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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)**

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the Notice of Annual General Meeting dated April 27, 2010. The board of directors of Ping An Insurance (Group) Company of China, Ltd. (the “Company”) has resolved that additional resolutions (specified as ordinary resolution 10 and special resolution 11 below) shall be tabled before the forthcoming annual general meeting of the Company (the “AGM”) for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM for the year ended December 31, 2009, which will be held at 10:00 a.m. on Tuesday, June 29, 2010 at Ping An School of Financial Services, Kukeng, Guanlan, Shenzhen, PRC to consider, approve and authorize the following resolutions in addition to the resolutions set out in the previous notice dated April 27, 2010 of the same meeting:

#### **AS ORDINARY RESOLUTION**

10. To consider and approve that, the holders of the 299,088,758 H shares of the Company which were newly issued on May 6, 2010 are entitled to receive the final dividend for the year ended 31, 2009, if any, as the other shareholders of the Company are entitled to.

#### **AS SPECIAL RESOLUTION**

11. To consider and approve the proposed further amendments to the Articles of Association of the Company as set out in Appendix I to the supplemental circular to be dispatched to shareholders of the Company on May 11, 2010; and to authorize the Chairman of the Board of Directors or a person authorized by him to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting the same for approval, as required from time to time by the relevant regulatory authorities, administration of industry and commerce as well as the stock exchanges.

The amended Articles of Association of the Company as referred to in this special resolution shall come into effect following the relevant approvals from the China Insurance Regulatory Commission are obtained.

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

Shenzhen, PRC  
May 11, 2010

*As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi and Cheung Chi Yan Louis, Wang Liping and Yao Jason Bo, the Non-executive Directors are Lin Lijun, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Clive Bannister, Li Zhe and Guo Limin, 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 annual general meeting of the Company, the H share register of members will be closed from Friday, May 28, 2010 to Tuesday, June 29, 2010, 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 Tuesday, June 29, 2010 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 Thursday, May 27, 2010. 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 annual general meeting of the Company and to receive the final dividend for the year ended December 31, 2009 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
6. 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.