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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2018 second extraordinary general meeting (the “EGM”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, December 14, 2018 at Ping An Hall, Ping An School of Financial Management, No. 402, Sili Road, 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 Resolution regarding the Election of Directors of the Company.
  - 1.01 To consider and approve the election of Mr. Ng Sing Yip 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.
  - 1.02 To consider and approve the election of Mr. Chu Yiyun 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.
  - 1.03 To consider and approve the election of Mr. Liu Hong 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.

#### AS SPECIAL RESOLUTION

2. To consider and approve the Resolution regarding the Implementation of the Long-term Service Plan.
3. To consider and approve the Resolution regarding the Issuing of Debt Financing Instruments.
4. To consider and approve the Resolution regarding the Proposed Amendments to the Articles of Association.

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5. To consider and approve the Plan regarding Share Buy-back and Relevant Authorization.

By order of the Board  
**Ma Mingzhe**  
*Chairman and Chief Executive Officer*

Shenzhen, PRC  
October 30, 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 of the Company are Soopakij Chearavanont, Yang Xiaoping, Liu Chong and Wang Yongjian; the Independent Non-executive Directors of the Company are 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 EGM, the H share register of members will be closed from Wednesday, November 14, 2018 to Friday, December 14, 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 Friday, December 14, 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 Tuesday, November 13, 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 Tuesday, November 13, 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 Friday, November 23, 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.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Share Buy-back Mandate.

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### **LISTING RULES RELATING TO THE PURCHASE OF ITS OWN SECURITIES**

The Listing Rules permit companies whose primary listing are on the Stock Exchange to purchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

### **SHARE CAPITAL**

As at the Latest Practicable Date (October 24, 2018), the Company had 18,280,241,410 Shares in issue, consisting of 10,832,664,498 A Shares and 7,447,576,912 H Shares. The Company may buy-back its outstanding domestic and/or overseas shares as appropriate and at suitable times based on volatility and changes in the capital market and the share price of the Company, with a maximum amount of no more than 10% of the total number of Shares of the Company in issue.

### **REASONS OF THE BUY-BACK**

The Directors believe that a general authority from the Shareholders to enable the Company to buy-back its Shares on the Stock Exchange is to maintain stability of the Company's operations, development and share price, to safeguard and protect the long-term interests of the Shareholders, to promote the maximization of Shareholders' value, to further improve and refine the long-term incentive and talent retention mechanism, and to ensure the sustainable operations and healthy development of the Company.

### **FUNDING OF THE BUY-BACK**

The Company is seeking authorization from the general meeting to buy-back its Shares. The Company may only apply its own funds and funds legally available for such purpose in accordance with regulatory policies, laws and regulations. The buy-back is not expected to have a material adverse effect on the working capital requirements or the gearing levels of the Company.

### **GENERAL**

Considering that the capital market is changing rapidly with opportunities fleeting, in order to accurately grasp the timing to ensure smooth commencement of buy-back and related issues, it is proposed to the general meeting to grant a general mandate to the Board, and the consent to the Board to further authorize executive Directors of the Company to handle related matters regarding the buy-back. Such authorization shall take effective from the date of approval of the general meeting of the Company.

To the best of their knowledge, having made all reasonable enquiries, if the Proposed Share Buy-back Mandate is exercised, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company, and no core connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so.

The Listing Rules prohibit a company from conducting a buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands, and the Directors would not propose to buy-back shares in such case.

### **SHARE BUY-BACK MADE BY THE COMPANY**

No buy-back of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

### **H SHARE PRICES**

The highest and lowest traded prices for the H Shares recorded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>H Shares</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
October	68.54	62.01
November	85.93	69.83
December	82.64	72.77
<b>2018</b>		
January	96.10	82.00
February	90.82	79.00
March	91.22	79.55
April	84.34	76.56
May	78.95	74.62
June	79.55	71.25
July	74.20	69.45
August	76.25	68.45
September	79.50	72.25
October (up to the Latest Practicable Date)	77.30	72.10

### **STATUS OF A SHARES AND H SHARES BUY-BACK BY THE COMPANY**

A Shares and H Shares bought back by the Company shall be processed under laws and regulations of the PRC.