make or grant offers, agreements, options and other rights or issue warrants 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;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the total number of additional shares of the Company which may be allotted, issued or otherwise dealt with by the Directors 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% of the total number of shares of the Company in issue as at the date of passing this Resolution provide that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be allotted and issued pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly, 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 or an offer of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors, to holders of shares 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 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 in, any territory applicable to the Company).”

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6. “THAT:

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company which may be bought back pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be bought back pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly, 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 of the Company and warrants and other securities issued by the Company which carry a right to subscribe or purchase shares of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of Resolutions No. 5 and No. 6 set out above, the general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares 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. 5 above be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the total number of shares of the Company bought back by the Company pursuant to the exercise by the Directors in accordance with Resolution No. 6 above of the powers of the Company to buy back such shares, provided that such extended number shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution.”

By Order of the Board
ZHANG Ruohan
Company Secretary

Hong Kong, 29 April 2021

Notes:

- (i) If black rainstorm warning or a tropical cyclone warning signal number 8 or above is in effect any time after 12:00 noon on the date of the annual general meeting, the meeting will be adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.ctih.cntaiping.com) to notify Shareholders of the date, time and place of the adjourned meeting.
- (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 2 proxies if he holds 2 or more shares of the Company, to attend, speak 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 notorially certified copy thereof) must be deposited at the share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (v) To ascertain the shareholders’ entitlement to attend and vote at the annual general meeting of the Company, the register of members of the Company will be closed from Thursday, 3 June 2021 to Tuesday, 8 June 2021 inclusive during which period no share transfers can be registered. In order to be eligible to attend and vote at the annual general meeting of the Company, 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, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 2 June 2021.

NOTICE OF ANNUAL GENERAL MEETING

- (vi) To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Tuesday, 13 July 2021. During the above period, no share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the Ordinary Resolution No. 2 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 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 12 July 2021.
- (vii) A circular giving details of the resolutions to be dealt in annual general meeting of the Company will be despatched to the shareholders on 29 April 2021. 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.
- (viii) This notice is also available for viewing on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.ctih.cntaiping.com from 29 April 2021.
- (ix) Due to the development of the COVID-19 pandemic, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the website of the Company at www.ctih.cntaiping.com and/or the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for future announcements and updates on the Annual General Meeting arrangements.
- (x) As at the date of this notice, the Board is comprised of 12 Directors, of which Mr. WANG Sidong, Mr. YIN Zhaojun, Mr. HONG Bo and Mr. XIAO Xing are executive Directors, Mr. GUO Zhaoxu, Mr. HU Xingguo, Ms. ZHANG Cui, and Mr. YANG Changgui are non-executive Directors and Mr. ZHU Dajian, Mr. WU Ting Yuk Anthony, Mr. XIE Zhichun and Mrs. LAW FAN Chiu Fun Fanny are independent non-executive Directors.
- (xi) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.