

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)

SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2015

Reference is made to the Notice of the Second Extraordinary General Meeting of 2015 published by Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) dated November 2, 2015. The second extraordinary general meeting of the Company of 2015 (the “**EGM**”) will be held at 2:00 p.m. on Thursday, December 17, 2015 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC.

The board of directors of the Company (the “**Board**”) received the motion made by Shenzhen Investment Holdings Co., Ltd. (“**Shenzhen Investment**”), a shareholder that had approximately 5.27% interest in the Company, for an additional ordinary resolution to be submitted to the EGM for approval by the shareholders of the Company. All members of the Board took part in the review. After careful deliberation and discussion, the Board resolved unanimously to approve the additional ordinary resolution (specified as ordinary resolution No. 3 below) to be submitted to the EGM for review. The format and procedure for the proposed submission of the additional resolution were in compliance with the provisions of the Company Law and the Articles of Association of the Company.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled and will consider and approve the following resolution as ordinary resolution in addition to the resolutions set out in the previous notice dated November 2, 2015:

AS ORDINARY RESOLUTION

3. To consider and approve the appointment of Mr. Xiong Peijin as a Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.

(For details of the biography of Mr. Xiong Peijin, please refer to the Appendix)

By order of the Board of Directors
Ma Mingzhe
Chairman and Chief Executive Officer

Shenzhen, PRC
November 30, 2015

As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Yao Jason Bo, Lee Yuansiong and Cai Fangfang; the Non-executive Directors are Fan Mingchun, Lin Lijun, Soopakij Chearavanont, Yang Xiaoping and Lu Hua; the Independent Non-executive Directors are Woo Ka Biu Jackson, Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong and Ge Ming.

Notes:

1. According to the Articles of Association of the Company, the resolutions will be determined by poll. Save for the inclusion of the newly proposed resolution, there are no other changes to the resolutions set out in the notice of EGM dated November 2, 2015. Please refer to the notice of EGM dated November 2, 2015 for the other resolutions to be passed at the EGM and other relevant matters.
2. Since the proxy form sent together with the notice of EGM (the “First Proxy Form”) does not contain the proposed additional ordinary resolution as set out in this supplemental notice of EGM, a new proxy form (the “Second Proxy Form”) has been prepared and is enclosed with this supplemental notice of EGM.
3. The Second Proxy Form for use at the EGM is enclosed and is also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.pingan.com>). Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).
4. A shareholder who has not yet lodged the First Proxy Form with the Company’s H Share registrar-Computershare Hong Kong Investor Services Limited is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the EGM on his or her behalf. The Company’s H Share registrar-Computershare Hong Kong Investor Services Limited is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. In this case, the First Proxy Form should not be lodged with the Company’s H Share registrar.
5. A shareholder who has already lodged the First Proxy Form with the Company’s H Share registrar should note that:
 - (i) If no Second Proxy Form is lodged with the Company’s H Share registrar, the First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the EGM other than those referred to in the notice convening the EGM and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of EGM.
 - (ii) If the Second Proxy Form is lodged with the Company’s H Share registrar at or before 2:00 p.m. on Wednesday, December 16, 2015, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him or her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
 - (iii) If the Second Proxy Form is lodged with the Company’s H share registrar after 2:00 p.m. on Wednesday, December 16, 2015, the Second Proxy Form will be invalid. It will not revoke the First Proxy Form previously lodged by the shareholder. The First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the EGM other than those referred to in the notice convening the EGM and the First Proxy Form, including the additional proposed resolutions as set out in this supplemental notice of EGM.
6. Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude shareholders from attending and voting in person at the EGM or at any adjourned meeting should they so wish.

Biographical details of the director proposed to be appointed at the EGM are set out below:

Mr. Xiong Peijin (“**Mr. Xiong**”), aged 50, currently the director, general manager and deputy secretary of the Party Committee of Shenzhen Investment and he is also the Non-executive Director of Guotai Junan Securities Company Limited, whose shares are listed on the Shanghai Stock Exchange. Mr. Xiong had served as the director, general manager and deputy secretary of the Party Committee of Shenzhen Special Economic Zone Construction and Development Group Co., Ltd. from July 2011 to May 2014 and the director of Shenzhen Capital Group Co., Ltd. from June 2010 to September 2012. Mr. Xiong had previously been the general economist and member of the Party Committee of Shenzhen Municipal People’s Government State-owned Assets Supervision and Administration Commission, financial director of Shenzhen International Trust and Investment Co., Ltd. (深圳國際信托投資有限公司), chairman of the supervisory committee and financial director of Shenzhen Nanyou (Holdings) Co., Ltd., leader of the financial director working group of Shenzhen International Trust and Investment Co., Ltd., appointed by the Shenzhen Investment Holding Corporation (深圳市投資管理公司), financial director and director of Shenzhen State-Owned Duty Free Commodity (Group) Co., Ltd. (深圳市國有免稅商品(集團)有限公司) and director and financial director of Shenzhen SPEC Biopharmaceutical Industry Company Ltd. (深圳市斯貝克生物藥業有限公司) etc. Mr. Xiong obtained a master degree of Administration Management from Sun Yat-sen University and an executive master of Business Administration degree from Guanghua School of Management, Peking University. He is a qualified senior accountant and has the qualification of certified public accountant in China.

It’s proposed that Mr. Xiong shall be appointed as a Non-executive Director to hold office until the expiry of the term of the 10th Session of the Board, during which he will not receive any director fee. The appointment of Mr. Xiong shall become effective upon the approval from the shareholders at the EGM and the approval of his qualification as Director from the China Insurance Regulatory Commission is obtained. According to the Article of Association of the Company, the term of each session of the Board is three years and Directors are eligible for re-election upon completion of their term subject to the stipulations in the Article of Association.

If Mr. Xiong was elected as the Director, he will enter into a service contract with the Company after his appointment.

As at the date of this notice, to the best knowledge and belief of the Directors, Mr. Xiong is deemed to be interested in an aggregate of 107,000 A shares of the Company and an aggregate of 180,658 shares of Ping An Bank (a controlled subsidiary of the Company), the shares of which are listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Xiong (i) has not held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or has held any other positions within the Group; (ii) has not had any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) has not had any other interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Xiong confirmed that there is no other matter relating to his proposed appointment that needs to be brought to the attention of the shareholders of the Company, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.