

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 27, 2012

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ 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** ^(Note 3)
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 27, 2012 at Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, 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 ^(Note 4).

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
1.	To consider and approve the report of the Board of Directors of the Company for the year ended December 31, 2011			
2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended December 31, 2011			
3.	To consider and approve the annual report of the Company and its summary 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			

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
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. 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			

Date: _____

Signature(s) *(Note 5)*: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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.
3. 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.**
4. **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 required majority.
5. 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.
6. 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).
7. 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.
8. Shareholders or their proxies attending the Meeting shall produce their identity documents.