

**PING AN**

Expertise Creates Value

# 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 (HKD counter) and 82318 (RMB counter)

**Form of Proxy for the Annual General Meeting to be held on Thursday, May 30, 2024**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 2:00 p.m. on Thursday, May 30, 2024 at Ping An Hall, Ping An (Shenzhen) Financial Education and Training Center, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, the 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>.

BY WAY OF NON-CUMULATIVE VOTING (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 (the "Board") for the Year 2023			
2.	To consider and approve the Report of the Supervisory Committee of the Company for the Year 2023			
3.	To consider and approve the Annual Report of the Company for the Year 2023 and its summary			
4.	To consider and approve the Report of Final Accounts of the Company for the Year 2023, including the audit report and audited financial statements of the Company for the Year 2023			
5.	To consider and approve the Profit Distribution Plan of the Company for the Year 2023 and the proposed declaration and distribution of final dividends			
6.	To consider and approve the Resolution regarding the Re-appointment of Auditors of the Company for the Year 2024			
7.00	To consider and approve by way of separate resolutions, the Resolution regarding the Election of Non-independent Directors of the 13 <sup>th</sup> Session of the Board			
7.01	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 13 <sup>th</sup> session of the Board			
7.02	To consider and approve the Re-election of Mr. Xie Yonglin as an executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
7.03	To consider and approve the Election of Mr. Michael Guo as an executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
7.04	To consider and approve the Re-election of Ms. Cai Fangfang as an executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
7.05	To consider and approve the Election of Ms. Fu Xin as an executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
7.06	To consider and approve the Re-election of Mr. Soopakij Chearavanont as a non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
7.07	To consider and approve the Re-election of Mr. Yang Xiaoping as a non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
7.08	To consider and approve the Re-election of Mr. He Jianfeng as a non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
7.09	To consider and approve the Re-election of Ms. Cai Xun as a non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
8.00	To consider and approve by way of separate resolutions, the Resolution regarding the Election of Independent Supervisors for the 11 <sup>th</sup> Session of the Supervisory Committee			
8.01	To consider and approve the Re-election of Ms. Zhu Xinrong as an independent Supervisor of the Company to hold office until the expiry of term of the 11 <sup>th</sup> session of the Supervisory Committee			
8.02	To consider and approve the Re-election of Mr. Liew Fui Kiang as an independent Supervisor of the Company to hold office until the expiry of term of the 11 <sup>th</sup> session of the Supervisory Committee			
8.03	To consider and approve the Re-election of Mr. Hung Ka Hai Clement as an independent Supervisor of the Company to hold office until the expiry of term of the 11 <sup>th</sup> session of the Supervisory Committee			

BY WAY OF NON-CUMULATIVE VOTING (SPECIAL RESOLUTIONS)		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstention <sup>(Note 4)</sup>
9.	To consider and approve the Resolution regarding the Proposed Grant of General Mandate by the General Meeting to the Board to Issue H Shares			
10.	To consider and approve the Resolution regarding the Issue of Debt Financing Instruments			
11.	To consider and approve the Resolution regarding the Amendments to the Articles of Association			
BY WAY OF CUMULATIVE VOTING (ORDINARY RESOLUTION)		Please refer to Note 5		
12.00	To consider and approve the Resolution regarding the Election of Independent Directors of the 13 <sup>th</sup> Session of the Board			
12.01	To consider and approve the Re-election of Mr. Ng Sing Yip as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
12.02	To consider and approve the Re-election of Mr. Chu Yiyun as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
12.03	To consider and approve the Re-election of Mr. Liu Hong as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
12.04	To consider and approve the Re-election of Mr. Ng Kong Ping Albert as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
12.05	To consider and approve the Re-election of Mr. Jin Li as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			
12.06	To consider and approve the Re-election of Mr. Wang Guangqian as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 <sup>th</sup> session of the Board			

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

Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

**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. The shares abstained will be counted in the calculation of the required majority.
- CUMULATIVE VOTING METHOD FOR RESOLUTION 12**
  - No ballot will be cast "For", "Against" and "Abstain" in cumulative voting method. You are requested to fill in the corresponding number of votes in the blank column against the name of each Independent Non-executive Director candidate. The lowest votes will be nil and the highest will be the maximum valid votes under each group of resolution **(THE MAXIMUM VALID VOTES ARE CALCULATED ON THE BASIS OF THE TOTAL NUMBER OF SHARES HELD BY YOU TIMES THE NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE ELECTED (6 PERSONS))**. You may exercise your voting rights by casting the maximum valid votes for a particular candidate of Independent Non-executive Director, or by splitting your votes equally or differently for each of the candidates of Independent Non-executive Director corresponding to the number of shares you hold.
  - IF YOU MARK "/" IN THE BLANK AGAINST THE NAME OF ONE OR SEVERAL INDEPENDENT NON-EXECUTIVE DIRECTOR CANDIDATE(S), YOU WILL BE DEEMED TO CAST YOUR TOTAL NUMBER OF VOTES EQUALLY FOR EACH CANDIDATE.** Where the total number of votes cast by you for the 6 independent non-executive Directors is in excess of the maximum valid votes held by you, the votes cast by you shall be invalid, and you shall be deemed to have waived your voting rights. Where the total number of votes cast by you for the 6 independent non-executive Directors is less than the maximum valid votes held by you, the votes cast by you shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the maximum valid votes shall be deemed to have been waived by you.
  - Where the votes cast for a particular candidate for Independent Non-executive Director are more than half of the total number of shares held by all shareholders attending the annual general meeting (before cumulation), such candidate shall be elected as the Independent Non-executive Director.

**FOR EXAMPLE:** If you hold 100 shares of the Company, then the maximum valid votes under the group of resolution you can cast are 600. You could use your discretion to cast 600 votes evenly among 6 Independent Non-executive Director candidates, or to place all your votes on one particular Independent Non-executive Director candidate, or to split 50 votes to Independent Non-executive Director candidate A and 550 to Independent Non-executive Director candidate B, etc. Where the total number of votes cast by you for the 6 independent non-executive Directors is in excess of 600, the votes cast by you shall be invalid, and you shall be deemed to have waived your voting rights. Where the total number of votes cast for the 6 independent non-executive Directors is less than 600, the votes cast by you shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived by you.
- 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 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.
- You and your proxy's supply of personal data is on a voluntary basis. Your and your proxy's personal data will be disclosed or transferred to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, and/or other companies, and will be retained for such period as may be necessary for our verification and record purpose. You have made appropriate explanation to your proxy in respect of the use of personal data. You/your proxy have/has the right to request access to and/or correction of your/your proxy's personal data respectively. Any such request for access to and/or correction of your/your proxy's personal data should be made to the Company's H share registrar by post or by email.