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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 THE FIRST EXTRAORDINARY GENERAL MEETING OF 2010

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) of 2010 will be held at 1:30 p.m. on Monday, 1 November 2010 at the Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, the PRC, for the purposes of considering and, if thought fit, passing the following resolutions.

Unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the announcement of the Company dated 1 September 2010.

### AS ORDINARY RESOLUTION

1. To consider and approve “the resolution regarding adjustment of remuneration of domestic persons of the Company acting as the independent non-executive Directors”.

### AS SPECIAL RESOLUTIONS

2. To consider and approve each of “the resolutions regarding matters involved in the acquisition of major assets and connected transactions of the Company”, the details are as follows:
  - 2.1 to consider and approve means of the major asset restructuring, object of the transaction and parties to the transaction;
  - 2.2 to consider and approve transaction price and basis of pricing involved in the major asset restructuring;
  - 2.3 to consider and approve vesting of profit or loss arising from the relevant assets from the base date of asset pricing to the completion date;
  - 2.4 to consider and approve contract obligations and default liabilities under the transfer of ownership of the relevant assets;
  - 2.5 to consider and approve validity period of the resolution of the major asset restructuring.
3. To consider and approve “the resolution regarding the supplemental agreement to the Share Subscription Agreement entered into between the Company and SDB”;

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4. To consider and approve “the resolution regarding the profits forecast compensation agreement entered into between the Company and SDB”;
5. To consider and approve “the resolution regarding the grant of authorization to the Board to process matters relating to the major asset restructuring of the Company at the general meeting”.

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

Shenzhen, PRC  
15 September 2010

*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 Yao Jason Bo; the Non-executive Directors are Lin Lijun, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Li Zhe, Guo Limin and David Fried; 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 resolutions will be determined by poll.
2. In order to determine the list of shareholders who are entitled to attend the extraordinary general meeting of the Company, the H Shares register of members will be closed from Thursday, 30 September 2010 to Monday, 1 November 2010, 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 Thursday, September 30, 2010 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 Wednesday, September 29, 2010. The address of the transfer office of the 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 extraordinary general meeting of the Company 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, 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.
6. Shareholders who intend to attend the meeting in person or by proxy should return the reply slip to the Company’s office of the Board in the PRC or principal place of business in Hong Kong on or before Tuesday, 12 October 2010 by hand, by post or by fax. The Company’s contact address in the PRC is at 16/F Galaxy Development Centre, Fu Hua Road, Futian District, Shenzhen, Guangdong Province, the PRC (Post Code: 518048). The contact persons are Ms. SHEN Xiaoxiao (沈瀟瀟) (Tel: (86 755) 2262 4243, Fax: (86 755) 8243 5425), Mr. LIU Cheng (劉程) (Tel: (86 755) 2262 2101, Fax: (86 755) 8243 1029) and Mr. YANG Xu (楊旭) (Tel: (86 755) 2262 3215, Fax: (86 755) 8243 1019). The Company’s principal place of business in Hong Kong is at 17th Floor, Allied Kajima Building, 138 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.