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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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中国太平
CHINA TAIPING

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,
CHANGE OF INDEPENDENT AUDITORS
AND OTHER BUSINESS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 23rd annual general meeting of China Taiping Insurance Holdings Company Limited to be held at 26/F., 18 King Wah Road, North Point, Hong Kong on Wednesday, 31 May 2023 at 3:00 p.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on that day, at the same time and place on the first Business Day after 31 May 2023 is set out on pages 12 to 14 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.

Hong Kong, 26 April 2023

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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 23rd annual general meeting of the Company to be held on Wednesday, 31 May 2023 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
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	China Taiping Insurance Holdings Company Limited, a limited company incorporated in Hong Kong, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 April 2023, 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
“Ordinary Resolution(s)”	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

DEFINITIONS

“Shareholder(s)”	Registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TPAM”	Taiping Asset Management Company Limited
“TPFH”	Taiping Financial Holdings Company Limited
“TPFS”	Taiping Financial Services Company Limited
“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
“TPIM”	Taiping Industry Investment Management Co., Ltd.
“TPL”	Taiping Life Insurance Company Limited
“TPP”	Taiping Pension Company Limited
“TP Capital”	Taiping Capital Asset Management Company Limited, previously named as Taiping Investment Holdings Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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. XIAO Xing (*Deputy General Manager*)
Mr. LI Kedong (*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

26 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
DECLARATION OF FINAL DIVIDEND,
CHANGE OF INDEPENDENT AUDITORS
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, change of independent auditors of the Company 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 2022

The 2022 Annual Report incorporating the audited financial statements, the report of the Directors and independent auditor's report for the year ended 31 December 2022 was sent to the Shareholders on 26 April 2023. 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 annual results announcement of the Company for the year ended 31 December 2022 dated 28 March 2023, the Board recommended a final dividend for the year ended 31 December 2022 of 26 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. XIAO Xing and Mr. LI Kedong; 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. XIAO Xing, Mr. LI Kedong, Ms. ZHANG Cui and Mr. XIE Zhichun 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 27 March 2023, 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.

At the meeting of Board held on 28 March 2023, 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 F.2.1 of the Corporate Governance Code 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.

LETTER FROM THE BOARD

In addition, Mr. XIE Zhichun has been appointed as independent non-executive Director with effect from 25 June 2015 and shall retire at the Annual General Meeting, being eligible, offers himself for re-election. Mr. XIE Zhichun has made confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that Mr. XIE Zhichun is independent and his 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. XIE Zhichun as independent non-executive Director, as well as how he contributes to diversity of the Board, please refer to the 2022 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: Change of independent auditors

Reference is made to the announcement of the Company dated 18 January 2023. Since the term of service of the current auditors of the Company, Messrs. KPMG (“KPMG”), will expire at the conclusion of the Annual General Meeting, the Company has conducted the bidding and procurement work accordingly. Based on the bidding and procurement results and the recommendation of the audit committee of the Board, the Board proposed to appoint Messrs. PricewaterhouseCoopers (“PwC”) as the auditors of the Company for the year ended 31 December 2023 following the retirement of KPMG.

Reference is made to the announcement of the Company dated 18 January 2023, KPMG will confirm whether there are any matters in connection with its retirement that should be brought to the attention of the Shareholders upon the completion of the auditing for the year 2022 for the Group. The Company will make further announcement in relation to the proposed change of auditors pursuant to Rule 13.51(4) of the Listing Rules as and when appropriate.

The Board, with the recommendation of the audit committee of the Company, recommended that, subject to the approval of Shareholders at the Annual General Meeting, PwC be appointed as the new independent auditors of the Company following the retirement of KPMG upon expiration of its current term of office with effect from the conclusion of the Annual General Meeting and 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 auditors' remuneration.

LETTER FROM THE BOARD

3. ANNUAL GENERAL MEETING

The Notice of Annual General Meeting is set out on pages 12 to 14 of this circular to consider the Resolutions Nos. 1 to 4.

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.

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, 25 May 2023 to Wednesday, 31 May 2023 (both date 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, 24 May 2023.

To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Wednesday, 12 July 2023. On the above day, 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 Tuesday, 11 July 2023.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, declaration of final dividend, the change of independent auditors of the Company and other businesses are in the interests of the Company and 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

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

1. Mr. XIAO Xing (“Mr. XIAO”)

Mr. XIAO Xing, aged 51, has been an executive director of the Company since 2020, an executive director of TPG and TPG (HK) since 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 a director of TPL, a director of TPI, a director and general manager of TPP and a director of TPAM. Mr. XIAO has been the chairman of TPI, the chairman of TPFT, the chairman of TPFS and the general manager of TPAM. Mr. XIAO has also been the general manager of China Life Insurance Company Limited Shanghai Branch, the 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 degree in automation, a master 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 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. 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).

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 the year 2022, the total remuneration that Mr. XIAO was entitled from the Group was approximately HK\$824,000. During the year 2023, Mr. XIAO is entitled to receive an annual salary of approximately HK\$370,000. 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.

