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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 THE FIRST EXTRAORDINARY GENERAL MEETING OF 2013

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2013 (the “EGM”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, 5 February 2013 at Ping An Hall, 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 SPECIAL RESOLUTIONS

1. To consider and approve “the resolution in relation to renewal of the grant of the general mandate on issuance of new shares to the Board”, the details are as follows:

“That

(A) Grant of general mandate to issue new shares

According to the requirements of the applicable PRC laws and regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of the Company, subject to this resolution is considered and approved by the shareholders at the EGM, the Board (the “**Board**”) of Directors (the “**Directors**”) and/or the person(s) authorized by the Board shall be granted a general mandate by the EGM to allot, issue and/or deal with A shares of the Company (“**A Shares**”) and/or H shares of the Company (“**H Shares**”), and to make or grant offers, agreements, options or conversion rights (including convertible corporate bonds, etc.) in respect thereof:

- (a) Subject to paragraphs (i), (ii) and (iii) below, the Board of Directors be and is hereby granted, during the Relevant Period (as hereafter defined), a general mandate to separately and concurrently allot, issue and/or deal with A Shares and/or H Shares, and to make or grant offers, agreements, options or conversion rights in respect thereof:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board makes or grants offers, agreements, options or conversion rights which might require the exercise of such powers after the end of the Relevant Period;

- (ii) the aggregate nominal amount of the A Shares and/or H Shares to be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of the aggregate nominal amount of each of the existing A Shares and/or H Shares at the date of the passing of this resolution; and
 - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or applicable laws, rules and regulations of other government or regulatory authorities and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.
- (b) For the purpose of this special resolution, “Relevant Period” means the period from the date of passing of this special resolution until the earliest of:
 - (i) the expiration of 12 months following the date of passing of this special resolution; or
 - (ii) the revocation or variation of the authority given to the Board under this resolution by a special resolution of the Company in general meeting.
- (c) Contingent on the Board resolving to issue shares pursuant to paragraph (a) of this special resolution, the Board is authorized to increase the registered capital and paid-in capital of the Company to reflect the number of shares to be issued by the Company pursuant to paragraph (a) of this special resolution and to make such appropriate and necessary amendments to the Articles of Association of the Company as they think fit to reflect such increase in the registered capital and paid-in capital of the Company and to take any other action and complete any formality required to effect the issuance of shares pursuant to paragraph (a) of this special resolution and the increase in the registered capital and paid-in capital of the Company.

(B) Use of proceeds

The proceeds from the issuance of any new shares under the general mandate granted by the shareholders at the EGM and the approval by relevant authorities, after deduction of the expenses relating to such issuance, shall be used to replenish the working capital of the Company and for other purposes approved by the China Insurance Regulatory Commission.

- (C) Authorize Directors to deal with relevant matters in relation to issuance of shares

To increase the efficiency in decision-making, reduce the internal approval procedures and seize the market time, it is proposed to authorize the Board, and the Board will then authorize the executive Directors, to separately or jointly exercise the full power to deal with the matters in relation to the issuance of shares under the framework and principles pursuant to the general mandate to issue new shares granted by the shareholders at the EGM.”

2. To consider and approve “the resolution regarding the extension of the validity period of the resolution in relation to the public issuance of A Share convertible corporate bonds (including subordinated terms)”, the details are as follows:

“That

The validity period of the resolution in relation to the public issuance of the A Share convertible corporate bonds approved at the first extraordinary general meeting of 2012 of the Company will be extended for 12 months from the original expiration date, and the authorization period of the Board and such period of executive Directors delegated by the Board for dealing with relevant matters will be extended accordingly.”

For the avoidance of doubt, (i) if the Convertible Bonds can be issued and listed on or before 8 February 2013, and no additional resolution(s) be submitted for approval at the EGM according to the Articles of Association, the resolutions in relation to the proposed renewal of the General Mandate and the Proposed Extension will not be submitted to the Shareholders for approval and the notice in relation to cancellation of the EGM will be issued in a timely manner by the Board or its authorised executive Directors; or (ii) if the Convertible Bonds can be issued and listed on or before 8 February 2013, and additional resolution(s) be submitted for approval at the EGM according to the Articles of Association, the resolutions in relation the proposed renewal of the General Mandate and the Proposed Extension will not be submitted to the Shareholders for approval but the EGM will be convened as scheduled.

By order of the Board

Ma Mingzhe

Chairman and Chief Executive Officer

Shenzhen, PRC

21 December 2012

As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Ku Man and Yao Jason Bo; the Non-executive Directors are Fan Mingchun, Lin Lijun, Ng Sing Yip, Li Zhe and Guo Limin; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Carmelo Ka Sze, Woo Ka Biu Jackson and Stephen Thomas Meldrum.

Notes:

1. In order to determine the list of holders of H shares who are entitled to attend the EGM, the H share register of members will be closed from Sunday, 6 January 2013 to Tuesday, 5 February 2013, both days inclusive, during which period no transfer of H shares will be effected. Holders of the Company's H shares whose names appear on the register of members on Tuesday, 5 February 2013 are entitled to attend the EGM. In order to attend and vote at the EGM, 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, 4 January 2013. 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 EGM 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, 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 Wednesday, 16 January 2013 by hand, by post or by fax. The Company's principal place of business in the PRC is at the Offices at 15, 16, 17 and 18 Floors, Galaxy Development Center, Fu Hua No. 3 Road, Futian District, Shenzhen, Guangdong Province, PRC (Tel: (86 755) 400 8866 338, Fax: (86 755) 8243 1029). The contact persons are LUO Jin (羅璉) (Tel: (86 755) 2262 6160), LI Yan (李豔) (Tel: (86 755) 2262 2631) and SHEN Xiaoxiao (沈瀟瀟) (Tel: (86 755) 2262 4243). The Company's principal place of business in Hong Kong is at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong (Tel: (852) 2980 1888, Fax: (852) 2956 2192).
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.