

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

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.*



**COMPLETION OF PLACING OF EXISTING SHARES AND  
SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**



**as Placing Agents**



**as Co-Placing Agents**

**太平融資有限公司**  
TAIPING CAPITAL LIMITED

**as Financial Adviser**

**COMPLETION OF THE PLACING AND THE SUBSCRIPTION**

The Company is pleased to announce that full completion of the Placing and the Subscription took place on 14 May 2015. The Company received total net proceeds of HK\$13,466.82 million from the Subscription and intends to utilize the net proceeds from the Subscription as general working capital of the Group, which includes but not limited to further development of and support to the Group's insurance businesses, as well as new growth potentials which can create effective synergy with our existing business.

Reference is made to the announcement of the Company dated 7 May 2015 (the "Announcement") in relation to, among other things, the Placing and the Subscription. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

**COMPLETION OF THE PLACING AND THE SUBSCRIPTION**

The Company is pleased to announce that full completion of the Placing and the Subscription took place on 14 May 2015.

A total of 486,000,000 Sale Shares have been successfully placed at the Placing Price of HK\$27.74 for each Sale Share to at least six (6) Placees which are professional, institutional and/or other investors. The Placees and their ultimate beneficial owners are third parties independent of and not connected with the Company or any of its connected persons. None of the Placees and their ultimate beneficial owners has become a substantial shareholder (as defined under the Listing Rules) of the Company upon taking up the Sale Shares.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on 14 May 2015. A total of 486,000,000 Subscription Shares (equal to the number of the Sale Shares successfully placed under the Placing) were subscribed by the Vendor at HK\$27.74 for each Subscription Share.

The Sale Shares (which is equal to the number of the Subscription Shares) represent (i) approximately 15.64% of the existing issued share capital of the Company immediately after completion of the Placing but before completion of the Subscription; and (ii) approximately 13.52% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The total gross proceeds from the Subscription are HK\$13,481.64 million and the net proceeds from the Subscription are HK\$13,466.82 million. The net proceeds from the Subscription are intended to be applied for the general working capital of the Group, which includes but not limited to further development of and support to the Group's insurance businesses, as well as new growth potentials which can create effective synergy with our existing business.

The Company conducted a rights issue (the "**Rights Issue**") which was announced on 10 October 2014. The estimated net proceeds of the Rights Issue are approximately HK\$6,400.06 million. The net proceeds had been applied for repayment of all or a substantial portion of the principal amount of the shareholder's loans in the sum of approximately HK\$4,434.93 million. The remaining net proceeds of the Rights Issue will be used as general working capital of the Group to support the continuing development and growth of its business, which are currently not fully utilized. Such unutilized proceeds are being held in short-term financial instruments designed to preserve capital and will be deployed for investment in the development of the Group's businesses.

## **EFFECTS OF THE PLACING AND THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

The shareholding structure of the Company (i) at the date of the Announcement; (ii) immediately after completion of the Placing but before the Subscription; and (iii) immediately after completion of the Placing and the Subscription, on the assumptions that there will be no other change to the share capital of the Company from the date of the Announcement until the completion of the Subscription save for the allotment and issue of the Subscription Shares as a result of the Subscription, are as follows:

Name of the Shareholders	As at the date of the Announcement		Immediately after completion of the Placing but before the Subscription		Immediately after completion of the Placing and the Subscription	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
The Vendor ( <i>Note 1</i> )	2,143,423,856	68.96	1,657,423,856	53.32	2,143,423,856	59.64
Public Shareholders	964,594,682	31.04	964,594,682	31.04	964,594,682	26.84
Placees under the Placing	-	-	486,000,000	15.64	486,000,000	13.52
<b>Total:</b>	<b>3,108,018,538</b>	<b>100</b>	<b>3,108,018,538</b>	<b>100</b>	<b>3,594,018,538</b>	<b>100</b>

Notes:-

1. These Shares comprise 1,822,454,779 Shares legally and beneficially owned by the Vendor and 320,969,077 Shares indirectly owned by the Vendor, out of which 168,098,887 Shares are held by Easiwell Limited, 86,568,240 Shares are held by Golden Win Development Limited and 66,301,950 Shares are held by Manhold Limited. Each of Easiwell Limited, Golden Win Development Limited and Manhold Limited is a wholly-owned subsidiary of the Vendor.

By order of the Board of  
**China Taiping Insurance Holdings Company Limited**  
**ZHANG Ruohan      CHAN Man Ko**  
*Joint Company Secretary*

Hong Kong, 14 May 2015

*As at the date of this announcement, the Board comprises 10 directors, of which Mr. WANG Bin, Mr. LI Jinfu and Mr. MENG Zhaoyi are executive directors, Mr. HUANG Weijian, Mr. ZHU Xiangwen, Mr. WU Changming and Mr. NI Rongming are non-executive directors and Dr. WU Jiesi, Mr. ZHU Dajian and Mr. WU Ting Yuk Anthony are independent non-executive directors of the Company.*

*This announcement is posted on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com).*