

**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)****Form of proxy for the Annual General Meeting to be held on Wednesday, June 3, 2009**I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ A Shares/H Shares of RMB1.00 each in the share capital of Ping An Insurance (Group) Company of China, Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup> or \_\_\_\_\_of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, June 3, 2009 at Ping An School of Financial Services, Kukeng, Guanlan, Shenzhen, PRC (the "Meeting") (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstention <sup>(Note 4)</sup>
1.	To consider and approve the report of the Board of Directors of the Company for the year ended December 31, 2008			
2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended December 31, 2008			
3.	To consider and approve the annual report and its summary of the Company for the year ended December 31, 2008			
4.	To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2008			
5.	To consider and approve the profit distribution plan for the year ended December 31, 2008			
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-election of Mr. Ma Mingzhe as an Executive Director of the Company			
8.	To consider and approve the re-election of Mr. Sun Jianyi as an Executive Director of the Company			
9.	To consider and approve the re-election of Mr. Cheung Chi Yan Louis as an Executive Director of the Company			
10.	To consider and approve the appointment of Ms. Wang Liping as an Executive Director of the Company			
11.	To consider and approve the appointment of Mr. Jason Bo Yao as an Executive Director of the Company			
12.	To consider and approve the re-election of Ms. Lin Lijun as a Non-executive Director of the Company			
13.	To consider and approve the re-election of Mr. Hu Aimin as a Non-executive Director of the Company			
14.	To consider and approve the re-election of Mr. Chen Hongbo as a Non-executive Director of the Company			
15.	To consider and approve the re-election of Mr. Wong Tung Shun Peter as a Non-executive Director of the Company			
16.	To consider and approve the re-election of Mr. Ng Sing Yip as a Non-executive Director of the Company			
17.	To consider and approve the re-election of Mr. Clive Bannister as a Non-executive Director of the Company			
18.	To consider and approve the appointment of Ms. Li Zhe as a Non-executive Director of the Company			
19.	To consider and approve the re-election of Mr. Chow Wing Kin Anthony as an Independent Non-executive Director of the Company			

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
20.	To consider and approve the re-election of Mr. Zhang Hongyi as an Independent Non-executive Director of the Company			
21.	To consider and approve the re-election of Mr. Chen Su as an Independent Non-executive Director of the Company			
22.	To consider and approve the re-election of Mr. Xia Liping as an Independent Non-executive Director of the Company			
23.	To consider and approve the appointment of Mr. Tang Yunwei as an Independent Non-executive Director of the Company			
24.	To consider and approve the appointment of Mr. Lee Ka Sze Carmelo as an Independent Non-executive Director of the Company			
25.	To consider and approve the appointment of Mr. Chung Yu-wo Danny as an Independent Non-executive Director of the Company			
26.	To consider and approve the Directors' emolument plan for the Board of Directors			
27.	To consider and approve the appointment of Mr. Gu Liji as an Independent Supervisor of the Company			
28.	To consider and approve the re-election of Mr. Sun Fuxin as an Independent Supervisor of the Company			
29.	To consider and approve the appointment of Mr. Song Zhijiang as a Supervisor of the Company representing the shareholders of the Company			
30.	To consider and approve the Supervisors' emolument plan for the Supervisory Committee			
SPECIAL RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
31.	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 China Insurance Regulatory Commission and other relevant authorities			
32.	To give a general mandate to the Board of Directors to issue, allot and deal with additional H shares not exceeding 20% of the H shares of the Company in issue and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares			

Date: \_\_\_\_\_ 2009

Signature(s) *(Note 5)*: \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s). Please also strike out the type of shares (A Shares or H Shares) to which the proxy does not relate.
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. 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 but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN IN A RESOLUTION, TICK IN THE BOX MARKED "ABSTENTION".** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization document must be notarised.
- In case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- 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.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.