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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 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 Wednesday, June 27, 2012 at 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, 2011.
2. To consider and approve the report of the supervisory committee of the Company (the “Supervisory Committee”) for the year ended December 31, 2011.
3. To consider and approve the annual report and its summary of the Company for the year ended December 31, 2011.
4. To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2011.
5. To consider and approve the profit distribution plan for the year ended December 31, 2011 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 election of Directors for the 9th session of the Board of Directors.
 - 7.1 To consider and approve the re-election of Mr. Ma Mingzhe 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 re-election of Mr. Sun Jianyi 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.
- 7.3 To consider and approve the election of Mr. Ren Huichuan 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.
- 7.4 To consider and approve the re-election of Mr. Yao Jason Bo 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.
- 7.5 To consider and approve the election of Mr. Ku Man 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.
- 7.6 To consider and approve the re-election of Ms. Lin Lijun 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.
- 7.7 To consider and approve the re-election of Mr. Wong Tung Shun Peter 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.
- 7.8 To consider and approve the re-election of Mr. Ng Sing Yip 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.
- 7.9 To consider and approve the re-election of Ms. Li Zhe 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.
- 7.10 To consider and approve the re-election of Mr. Guo Limin 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.
- 7.11 To consider and approve the re-election of Mr. Fan Mingchun 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.
- 7.12 To consider and approve the election of Mr. Cheng Siu Hong 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.
- 7.13 To consider and approve the re-election of Mr. Zhang Hongyi 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.

- 7.14 To consider and approve the re-election of Mr. Mr. Chen Su 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.
- 7.15 To consider and approve the re-election of Mr. Xia Liping 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.
- 7.16 To consider and approve the re-election of Mr. Tang Yunwei 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.
- 7.17 To consider and approve the re-election of Mr. Lee Ka Sze Carmelo 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.
- 7.18 To consider and approve the re-election of Mr. Woo Ka Biu Jackson 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.
- 7.19 To consider and approve the election of Mr. Stephen Thomas Meldrum 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 election of Independent Supervisors and Supervisor representing the shareholders of the Company for the 7th session of the Supervisory Committee.
 - 8.1 To consider and approve the re-election of Mr. Gu Liji as an Independent Supervisor of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.
 - 8.2 To consider and approve the re-election of Mr. Sun Fuxin as an Independent Supervisor of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.
 - 8.3 To consider and approve the re-election of Mr. Peng Zhijian as an Independent Supervisor of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.
 - 8.4 To consider and approve the election of Mr. Lin Li as a Supervisor of the Company 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 Resolution Relating to Reviewing the Continuing Connected Transactions Conducted between Ping An Group and Connected Banks in the Ordinary and Usual Course of Business.

AS REPORTING DOCUMENTS

10. To hear the Performance Report of the Directors for the Year 2011 of the Company.
11. To hear the Performance Report of the Independent Directors for the Year 2011 of the Company.
12. To hear the Report on Connected Transactions and Implementation of Management System of Connected Transactions for the Year 2011.

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

Shenzhen, PRC
March 28, 2012

As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Wang Liping and Yao Jason Bo; the Non-executive Directors are Lin Lijun, Wong Tung Shun Peter, Ng Sing Yip, Li Zhe, Guo Limin, Cheung Chi Yan Louis and Fan Mingchun; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Ka Sze Carmelo, Chung Yu-wo Danny and Woo Ka Biu Jackson.

Notes:

1. In order to determine the list of shareholders who are entitled to attend the annual general meeting of the Company, the H share register of members will be closed from Monday, May 28, 2012 to Wednesday, June 27, 2012, 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, June 27, 2012 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 Friday, May 25, 2012. 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 annual general meeting of the Company 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, 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 Thursday, June 7, 2012 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 LI Yan (李豔) (Tel: (86 755) 2262 2631), SHEN Xiaoxiao (沈瀟瀟) (Tel: (86 755) 2262 4243) and LUO Jin (羅瑾) (Tel: (86 755) 2262 6160). 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 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.