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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold all** your shares of Pacific Century Insurance Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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

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### 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)**

## PROPOSED CHANGE OF COMPANY NAME

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The notice convening a Special General Meeting of Pacific Century Insurance Holdings Limited (the "Company") to be held at 28th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, on 3 August 2007 at 10:30 a.m. is set out on pages 5 and 6 of this circular.

Whether you are able to attend or not, please complete and return the form of proxy sent together with this circular in accordance with the instructions printed thereon and return the same to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the meeting.

\* *For identification purpose only*

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# CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	2
Proposed change of company name .....	2
Reasons for the change of name .....	3
Share Certificates .....	3
Actions to be taken .....	3
Procedures for demanding a poll by shareholders .....	3
Recommendations .....	4
<b>Notice of Special General Meeting</b> .....	5

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## DEFINITIONS

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

“Board”	the board of Directors of the Company or a duly authorised committee thereof for the time being
“Bye-Laws”	the bye-laws of the Company as may be amended from time to time
“Company”	Pacific Century Insurance Holdings Limited
“Directors”	the directors of the Company from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Pacific Century Insurance Holdings Limited” to “Fortis Asia Holdings Limited” and adoption of the Chinese name of “富通亞洲控股有限公司” as a secondary name of the Company
“SGM” or “Special General Meeting”	the special general meeting of the Company to be held at 28th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, on 3 August 2007 at 10:30 a.m., notice of which is set out on pages 5 and 6 of this circular, and any adjournment thereof
“Shareholder(s)”	holder(s) of the Shares
“Shares”	ordinary shares of HK\$1.00 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### **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)**

*Directors:*

Petrus Bernardus Gerardus van Harten  
Luc Alex Jules Henrard  
Bart Karel August De Smet  
Damis Jacobus Ziengs  
Charles Stuart Fraser

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Independent Non-executive Directors:*

Stuart Hamilton Leckie  
Tsui Yiu Wa, Alec  
Chan Ka Lok

*Head office and principal place  
of business in Hong Kong:*

28th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

6 July 2007

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME**

#### **INTRODUCTION**

The purpose of this circular is to provide you with details of the Proposed Change of Company Name in order to enable you to make a decision as to whether to vote for or against the special resolution to be proposed at the SGM for the approval of the Proposed Change of Company Name.

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the name of the Company from “Pacific Century Insurance Holdings Limited” to “Fortis Asia Holdings Limited” and adopt the Chinese name of “富通亞洲控股有限公司” as a secondary name. The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders at a special general meeting of the Company, following which a new certificate of incorporation on change of name will be issued by the Registrar of Companies in Bermuda. The Proposed Change of Company Name will take effect from the date shown on such certificate.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### REASONS FOR THE CHANGE OF NAME

The Proposed Change of Company Name is to align the Company's image and better identify the change in the controlling shareholder of the Company. It is in the commercial interest and corporate benefit of the Company to promote and further enhance its image under the Fortis brand.

### SHARE CERTIFICATES

Upon the Proposed Change of Company Name becoming effective, all existing share certificates bearing the existing Company name will continue to be evidence of title to shares of the Company and will continue to be valid for trading, settlement and registration purposes and the rights of the shareholders of the Company will not be affected as a result of the change of Company name. Upon the Proposed Change of Company Name becoming effective, any issue of share certificates thereafter will be in the new Company name.

### ACTIONS TO BE TAKEN

Set out on pages 5 and 6 of this circular is a notice convening the SGM at which a special resolution will be proposed to approve the Proposed Change of Company Name.

A form of proxy for use at the SGM is also enclosed together with this circular. Whether or not you intend to be present at the SGM, you are requested to complete the form of proxy and return it to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the SGM.

### PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Pursuant to Bye-Law 70, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the Listing Rules or unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

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## LETTER FROM THE BOARD

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- (iv) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

### RECOMMENDATIONS

The Board considers that the Proposed Change of Company Name to be proposed at the SGM is in the best interests of the Company and the Shareholders as a whole and recommends that the Shareholders vote in favour of the special resolution set out in the notice of the SGM.

Yours faithfully,

By order of the Board of

**Pacific Century Insurance Holdings Limited**

**Stuart Fraser**

*Group Managing Director*

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## NOTICE OF SPECIAL GENERAL MEETING

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### 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 (the “Meeting”) of shareholders of Pacific Century Insurance Holdings Limited (the “Company”) will be held at 28th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, on 3 August 2007 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as a special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** the name of the Company be changed from “Pacific Century Insurance Holdings Limited” to “Fortis Asia Holdings Limited”, the Chinese name of “富通亞洲控股有限公司” be adopted as a secondary name, and the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to effect the foregoing.”

*Registered office:*

Canon’s Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place of business in Hong Kong*

28th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

By order of the board of  
**Pacific Century Insurance Holdings Limited**  
**Stuart Fraser**  
*Group Managing Director*

Hong Kong, 6 July 2007

\* *For identification purpose only*

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote, on a poll, on his behalf. A member 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 member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the registrar of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
3. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed must be lodged at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (or the adjourned meeting as the case may be).
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting, if he so wishes. If such member attends the Meeting, his form of proxy will be deemed to have been revoked.