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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 of Ping An Insurance (Group) Company of China, Ltd. ("the Company") will be held at 10:00 a.m. on Thursday, June 16, 2011 at Ping An School of Financial Services, Kukeng, Guanlan, Shenzhen, 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, 2010.
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended December 31, 2010.
3. To consider and approve the annual report and its summary of the Company for the year ended December 31, 2010.
4. To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2010.
5. To consider and approve the profit distribution plan for the year ended December 31, 2010 and the proposed distribution of final dividends.
6. To consider and approve the re-appointment of Ernst & Young Hua Ming as the PRC auditors and Ernst & Young as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board of Directors to fix their remuneration.
7. To consider and approve the re-designation of Mr. Cheung Chi Yan, Louis as a Non-executive Director of the Company.
8. To consider and approve the appointment of Mr. Woo Ka Biu, Jackson as an Independent Non-executive Director of the Company.

## AS SPECIAL RESOLUTIONS

9. To consider and approve the proposed amendments to the Articles of Association of the Company, and to authorize the Board of Directors to make further amendments which in its opinion may be necessary, desirable and expedient in accordance with the applicable laws and regulations, and as may be required by the CIRC and other relevant authorities.

The amended Articles of Association of the Company as referred to in this special resolution shall come into effect following the relevant approvals from CIRC are obtained.

## AS REPORTING DOCUMENTS

10. To consider and review the Performance Report of the Directors for the Year 2010 of the Company.
11. To consider and review the Report on Connected Transactions and Implementation of Management System of Connected Transactions for 2010.

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

Shenzhen, PRC  
April 7, 2011

*As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi and Cheung Chi Yan Louis, Wang Liping and Jason Yao 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. In order to determine the list of shareholders who are entitled to attend the annual general meeting of the Company and to receive the final dividend for the year ended December 31, 2010, the H share register of members will be closed from Tuesday, May 17, 2011 to Thursday, June 16, 2011, 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 Thursday, June 16, 2011 are entitled to attend the meeting and to receive the final dividend for the year ended December 31, 2010. 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 Monday, May 16, 2011. The address of the transfer office of Computershare Hong Kong Investor Services Limited is 17M 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 annual general meeting of the Company and to receive the final dividend for the year ended December 31, 2010 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 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
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, May 27, 2011 by hand, by post or by fax. The Company's principal place of business in the PRC is at 15-18th Floors, Galaxy Development Center, Fu Hua No. 3 Road, Futian District, Shenzhen, PRC (Tel: (86 755) 400 8866 338, Fax: (86 755) 8243 1029). The contact persons are LIU Cheng (劉程) (Tel: (86 755) 2262 2101) and LI Vivian (李薇) (Tel: (86 755) 2262 1731). 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).
6. 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.