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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
DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
CHANGE OF INDEPENDENT AUDITOR
AND OTHER BUSINESS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 24th annual general meeting of China Taiping Insurance Holdings Company Limited to be held at 26/F., China Taiping Finance Centre, 18 King Wah Road, North Point, Hong Kong on Friday, 28 June 2024 at 3:00 p.m. is set out on pages 14 to 16 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, 5 June 2024

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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 24th annual general meeting of the Company to be held on Friday, 28 June 2024 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, China, 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”	29 May 2024, 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” or “China”	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
“TPG”	China Taiping Insurance Group Ltd., a limited liability 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
“TP Luxembourg”	China Taiping Insurance (LU) S.A.
“TP Singapore”	China Taiping Insurance (Singapore) PTE. Ltd.
“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. LI Kedong (*Deputy General Manager*)

Non-executive Directors:

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

Independent Non-executive Directors:

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

Registered Office:

25th Floor,
China Taiping Finance Centre,
18 King Wah Road,
North Point,
Hong Kong

5 June 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
CHANGE OF INDEPENDENT AUDITOR
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 declaration of final dividend, re-election of Directors, change of independent auditor 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 2023

The 2023 Annual Report incorporating the audited financial statements, the report of the Directors and independent auditor's report for the year ended 31 December 2023 was sent to the Shareholders on 29 April 2024. 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 2023 dated 25 March 2024, the Board recommended a final dividend for the year ended 31 December 2023 of 30 HK cents per Share, which is subject to the approval of the 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 and Mr. LI Kedong; the non-executive Directors are Mr. GUO Zhaoxu, Mr. HU Xingguo and Ms. ZHANG Cui; 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 Article 97 of the Articles of Association, Mr. WANG Sidong, Mr. YIN Zhaojun, Mr. WU Ting Yuk Anthony and Mrs. LAW FAN Chiu Fun Fanny shall retire at the Annual General Meeting. The retiring Directors, being eligible, offer themselves for re-election.

On 10 April 2024, the nomination committee of the Company has by written resolution considered 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 10 April 2024, 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.

LETTER FROM THE BOARD

In compliance with the requirements of code provision F.2.1 of the Corporate Governance Code set out in Appendix C1 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.

Pursuant to code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 of the Listing Rules, Mr. WU Ting Yuk Anthony has served as an independent non-executive Director more than 9 years and re-election of him will be subject to a separate resolution to be approved by the Shareholders. Mr. WU Ting Yuk Anthony did not hold any managerial positions of the Group, and was not employed by the subsidiaries of the Group and engaged into any execution and management tasks of the Group over the years. Mr. WU Ting Yuk Anthony still engages into the affairs of the Board, and is a chairman of the audit committee, a member of the remuneration committee and nomination committee of the Company. His reappointment will maintain the stability of the Board, and his experience and knowledge also bring valuable contributions including objective enquiries and independent judgement to the Board and the management. The Board considers that Mr. WU Ting Yuk Anthony has satisfied the criteria for independence set out in Rule 3.13 of the Listing Rules. The Board also considers that his re-election is in the best interest of the Company and the Shareholders as a whole.

Pursuant to code provision B.3.4(b) of the Corporate Governance Code set out in Appendix C1 of the Listing Rules, notwithstanding Mr. WU Ting Yuk Anthony's engagement as a director of 9 listed companies (including the Company), he confirmed that he has aware of the responsibilities of being a director of Hong Kong listed companies and would devote sufficient time and energy to the Board to perform his duties as an independent non-executive Director. Save for his role as non-executive director and chairman of Clarity Medical Group Holding Limited, he is serving as an independent non-executive Director in each of the other eight listed companies. He does not participate in the day-to-day management of such companies. According to the latest available annual reports of such listed companies, he had maintained a high attendance record for the board meetings, committee meetings and annual general meetings of such listed companies. As he is appointed as an independent non-executive Director, he is also not required to participate in the day-to-day management of the Company. Furthermore, he has sufficient experience and knowledge in discharging directors' duties through his past working experience and his services as directors in various listed companies. He therefore should have sufficient understanding in his role as a director and should be able to well allocate his time to attend to the affairs of each relevant listed company. As such, the Board believes that notwithstanding Mr. WU Ting Yuk Anthony holds directorships in 8 other listed companies in Hong Kong, he will still be able to devote sufficient time to perform his responsibilities as an independent non-executive Director.

