



DISCLOSURE OF MATERIAL MATTERS (2012-2)

**XL INSURANCE (CHINA) COMPANY LIMITED**

**DISCLOSURE OF MATERIAL MATTER -- BOARD MEMBER CHANGE**

**2012-2**

Being approved by the Shareholders of XL Insurance (China) Company Limited (hereinafter "XLICCL" or the "Company") through written resolution on 21<sup>st</sup> November 2012, Mr. Paolo Ribotta resigned from his position on the Board of Directors of the Company. As the number of changed directors reach one third of the total members of the Board within this year, adhering to the applicable laws and regulations and internal rules of the Company, the information was so disclosed as a matter material to XLICCL.

XL Insurance (China) Company Limited

30<sup>th</sup> November, 2012