2. Mr. LI Kedong (“Mr. LI”)

Mr. LI Kedong, aged 55, has been an executive director of the Company since January 2023, an executive director of TPG and TPG (HK) since March 2023, a deputy general manager of the Company since 2019 and a deputy general manager of TPG and TPG (HK) since 2020. He is also a director of TPI, a director of TPP, a director of TPAM, the chairman of TP Capital, the chairman of TPIM and the chairman of TPFH. Mr. LI has been the business director, general manager of client relationship management and business development department, general manager of product management department, general manager of project risk management department/state project business department, general manager of human resources department, general manager of Shanghai Branch and general manager of Guangdong Branch of China Export & Credit Insurance Corporation and the director of the administrator’s office of the general office of Civil Aviation Administration of China. Mr. LI holds a master degree in aero engine from Beihang University, China. He is also an engineer.

Save as disclosed above, Mr. LI 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. LI 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. LI 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. LI. Mr. LI 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 2023, Mr. LI is entitled to receive an annual salary of approximately HK\$370,000. 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. LI 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. LI 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. Ms. ZHANG Cui (“Ms. ZHANG”)

Ms. ZHANG Cui, aged 58, has been a non-executive director of the Company since 2019. Ms. ZHANG has been a non-executive director of TPG and TPG (HK) since 2020. Ms. ZHANG had been the deputy inspection commissioner and deputy director of Hunan Regulatory Bureau (Former Commissioner’s Office of the Ministry of Finance in Hunan) of the Ministry of Finance of China, a principal staff member, deputy director and director of the Commissioner’s Office of the Ministry of Finance of China in Inner Mongolia; and editor of Research Institute of Department of Finance, Inner Mongolia. Ms. ZHANG holds a bachelor degree in economics from Central University of Finance and Economics, China.

Save as disclosed above, Ms. ZHANG 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.

Ms. ZHANG 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, Ms. ZHANG 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 Ms. ZHANG. Ms. ZHANG 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. Ms. ZHANG is not entitled to receive any remuneration or other benefits, unless otherwise decided by the Board and remuneration committee of the Company in accordance with the procedures applicable to the Board and the remuneration committee.

Save as disclosed above, in relation to the re-election of Ms. ZHANG 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. XIE Zhichun (“Mr. XIE”)

Mr. XIE Zhichun, aged 65, has been an independent non-executive director of the Company since 2015. Mr. XIE is currently an independent non-executive director 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 executive director and the chairman of China Fortune Financial Group 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.; a vice president of China Everbright Bank, Dalian Branch; and the general manager of international department of China Everbright Bank, Heilongjiang Branch. Mr. XIE holds a bachelor degree in philosophy from Heilongjiang University, China, a master degree in economics from Harbin Institute of Technology, China and a 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 2022, the total director’s fee that Mr. XIE was entitled to receive from the Group was HK\$320,000. During the year 2023, 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.

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.

NOTICE OF ANNUAL GENERAL MEETING



中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 966)

NOTICE IS HEREBY GIVEN that the 23rd annual general meeting of China Taiping Insurance Holdings Company Limited (the “**Company**”) will be held at 26/F., 18 King Wah Road, North Point, Hong Kong on Wednesday, 31 May 2023 at 3:00 p.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on that day, at the same time and place on the first Business Day (as defined in note (i) below) after 31 May 2023 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 2022.
2. To declare a final dividend of 26 HK cents for the year ended 31 December 2022.
3. (a) Each as a separate resolution, to re-elect the following retiring directors of the Company:
 - (1) to re-elect Mr. XIAO Xing as a director of the Company (the “**Director**”);
 - (2) to re-elect Mr. LI Kedong as a Director;
 - (3) to re-elect Ms. ZHANG Cui as a Director; and
 - (4) to re-elect Mr. XIE Zhichun as a Director.
- (b) To authorise the board of the Directors (the “**Board**”) to fix the Directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To appoint Messrs. PricewaterhouseCoopers as the new independent auditors of the Company following the retirement of Messrs. KPMG, with effect from the date on which this proposed resolution is adopted at the Annual General Meeting until the conclusion of the next annual general meeting of the Company and authorised the Board to fix the remuneration of the independent auditors.

By Order of the Board
ZHANG Ruohan
Company Secretary

Hong Kong, 26 April 2023

Notes:

- (i) “Business Day” means any day (excluding Saturday) on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon on that day and on which banks in Hong Kong are generally open for business. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at 12:00 noon or any time after 12:00 noon on 31 May 2023, the annual general meeting of the Company will not be held on that day but will be held at the same time and place on the first Business Day after 31 May 2023 instead.
- (ii) A member entitled to attend and vote at the above meeting shall be entitled to appoint another person as his proxy, or appoint up to 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 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 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, 25 May 2023 to Wednesday, 31 May 2023 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, 24 May 2023.

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 Wednesday, 12 July 2023. On the above day, 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 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 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 11 July 2023.
- (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 26 April 2023. 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 26 April 2023.
- (ix) As at the date of this notice, the Board is comprised of 12 Directors, of which Mr. WANG Sidong, Mr. YIN Zhaojun, Mr. XIAO Xing and Mr. LI Kedong 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.
- (x) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.