LETTER FROM THE BOARD

In addition, Mrs. LAW FAN Chiu Fun Fanny has been appointed as independent non-executive Director with effect from 30 September 2020 and shall retire at the Annual General Meeting, being eligible, offers herself for re-election. Mr. WU Ting Yuk Anthony 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 and Mrs. LAW FAN Chiu Fun Fanny are independent and their re-election is in the best interest of the Company and the 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 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 2023 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 auditor

Reference is made to the announcement of the Company dated 27 May 2024. Since the term of service of the current auditor of the Company, Messrs. PricewaterhouseCoopers (“PwC”), 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. KPMG (“KPMG”) as the auditor of the Company for the year ended 31 December 2024 following the retirement of PwC. The audit committee had participated in the selection and engagement as well as the tendering process of independent auditor for the year 2024 and had reviewed and approved the bidding and procurement plan and results. The audit committee has considered a number of factors when recommending KPMG to the Board as the new auditor of the Company, including but not limited to (i) their experience and industry knowledge; (ii) their resources and capabilities; (iii) their independence and objectivity; (iv) their audit fee; and (v) their market reputation, etc. Based on the above, the audit committee has assessed and considered that KPMG is independent, competent and capable to perform a high quality audit and is suitable to act as the new auditor of the Company.

LETTER FROM THE BOARD

The Company has also communicated with PwC, and has been informed that they have no disagreement relating to the change of auditor, and has obtained a written confirmation from PwC confirming that nothing in respect of its retirement as the auditor of the Company needed to be brought to the attention of the Shareholders.

The Board, with the recommendation of the audit committee, recommended that, subject to the approval of the Shareholders at the Annual General Meeting, KPMG be appointed as the new independent auditor of the Company following the retirement of PwC 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.

3. ANNUAL GENERAL MEETING

The Notice of Annual General Meeting is set out on pages 14 to 16 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 the 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 Tuesday, 25 June 2024 to Friday, 28 June 2024 (both day 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 Monday, 24 June 2024.

LETTER FROM THE BOARD

To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Friday, 12 July 2024. 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 Thursday, 11 July 2024.

5. RECOMMENDATION

The Directors consider that the proposed declaration of final dividend, re-election of Directors, the change of independent auditor of the Company and other businesses are in the interests of the Company and the 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 Appendix to this circular.

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

Details of the 4 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 62, has been the chairman of the Company since 2020. Mr. WANG has been the chairman of TPG and TPG (HK) since 2020, he is also the chairman of TPL and TPAM. Mr. WANG had been the vice chairman and general manager of TPG, TPG (HK) and the Company. Mr. WANG had also been the vice president of China Life Insurance (Group) Company; the chairman of China Life Investment Holding Company Limited; and had worked for the Ministry of Foreign Trade and Economic Cooperation of China (now the Ministry of Commerce), the Xinhua News Agency Hong Kong Branch (now the Liaison Office of the Central People’s Government in the Hong Kong S.A.R), and The Hong Kong Chinese Enterprises Association. Mr. WANG holds a bachelor 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 the year of 2023, the total remuneration that Mr. WANG was entitled from the Group was approximately HK\$1,208,000. During the year 2024, Mr. WANG is entitled to receive an annual salary of approximately HK\$416,000. 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.

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 58, has been the vice chairman and general manager of the Company since 2021. Mr. YIN has been the vice chairman and general manager of TPG and TPG (HK) since 2021, he is also a director of TPL, the chairman of TPI, the chairman of TPP, the chairman of TPre, the chairman of TPL (HK), the chairman of TP Singapore and the chairman of TP Luxembourg. 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., a director of China Life Property and Casualty Company Limited, the chairman of China Life Investment Holding Company Limited, and a 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 degree in economics from the Faculty of Accounting of the Beijing Institute of Finance and Trade, China and a master 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 2023, the total remuneration that Mr. YIN was entitled from the Group was approximately HK\$1,234,000. During the year 2024, Mr. YIN is entitled to receive an annual salary of approximately HK\$416,000. 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.

