



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 IS HEREBY GIVEN that a class meeting for holders of H Shares (“**H Shares Shareholders Class Meeting**”) of Ping An Insurance (Group) Company of China, Ltd. (“**Company**”) will be held at 11:00 a.m. (or immediately after the conclusion and adjournment of the EGM and the Class Meeting for holders of Domestic Shares) at 6th Floor, Ping An Building, Ba Gua No.3 Road, Shenzhen, PRC on Monday, November 13, 2006 to consider and, if thought fit, to pass the following resolution. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the announcement of the Company dated September 26, 2006 (the “**Announcement**”):

SPECIAL RESOLUTION

“**THAT**, conditional upon the approval of the same by Shareholders of the Company at the EGM and by the holders of Domestic Shares at the Class Meeting for holders of Domestic Shares to be convened and subject to the approval by the Relevant Governing Authorities, which include the CSRC and CIRC, the allotment and issue of A Shares by the Company in the PRC by way of placing and public offering of new shares and/or such other manner as shall be approved by the Relevant Governing Authorities (“**A Share Issue**”) and each of the following terms and conditions for the A Share Issue be and are hereby approved one by one:

- (1) Class of Shares: A Shares;
- (2) Total number of A Shares to be issued: This issue will not exceed 1.15 billion A Shares, including shares, not exceeding 15% of the amount to be underwritten by the lead underwriters, to be allotted pursuant to the over-allotment option to be granted by the Board to the lead underwriters depending on circumstances;
- (3) Nominal value: RMB1.00 each;
- (4) Target subscribers: Members of the PRC public (i.e. PRC individuals, entities and other institutions) having A share accounts with the Shanghai Stock Exchange (except those prohibited under PRC laws and regulations);

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- (5) Issue price: The issue price of the A Share Issue will be determined on the basis of market conditions, the condition prevailing in the securities market at the time of the A Share Issue and market consultation;
- (6) Use of proceeds: Net proceeds from the A Share Issue will be used to replenish the capital of the Company and/or as approved by the Relevant Governing Authorities;
- (7) Place of listing: The Shanghai Stock Exchange;
- (8) The existing and new Shareholders of the Company after completion of the A Share Issue whose names appear on the register of members of the Company shall be entitled to sharing the Company's undistributed retained profits immediately prior to the completion of the A Share Issue;
- (9) Validity period of this resolution: This special resolution shall be effective for a period of 12 months from the date of the approval by relevant Shareholders at the EGM, the Class Meeting for holders of Domestic Shares and the H Shares Shareholders Class Meeting whichever is the last;
- (10) The Board shall be and is authorized to determine and deal with, at its discretion and with full authority, matters in relation to the A Share Issue and listing on the Shanghai Stock Exchange (including but not limited to the specific timing of issue, number of A Shares to be issued, offering mechanism, pricing mechanism, issue price, structure of the issue and the over-allotment option to be granted to the lead underwriters depending on circumstances etc.) and to amend the Articles and other related documents in accordance with comments from the Relevant Governing Authorities;
- (11) The Board shall be and is authorized to, at its discretion and with full authority sign, amend or terminate all necessary documents in relation to the A Share Issue and the listing on the Shanghai Stock Exchange and related agreements (including but not limited to the preliminary prospectus, the prospectus, underwriting agreement, sponsors agreements, listing agreement and any related announcements), effect and carry out necessary formalities (including but not limited to procedures for listing of the A Shares on the Shanghai Stock Exchange), following completion of the A Share Issue, handle all registration requirements in relation to changes in the registered capital and amendments to the Articles; and in relation to the A Share Issue and the listing on the Shanghai Stock Exchange, handle all approval,

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registration, filing, consent procedural matters with all relevant governmental departments and authorities outside of the PRC, sign, execute, amend and complete all documents that should be submitted to all relevant governmental departments, authorities, associations, individuals outside of the PRC, and take and undertake all other necessary, appropriate and suitable actions and matters in connection therewith.”

By order of the Board of Directors
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.
Ma Mingzhe
Chairman and Chief Executive Officer

Shenzhen, PRC
September 26, 2006

Notes:

1. The proposed A Share Issue and the Company’s proposed plan in relation to the use of proceeds from the A Share Issue

Shareholders are reminded to read carefully details of the proposed A Share Issue as well as the relevant content of the proposal made by the Company in relation to the use of proceeds from the A Share Issue as contained in the Announcement and the circular to be despatched to the Shareholders.

2. Closure of register of members and eligibility for attending the H Shares Shareholders Class Meeting

Holders of H Shares of the Company are advised that the register of members of the Company will close from Saturday, October 14, 2006 to Monday, November 13, 2006 (both days inclusive), during which time no transfer of H Shares of the Company will be effected and registered. In order to qualify for attendance at the H Shares Shareholders Class Meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, by 4:00 p.m. on Friday, October 13, 2006.

Holders of H Shares of the Company whose names appear on the register of members of the Company maintained in Hong Kong on Monday, November 13, 2006 are entitled to attend the H Shares Shareholders Class Meeting.

3. Notice of attendance

Shareholders who intend to attend the H Shares Shareholders Class Meeting should complete and lodge the accompanying reply slip and return it to the Company’s principal place of business in PRC or Hong Kong on or before Tuesday, October 24, 2006. The reply slip may be delivered by hand, by post or by fax to the Company’s principal place of business in PRC or Hong Kong. The Company’s principal place of business in the PRC is at Ping An Building, Ba Gua No.3 Road, Shenzhen, PRC (Tel: (86 755) 8226 2888, Fax: (86 755) 8243 1029). The contact persons are LIU Cheng (劉程) (Tel: (86 755) 2262 2101) and WANG Xiaoli (王小利) (Tel: (86 755) 2262 2828). 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). Completion and return of the reply slip do not affect the right of a Shareholder to attend the H Shares Shareholders Class Meeting. However, a failure to return the reply slip may result in an adjournment of the H Shares Shareholders Class Meeting, if the number of Shares carrying the right to vote represented by the Shareholders proposing to attend the H Shares Shareholders Class Meeting by the reply slip does not reach more than half of the total number of H Shares of the Company carrying the right to vote at the H Shares Shareholders Class Meeting.

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4. Proxy

Every Shareholder who has the right to attend and vote at the H Shares Shareholders Class Meeting is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the H Shares Shareholders Class Meeting.

A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar not less than 24 hours before the time appointed for the holding of the H Shares Shareholders Class Meeting. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H share registrar.

5. Other businesses

The H Shares Shareholders Class Meeting is expected to last for half an hour. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.