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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Ping An Insurance (Group) Company of China, Ltd. (the “Company”) will be held at 10:00 a.m. on Friday, December 18, 2009 at Ping An School of Financial Services, Kukeng, Guanlan, Shenzhen, PRC for the purposes of considering and, if thought fit, passing the following resolutions:

### **AS ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the bank deposits arrangements between the Company and its subsidiaries and The Hongkong and Shanghai Banking Corporation Limited as referred to in the announcement (the “Announcement”) of the Company published on October 27, 2009 on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company’s website (<http://www.pingan.com>) and despatched to the Shareholders of the Company together with this notice and the proposed annual cap for the said bank deposits arrangements in the amount of USD1,500 million on any given day for each of the three years ending December 31, 2012 be and are hereby approved; and
- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute such documents and take all steps which in its opinion may be necessary, desirable or expedient in relation to the said bank deposits arrangements.”

2. **“THAT:**

- (a) the bank deposits arrangements between the Company and its subsidiaries and Industrial and Commercial Bank of China Limited and Industrial and Commercial Bank of China (Asia) Limited as referred to in the Announcement and the proposed annual cap for the said bank deposits arrangements in the amount of RMB43,200 million on any given day for each of the three years ending December 31, 2012 be and are hereby approved; and
- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute such documents and take all steps which in its opinion may be necessary, desirable or expedient in relation to the said bank deposits arrangements.”

3. **“THAT:**

- (a) the bank deposits arrangements between the Company and its subsidiaries and Bank of Communications Co., Ltd. as referred to in the announcement published on October 27, 2009 on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Company’s website (<http://www.pingan.com>) and the proposed annual cap for the said bank deposits arrangements in the amount of RMB39,000 million on any given day for each of the two years ending December 31, 2012 be and are hereby approved; and
- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute such documents and take all steps which in its opinion may be necessary, desirable or expedient in relation to the said bank deposits arrangements.”

4. **“THAT** the Company’s policy on the appointment of auditors as referred to in the announcement published on October 27, 2009 on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Company’s website (<http://www.pingan.com>) be and is hereby approved.”

5. “**THAT** the appointment of Mr. Guo Limin as a non-executive director of the Company as referred to in the Announcement be and is hereby approved.”

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

Shenzhen, PRC  
November 3, 2009

*As at the date of notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Cheung Chi Yan Louis, Wang Liping and Jason Bo Yao; the Non-executive Directors are Lin Lijun, Hu Aimin, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Clive Bannister and Li Zhe; and the Independent Non-executive Directors are Chow Wing Kin Anthony, Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Ka Sze Carmelo and Chung Yu-wo Danny.*

*Notes:*

1. According to the articles of association of the Company, the resolutions will be determined by poll.
2. In order to determine the list of shareholders who are entitled to attend the extraordinary general meeting of the Company, the H share register of members will be closed from Wednesday, November 18, 2009 to Friday, December 18, 2009, both days inclusive, during which period no transfer of shares will be effected. Holders of the Company's H shares whose names appear on the register of members on Friday, December 18, 2009 are entitled to attend the meeting. In order to attend and vote at the meeting, 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 at or before 4:30 p.m. on Tuesday, November 17, 2009. The address of the transfer office of Computershare Hong Kong Investor Services Limited is 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 extraordinary general meeting of the Company will be separately announced in the PRC.
3. 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.
4. 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.
5. 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.

6. 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 Friday, November 27, 2009 by hand, by post or by fax. The Company's principal place of business in the PRC is at 15/F to 18/F Galaxy Development Centre, Fu Hua Road, Futian District, Shenzhen, PRC (Tel: (86 755) 400 8866 338, Fax: (86 755) 8243 1029). The contact persons are SHEN Xiaoxiao (沈瀟瀟) (Tel: (86 755) 2262 4243), LIU Cheng (劉程) (Tel: (86 755) 2262 2101) and YANG Xu (楊旭) (Tel: (86 755) 2262 3215). The Company's principal place of business in Hong Kong is at 11th Floor, Dah Sing Financial Center, 108 Gloucester Road, Wan Chai, Hong Kong (Tel: (852) 2827 1883, Fax: (852) 2802 0018).
7. The meeting is expected to be concluded within half 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.