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. WU Ting Yuk Anthony (“Mr. WU”)

Mr. WU Ting Yuk Anthony, aged 69, has been an independent non-executive Director since 2013. Mr. WU is a member of the 13th Standing Committee of the Chinese People’s Political Consultative Conference National Committee; the chairman of The China Oxford Scholarship Fund; a non-executive director and chairman of Clarity Medical Group Holdings Limited; an independent non-executive director (“**INED**”) of China Resources Medical Holdings Company Limited; an INED of Power Assets Holdings Limited; an INED of CStone Pharmaceuticals; an INED and the chairman of Venus Medtech (Hangzhou) Inc.; an INED of Ocumension Therapeutics; an INED of Sing Tao News Corporation Limited; an INED of Hui Xian Asset Management Limited (the manager of Hui Xian Real Estate Investment Trust); the chief advisor of MUFG Bank; a trustee of The Society for the Aid and Rehabilitation of Drugs Abusers; a 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 Guangdong Investment Limited, the chairman of China Resources Medical Holdings Company Limited, an INED of Agricultural Bank of China Limited; a member of State Council’s Medical Reform Leadership Advisory Committee, PRC; an INED of Fidelity Funds; the chairman of Hong Kong Hospital Authority; the chairman and a director of Hong Kong General Chamber of Commerce; the chairman and a director of Bauhinia Foundation Research Center; the chairman of Far East and China of Ernst & Young PLLC; and the deputy chairman and an executive director of Sincere Watch (Hong Kong) Limited. Mr. WU is a fellow of Institute 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; a honorary professor of School of Chinese Medicine, Hong Kong Baptist University; 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 three years preceding the Latest Practicable Date or any position with the Company and other members of the Group at the Latest Practicable Date.

According to a press release of the Hong Kong Institute of Certified Public Accountants (the “**Institute**”) dated 23 July 2014, the Disciplinary Committee of the Institute ordered removal of Mr. WU’s name from the register of certified public accountants for a period of two years, and payment to the Institute of a penalty of HK\$250,000. Mr. WU, together with the other respondents, were ordered to pay the costs of the disciplinary and investigation proceedings of HK\$2,000,000.

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 2023, the total director's fee that Mr. WU was entitled to receive from the Group was HK\$320,000. During the year 2024, Mr. WU is entitled to receive a director's fee of HK\$320,000, as determined by the Board and 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.

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

Mrs. LAW FAN Chiu Fun Fanny, aged 71, has been an independent non-executive Director since 2020. Mrs. LAW is also an INED of China Unicom (Hong Kong) Limited, an INED of Nameson Holdings Limited, an INED of Minmetals Land Limited and an INED of New World Development Company Limited. Mrs. LAW had been a member of the Executive Council of the Government of the HKSAR, an external director of China Resources Holdings Company Limited, an INED of DTXS Silk Road Investment Holdings Company Limited and an INED of CLP Holdings Limited. Mrs. LAW holds a bachelor degree (Honour) in science from the University of Hong Kong, a master degree in public administration from Harvard University (named with a Littauer Fellow) and a master 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 2023, the total director's fee that Mrs. LAW was entitled to receive from the Group was HK\$320,000. During the year 2024, 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.

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 24th annual general meeting of China Taiping Insurance Holdings Company Limited (the “**Company**”) will be held at 26/F., China Taiping Finance Centre, 18 King Wah Road, North Point, Hong Kong on Friday, 28 June 2024 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 2023.
2. To declare a final dividend of 30 HK cents per Share for the year ended 31 December 2023.
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. WU Ting Yuk Anthony as a Director; and
 - (4) 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.

NOTICE OF ANNUAL GENERAL MEETING

4. To appoint Messrs. KPMG as the independent auditor of the Company 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 auditor.

By Order of the Board
ZHANG Ruohan
Company Secretary

Hong Kong, 5 June 2024

Notes:

- (i) If tropical cyclone warning signal number 8 or above is hoisted or a black rainstorm warning is in force on the date of the annual general meeting of the Company, the annual general meeting of the Company will be held as scheduled. Shareholders should make their own decision as to whether they would attend the annual general meeting of the Company under bad weather conditions and if they should choose to do so, they are advised to exercise care and caution.
- (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 Tuesday, 25 June 2024 to Friday, 28 June 2024 (both day 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 Monday, 24 June 2024.
- (vi) To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Friday, 12 July 2024. 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 Thursday, 11 July 2024.

NOTICE OF ANNUAL GENERAL MEETING

- (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 5 June 2024. 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 5 June 2024.
- (ix) As at the date of this notice, the Board is comprised of 10 Directors, of which Mr. WANG Sidong, Mr. YIN Zhaojun and Mr. LI Kedong are executive Directors, Mr. GUO Zhaoxu, Mr. HU Xingguo and Ms. ZHANG Cui 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.