
NOTICE OF ANNUAL GENERAL MEETING

PING AN

Insurance · Banking · Investment

中国平安保险(集团)股份有限公司

Ping An Insurance (Group) Company of China, Ltd.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2318)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) will be held at 2:00 p.m. on Wednesday, May 23, 2018 at Ping An Hall, Ping An School of Financial Management, Guanlan, Shenzhen, Guangdong Province, PRC for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors of the Company (the “**Board**”) for the year 2017.
2. To consider and approve the Report of the Supervisory Committee of the Company (the “**Supervisory Committee**”) for the year 2017.
3. To consider and approve the Annual Report of the Company for the year 2017 and its summary.
4. To consider and approve the Report of Final Accounts of the Company for the year 2017 including the Audit Report and Audited Financial Statements of the Company for the year 2017.
5. To consider and approve the Profit Distribution Plan of the Company for the year 2017 and the proposed distribution of final dividends.
6. To consider and approve the Resolution regarding the Appointment of Auditors of the Company for the year 2018, re-appointing PricewaterhouseCoopers Zhong Tian LLP as the PRC auditor and PricewaterhouseCoopers as the international auditor of the Company to hold office until the conclusion of the next annual general meeting and authorizing the Board to re-authorize the management of the Company to fix their remuneration.
7. To consider and approve the Resolution regarding the Election of Directors of the Company (the “**Directors**”) for the 11th Session of the Board.
 - 7.1 To consider and approve the re-election of Mr. Ma Mingzhe as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.

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- 7.2 To consider and approve the re-election of Mr. Sun Jianyi as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.3 To consider and approve the re-election of Mr. Ren Huichuan as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.4 To consider and approve the re-election of Mr. Yao Jason Bo as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.5 To consider and approve the re-election of Mr. Lee Yuansiong as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.6 To consider and approve the re-election of Ms. Cai Fangfang as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.7 To consider and approve the re-election of Mr. Soopakij Chearavanont as a Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.8 To consider and approve the re-election of Mr. Yang Xiaoping as a Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.9 To consider and approve the election of Mr. Wang Yongjian as a Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.10 To consider and approve the re-election of Mr. Liu Chong as a Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.11 To consider and approve the re-election of Mr. Yip Dicky Peter as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.12 To consider and approve the re-election of Mr. Wong Oscar Sai Hung as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.13 To consider and approve the re-election of Mr. Sun Dongdong as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.

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- 7.14 To consider and approve the re-election of Mr. Ge Ming as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
- 7.15 To consider and approve the re-election of Mr. Ouyang Hui as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.
8. To consider and approve the Resolution regarding the Election of Non-employee Representative Supervisors of the Company (the “**Supervisors**”) for the 9th Session of the Supervisory Committee.
- 8.1 To consider and approve the re-election of Mr. Gu Liji as an Independent Supervisor of the Company to hold office until the expiry of the term of the 9th Session of the Supervisory Committee.
- 8.2 To consider and approve the re-election of Mr. Huang Baokui as an Independent Supervisor of the Company to hold office until the expiry of the term of the 9th Session of the Supervisory Committee.
- 8.3 To consider and approve the re-election of Ms. Zhang Wangjin as a Shareholder Representative Supervisor of the Company to hold office until the expiry of the term of the 9th Session of the Supervisory Committee.

AS SPECIAL RESOLUTION

9. To consider and approve the Resolution regarding the Proposed Grant of the General Mandate by the General Meeting to the Board to Issue H Shares, i.e. the grant of a general mandate to the Board to allot, issue and deal with additional H shares not exceeding 20% of the aggregate nominal amount of the H shares of the Company in issue, representing up to limit of 8.15% of the total number of shares of the Company in issue, at a discount (if any) of no more than 10% (rather than 20% as limited under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) to the Benchmark Price (as defined in the Materials for the Company’s 2017 Annual General Meeting) and authorize the Board to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of H shares. The details are as follows:

“That

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of the Company and the applicable laws and regulations of the PRC, the exercise by the Board

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during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, the additional H shares of the Company and to make or grant offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of H shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the aggregate nominal amount of the H shares of the Company in issue, representing up to a limit of 8.15% of total number of shares of the Company in issue on the date of passing this resolution at the general meeting, at a discount (if any) of no more than 10% (rather than 20% as limited under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) to the Benchmark Price, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Articles of Association of the Company; and
- (d) For the purpose of this special resolution:
 - (i) “Benchmark Price” means the price which is the higher of:
 - a. the closing price of H Share(s) on the date of the relevant placing agreement or other agreements involving the proposed issue of H Share(s) under the General Mandate; or
 - b. the average closing price of H Share(s) in the 5 trading days immediately prior to the earliest of: (aa) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of H Share(s) under the General Mandate; (bb) the date of the placing agreement or other agreement involving the proposed issue of H Share(s) under the General Mandate; or (cc) the date on which the price of H Share(s) of placing or subscription is fixed.

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(ii) “Relevant Period” means the period from the date of passing of this resolution at the general meeting until the earliest of:

- a. the conclusion of the next annual general meeting of the Company;
- b. the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or other applicable laws to be held; or
- c. the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

(iii) “Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

(B) The Board be authorized to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of H shares as provided in subparagraph (a) of paragraph (A) of this resolution.”

AS REPORTING DOCUMENTS

10. To consider and review the Performance Report of the Directors for the Year 2017 of the Company.
11. To consider and review the Performance Report of the Independent Directors for the Year 2017 of the Company.

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12. To consider and review the Report on Connected Transactions and Implementation of Management System of Connected Transactions for the Year 2017 of the Company.

By order of the Board

Ma Mingzhe

Chairman and Chief Executive Officer

Shenzhen, PRC

April 4, 2018

As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Yao Jason Bo, Lee Yuansiong and Cai Fangfang; the Non-executive Directors are Lin Lijun, Soopakij Chearavanont, Yang Xiaoping, Xiong Peijin and Liu Chong; the Independent Non-executive Directors are Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong, Ge Ming and Ouyang Hui.

Notes:

1. In order to determine the list of holders of H shares who are entitled to attend the AGM, the H share register of members will be closed from Monday, April 23, 2018 to Wednesday, May 23, 2018, both days inclusive, during which period no transfer of shares will be effected. Holders of the Company's H shares whose names appear on the register of members on Wednesday, May 23, 2018 are entitled to attend the meeting. In order to attend and vote at the meeting, holders of H shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (the "**H Share Registrar**") at or before 4:30 p.m. on Friday, April 20, 2018. The address of the transfer office of H Share Registrar is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Holders of the Company's A shares whose names appear on the register of members on Friday, April 20, 2018 are entitled to attend the meeting.
2. A shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized. If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice of the meeting.
4. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the H Share Registrar, at the address of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H shares not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so wishes.
5. Shareholders who intend to attend the meeting in person or by proxy should return the reply slip to the Company's principal place of business in the PRC or Hong Kong on or before Thursday, May 3, 2018 by hand, by post or by fax. The Company's principal place of business in the PRC is at 47th, 48th, 109th, 110th, 111th and 112th Floors, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, Guangdong Province, PRC (Tel: (86 755) 400 8866 338, Fax: (86 755) 8243 1029). The contact persons are Mr. Lu Cheng (陸澄先生) (Tel: (86 755) 8867 4686) and Mr. Luo Xi (羅曦先生) (Tel: (86 755) 2262 1998). The Company's principal place of business in Hong Kong is at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (Tel: (852) 2980 1888, Fax: (852) 2956 2192).
6. The meeting is expected to be concluded within a day. Shareholders (in person or by proxy) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce the identity documents.