

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 2012

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) of 2012 will be held at 1:30 p.m. on Wednesday, 8 February 2012 at the Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, 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 the grant of a 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, a general mandate to allot, issue and/or deal with A Shares and/or H Shares, and to make or grant offers, agreements, options or conversion rights (including convertible corporate bonds) in respect thereof shall be granted to the Board and/or the persons authorized by the Board, subject to this resolution is considered and approved by the shareholders at the extraordinary general meeting:

- (a) Subject to paragraphs (i), (ii) and (iii) below, the Board 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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 new shares, after deduction of the expenses relating to the issuance, shall be used to replenish the working capital of the Company and for other purposes approved by the China Insurance Regulatory Commission, subject to the general mandate granted by the shareholders at the extraordinary general meeting and the approval by relevant authorities.

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

To increase the efficiency in decision-making, decrease 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 extraordinary general meeting.” *(Note 1)*

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. To consider and approve each of the following items under “the resolution in relation to the public issuance of A Share convertible corporate bonds”:
 - 2.1 Type of securities to be issued
 - 2.2 Issue size
 - 2.3 Par value and issue price
 - 2.4 Term
 - 2.5 Interest rate
 - 2.6 Method and timing of the interest payment
 - 2.7 Conversion period
 - 2.8 Determination and adjustment of the CB Conversion Price
 - 2.9 Downward adjustment to CB Conversion Price
 - 2.10 Method for determining the number of Shares for conversion
 - 2.11 Terms of redemption
 - 2.12 Terms of sale back
 - 2.13 Entitlement to dividend of the year of conversion
 - 2.14 Method of issuance and target subscribers
 - 2.15 Subscription arrangement for the existing A Shareholders
 - 2.16 The relevant matters of CB Holders’ meetings
 - 2.17 Use of proceeds from the issuance of the Convertible Bonds
 - 2.18 Special provisions in relation to solvency capital
 - 2.19 Guarantee and security
 - 2.20 The validity period of the resolution of the issuance of the Convertible Bonds
 - 2.21 Matters relating to authorization in connection with the issuance of the Convertible Bonds^(Note 1)

AS ORDINARY RESOLUTIONS

3. To consider and approve “the resolution in relation to the feasibility analysis on use of proceeds of the public issuance of A Share convertible corporate bonds”.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. To consider and approve “the resolution in relation to the utilization report on the use of proceeds from the previous fund raising activity”.

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

Shenzhen, PRC
21 December 2011

As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Wang Liping and Yao Jason Bo; the Non-executive Directors are Lin Lijun, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Li Zhe, Guo Limin and Cheung Chi Yan Louis; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Ka Sze Carmelo, Chung Yu-Wo Danny and Woo Ka Biu Jackson.

Notes:

1. Further details of the resolutions are set out in the circular which will be despatched by the Company as soon as practicable on or before Monday, 9 January 2012. Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the announcement of the Company dated 20 December 2011.
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 Monday, 9 January 2012 to Wednesday, 8 February 2012, 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 Monday, 9 January 2012 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 (the “**H Share Registrar**”) at or before 4:30 p.m. on Friday, 6 January 2012. 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 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, 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.
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 Thursday, 19 January 2012 by hand, by post or by fax. The Company's principal place of business in the PRC is at 15-18th Floors, Galaxy Development Center, Fu Hua No. 3 Road, Futian District, Shenzhen, PRC (Tel: (86 755) 400 8866 338, Fax: (86 755) 8243 1019/8243 1029/8243 5425). 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 17th Floor, Allied Kajima Building, 138 Gloucester Road, Wan Chai, Hong Kong (Tel: (852) 2827 1883, Fax: (852) 2802 0018).
7. 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.