



PACIFIC CENTURY INSURANCE HOLDINGS LIMITED

(盈科保險集團有限公司)*

(An investment holding company incorporated in Bermuda with limited liability)

(Stock Code: 65)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Pacific Century Insurance Holdings Limited (the “Company”) will be held at 10:30 a.m. on 6 February 2007 at Fuji Room, Level 5, One Pacific Place, 88 Queensway, Admiralty, Hong Kong for the purpose of consideration and, if thought fit, passing with or without modification the following resolution as an Ordinary Resolution of the Company:

“**THAT** the share purchase agreement dated 13 December 2006 entered into between HKL (Quarry Bay) Limited, Shabhala International Limited, The Hongkong Land Company, Ltd. and The Hongkong Land Property Company, Limited (copy of such share purchase agreement has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) in relation to the acquisition by Shabhala International Limited, an indirect wholly owned subsidiary of the Company, of the entire issued share capital of HKL (King’s Road) Limited and related shareholder’s loans to HKL (King’s Road) Limited and to Foundasia (HK) Limited be and are hereby approved, ratified and confirmed in all respects and that all transactions contemplated under the said share purchase agreement be and are hereby approved, ratified and confirmed and that any two directors of the Company be and is hereby authorised to do or execute all such acts or such other documents which the directors may deem to be necessary, desirable or expedient to carry into effect or to give effect to the said share purchase agreement.”

By Order of the Board
Cheng Wan Seung, Ella
Company Secretary

Hong Kong, 19 January 2007

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Head office and principal place of business in Hong Kong:

Suite 1401-1410
14th Floor
One Pacific Place
88 Queensway, Admiralty
Hong Kong

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorized. A form of proxy for use at the meeting is enclosed with the circular of the Company dated 19 January 2007.
2. A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote, on a poll, on his/her behalf. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. The register of members of the Company will be closed from 5 February 2007 to 6 February 2007 (both dates inclusive). In order to determine the entitlement to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share register of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on 2 February 2007.

** For identification purpose only*

As at the date of this announcement, the executive directors of the Company are Messrs Yuen Tin Fan, Francis, Chan Ping Kan, Raymond and, So Wing Hung, Peter; the non-executive directors of the Company are Messrs Peter Anthony Allen, Chung Cho Yee, Mico, Feng Xiaozeng and Zheng Changyong; and the independent non-executive directors of the Company are Prof. Chang Hsin Kang, Mr. Timothy George Freshwater, Mr. Wang Xianzhang and Prof. Wong Yue Chim, Richard.

Please also refer to the published version of this announcement in *The Standard*.