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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 H SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that a class meeting (the “**H Shareholders Class Meeting**”) of holders of the H Shares (the “**H Shareholders**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) will be held at 11:30 a.m. on Friday, 7 August 2009 at Ping An School of Financial Services, Kukeng, Guanlan, Shenzhen, PRC (or immediately after the conclusion or adjournment of the extraordinary general meeting and the class meeting of the holders of A shares of the Company, both of which will be held at the same place and date) for the purposes of considering and, if thought fit, passing the following resolution:

**AS SPECIAL RESOLUTION**

**“THAT:**

- (A) subject to the satisfaction or waiver (where appropriate) of the conditions set out in the Share Purchase Agreement (as defined in the circular of the Company dated 23 June 2009 (the “**Circular**”)) and the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the Consideration Shares, the directors of the Company be and are hereby granted a specific mandate to:
  - (a) allot and issue the Consideration Shares (as defined in the Circular) in accordance with the terms and conditions of the Share Purchase Agreement; and
  - (b) do all acts and things in connection with the allotment and issue of the Consideration Shares; and
- (B) the directors of the Company be authorized to make amendments to the articles of association of the Company as they think fit as a result of the allotment and issuance of the Consideration Shares as provided in paragraph (A) of this resolution, which include:
  - (a) amendments to Article 21 (regarding details of the approval and the number of issued shares) and Article 24 (regarding the registered capital of the Company) of the articles of association of the Company; and

- (b) amendments to corresponding articles in the articles of association of the Company to reflect the actual situation after the completion of the issuance of Consideration Shares.”

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

Shenzhen, PRC  
23 June 2009

*As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Cheung Chi Yan Louis, Wang Liping and Jason Bo Yao; the Non-executive Directors are Hu Aimin, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Clive Bannister and Li Zhe; and the Independent Non-executive Directors are Chow Wing Kin Anthony, Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Ka Sze Carmelo and Chung Yu-wo Danny.*

*Notes:*

1. According to the articles of association of the Company, the resolution will be determined by poll.
2. In order to determine the list of shareholders who are entitled to attend the H Shareholders Class Meeting, the H share register of members will be closed from Wednesday, 8 July 2009 to Friday, 7 August 2009, 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, 8 July 2009 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 at or before 4:30 p.m. on Tuesday, 7 July 2009. The address of the transfer office of Computershare Hong Kong Investor Services Limited is 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 H Shareholders Class Meeting will be separately announced in the PRC.
3. 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.
4. 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.
5. 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 of the Company 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. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
6. 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, 17 July 2009 by hand, by post or by fax. The Company's principal place of business in the PRC is at 15/F to 18/F Galaxy Development Centre, Fu Hua Road, Futian District, Shenzhen, PRC (Tel: (86 755) 400 8866 338, Fax: (86 755) 8243 1029). The contact persons are SHEN Xiaoxiao (沈瀟瀟) (Tel: (86 755) 2262 4243), LIU Cheng (劉程) (Tel: (86 755) 2262 2101) and YANG Xu (楊旭) (Tel: (86 755) 2262 3215). The Company's principal place of business in Hong Kong is at 11th Floor, Dah Sing Financial Center, 108 Gloucester Road, Wan Chai, Hong Kong (Tel: (852) 2827 1883, Fax: (852) 2802 0018).
7. The meeting is expected to be concluded within half 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.