

**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  
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2012**

Reference is made to the Notice of the First Extraordinary General Meeting of 2012 published by Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) dated December 21, 2011. The first extraordinary general meeting of the Company of 2012 (the “**EGM**”) will be held at 1:30 p.m. on Wednesday, February 8, 2012 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC.

The board of directors of the Company (the “**Board**”) received the motion made by Shenzhen Investment Holdings Co., Ltd., a shareholder had approximately 6.08% interest in the Company, for an additional resolution to be submitted to the EGM for approval by the shareholders of the Company. After reviewing the same, the Board was of the view that the additional resolution with clear topic and specific matters satisfied the terms of reference of the EGM, and was in compliance with the provisions of laws, administrative regulations and the Articles of Association of the Company. The Board approved the additional resolution (specified as ordinary resolution no. 5 below) to be submitted to the EGM for review.

**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 December 21, 2011:

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# SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

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## AS ORDINARY RESOLUTION

5. To consider and approve “the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th Session of the Board”

*(For details of the biographies of Mr. Fan, please refer to Appendix I)*

By order of the Board of Directors

**Ma Mingzhe**

*Chairman and Chief Executive Officer*

Shenzhen, PRC

13 January 2012

*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. 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 December 21, 2011. Please refer to the notice of EGM dated December 21, 2011 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 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).

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## SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 9:30 a.m. on Tuesday, February 7, 2012, 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 9:30 a.m. on Tuesday, February 7, 2012, 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 resolution 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.

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## SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Appendix I

#### PROFILE OF DIRECTOR PROPOSED TO BE APPOINTED

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

Mr. Fan Mingchun, aged 49, with a master degree in Political Economy, has been the chairman of the board of directors and the secretary of Party Committee of Shenzhen Investment Holdings Co., Ltd. from January 2011. Mr. Fan has been working and serving as the deputy director and the member of Party Group of Shenzhen Administration for Industry and Commerce (Shenzhen Pricing Administration) from June 1993 to August 2009. From August 2009 to January 2011, Mr. Fan was the deputy secretary of Party Committee of Futian District, Shenzhen. Mr. Fan has not held any directorships in other publicly listed companies in the last three years.

The appointment of Mr. Fan shall become effective upon the approval from the Shareholders at the EGM and the confirmation of his qualification as a non-executive director from the China Insurance Regulatory Commission are obtained.

If Mr. Fan is appointed as a non-executive director of the Company, he will enter into a service contract with the Company and shall hold office until the expiry of the term of the 8th Session of the Board, during which he will not receive any director fee.

As at the date of this notice, to the best knowledge and belief of the directors, Mr. Fan does not have any interests in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed, as at the date of this notice, Mr. Fan does not have any other major appointment and professional qualifications; and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Fan confirms 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.