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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 Friday, May 10, 2013 at Ping An Hall, Ping An School of Financial Services, 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 of Directors”) for the year ended December 31, 2012.
2. To consider and approve the report of the supervisory committee of the Company (the “Supervisory Committee”) for the year ended December 31, 2012.
3. To consider and approve the annual report and its summary of the Company for the year ended December 31, 2012.
4. To consider and approve the report of the auditors and the audited financial statements of the Company for the year ended December 31, 2012.
5. To consider and approve the profit distribution plan for the year ended December 31, 2012 and the proposed distribution of final dividends.
6. To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company 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 to fix their remuneration.

7. To consider and approve each of the appointment of Directors.
 - 7.1 To consider and approve the appointment of Mr. Lee Yuansiong as an Executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.
 - 7.2 To consider and approve the appointment of Mr. Soopakij Chearavanont as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.
 - 7.3 To consider and approve the appointment of Mr. Yang Xiaoping as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.
 - 7.4 To consider and approve the appointment of Mr. Lu Hua as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.
 - 7.5 To consider and approve the appointment 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 9th Session of the Board of Directors.
 - 7.6 To consider and approve the appointment 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 9th Session of the Board of Directors.
 - 7.7 To consider and approve the appointment of Mr. Sun Dongdong as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.
8. To consider and approve the appointment of Ms. Zhang Wangjin as a Supervisor representing the shareholders of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.
9. To consider and approve the payment of working allowance to the Independent Non-executive Directors of the Company.
10. To consider and approve the payment of working allowance to the Independent Supervisors of the Company.
11. To consider and approve “the Resolution in relation to the Utilization Report on the Proceeds from the Previous Fund Raising Activity”.

AS REPORTING DOCUMENTS

12. To hear the Performance Report of the Directors for the Year 2012 of the Company.
13. To hear the Performance Report of the Independent Directors for the Year 2012 of the Company.
14. To hear the Report on Connected Transactions and Implementation of Management System of Connected Transactions for the Year 2012 of the Company.

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

Shenzhen, PRC
March 22, 2013

As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Ku Man and Yao Jason Bo; the Non-executive Directors are Fan Mingchun, Lin Lijun, Li Zhe and Guo Limin; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Carmelo Ka Sze, Woo Ka Biu Jackson and Stephen Thomas Meldrum.

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 Wednesday, April 10, 2013 to Friday, May 10, 2013, both days inclusive, during which period no transfer of H shares will be effected. Holders of the Company's H shares whose names appear on the register of members on Friday, May 10, 2013 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, April 9, 2013. 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. The registration date and arrangements in relation to the rights of holders of A shares of the Company to attend the AGM will be separately announced in the PRC.
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.
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, April 19, 2013 by hand, by post or by fax. The Company's principal place of business in the PRC is at 15, 16, 17 and 18 Floors, Galaxy Development Center, Fu Hua No. 3 Road, Futian District, Shenzhen, Guangdong Province, PRC (Tel: (86 755) 400 8866 338, Fax: (86 755) 8243 1029). The contact persons are LUO Jin (羅璉) (Tel: (86 755) 2262 6160), LI Yan (李豔) (Tel: (86 755) 2262 2631) and SHEN Xiaoxiao (沈瀟瀟) (Tel: (86 755) 2262 4243). The Company's principal place of business in Hong Kong is at Level 28, Three Pacific Place, 1 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.