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# 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 SECOND EXTRAORDINARY GENERAL MEETING OF 2012

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting of 2012 (the “**EGM**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) will be held at 10:00 a.m. on Thursday, September 20, 2012 at Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC for the purposes of considering and, if thought fit, passing the following resolution:

#### **SPECIAL RESOLUTION**

1. To consider and approve the proposed amendment to the Articles of Association of the Company (the “**Articles of Association**”) and authorize the Chairman of the board of directors of the Company or its authorized person to make corresponding amendments to the Articles of Association that it is necessary and appropriate in accordance with the revision requirements of relevant regulatory authorities, the industry and commerce registration authorities and stock exchanges from time to time.

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

*(For further details of the proposed amendment to the Articles of Association, please refer to the Appendix)*

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

Shenzhen, PRC

August 2, 2012

*As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Ku Man and Yao Jason Bo; the Non-executive Directors are Fan Mingchun, Lin Lijun, Wong Tung Shun Peter, Ng Sing Yip, Li Zhe, Guo Limin and Cheng Siu Hong; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Carmelo Ka Sze, Woo Ka Biu Jackson and Stephen Thomas Meldrum.*

*Notes:*

1. In order to determine the list of shareholders who are entitled to attend the EGM, the H share register of members will be closed from Tuesday, August 21, 2012 to Thursday, September 20, 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 Tuesday, August 21, 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 Monday, August 20, 2012. The address of the transfer office of H Share Registrar is at 17M 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 EGM will be separately announced in the PRC.
2. 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.
3. 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.
4. 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.
5. 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, August 31, 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 1029). The contact persons are LUO Jin (羅瑾) (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).
6. 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.

**APPENDIX**  
**FURTHER DETAILS OF THE**  
**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

**1. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

According to the Circular on Further Settling the Issues Concerning the Payment of Cash Dividends by Listed Companies issued by the China Securities Regulatory Commission (the “CSRC”), the board of directors of the Company proposes to amend the Article 213 of the Articles of Association in relation to the profit distribution (the “**Proposed Amendment**”).

**The existing Article 213 of the Articles of Association reads:**

“Article 213

The profits after tax of the Company shall be distributed in the following sequence:

- (1) cover losses in the previous year;
- (2) allocate 10% to statutory revenue reserve;
- (3) allocate to discretionary revenue reserve;
- (4) pay dividends to shareholders.

When the accumulated statutory revenue reserve exceeds 50 percent of the Company’s registered capital, the Company may cease to make such allocation. If the statutory revenue reserve is not sufficient to cover the losses made in the previous year, the profits of the current year shall be used to cover such losses before allocation to the statutory revenue reserve is made in accordance with the provisions of the previous paragraph. The decision on whether to make any allocation of profit after tax to the discretionary revenue reserve, after making allocation to the statutory revenue reserve, is subject to the resolution at general meetings.

The profits after tax of the Company, after covering the losses and making allocation to the statutory revenue reserve, shall be distributed to the shareholders in accordance with their proportion of shareholdings in the Company.

If it is resolved at the general meeting to distribute profit to shareholders before covering the losses and making allocation to statutory revenue reserve in violation to the provisions of the previous paragraph, the shareholders shall return such distributed profits to the Company.

The shares held by the Company shall not participate in the profit distribution.

The Company shall attach importance to the reasonable investment returns of investors in terms of its profit distribution. The profit distribution policy of the Company shall maintain its continuity and stability. The distributable profits of the Company in the current year (namely profits after tax of the Company after covering the losses and making contributions to the revenue reserve) shall in principle be distributed to shareholders in the form of cash dividend based on a certain ratio, provided that the distributable profits are positive in value. In determining the specific ratio of distribution of cash dividend, the Company shall take into account its profit, cash flow, solvency and operation and business development requirements. The board of directors of the Company shall be responsible for formulating and implementing a distribution plan according to the provisions of the Articles of Association.”

**The Proposed Amendment is as follows:**

“Article 213

The profits after tax of the Company shall be distributed in the following sequence:

- (1) cover losses in the previous year;
- (2) allocate 10% to statutory revenue reserve;
- (3) allocate to discretionary revenue reserve;
- (4) pay dividends to shareholders.

When the accumulated statutory revenue reserve exceeds 50 percent of the Company’s registered capital, the Company may cease to make such allocation. If the statutory revenue reserve is not sufficient to cover the losses made in the previous year, the profits of the current year shall be used to cover such losses before allocation to the statutory revenue reserve is made in accordance with the provisions of the previous paragraph. The decision on whether to make any allocation of profit after tax to the discretionary revenue reserve, after making allocation to the statutory revenue reserve, is subject to the resolution at general meetings.

The profits after tax of the Company, after covering the losses and making allocation to the revenue reserve, shall be distributed to the shareholders in accordance with their proportion of shareholdings in the Company.

If it is resolved at the general meeting to distribute profit to shareholders before covering the losses and making allocation to statutory revenue reserve in violation to the provisions of the previous paragraph, the shareholders shall return such distributed profits to the Company.

The shares held by the Company shall not participate in the profit distribution.

The Company shall attach importance to the reasonable investment returns of investors in terms of its profit distribution. The profit distribution policy of the Company shall maintain its continuity and stability. The accumulated profit to be distributed in cash for any three consecutive years shall not be less than 30% of the average annual distributable profit realized in the three years, provided that the annual distributable profits of the Company (namely profits after tax of the Company after covering the losses and making contributions to the revenue reserve) are positive in value and such distributions are in compliance with the prevailing laws and regulations and the requirements of regulatory authorities for solvency ratio. In determining the specific ratio of distribution of cash dividend, the Company shall take into account its profit, cash flow, solvency and operation and business development requirements. The board of directors of the Company shall be responsible for formulating and implementing a distribution plan according to the provisions of these Articles of Association.

In preparing profit distribution plans, the board of directors of the Company shall listen and absorb views and advice from shareholders (in particular, the minority shareholders), independent directors and independent supervisors through various ways. Independent directors of the Company shall express their independent opinions on the profit distribution plans. When a specific cash dividends distribution plan is put forward for consideration at a general meeting, a variety of channels shall be provided for communication and opinion exchange with shareholders (in particular, the minority shareholders), whose opinions and demands shall be fully heard and prompt response shall be given to any issues the minority shareholders are concerned.

Where adjustment to our profit distribution policy is required due to the applicable national laws and regulations and new rules promulgated by the CSRC regarding profit distribution policies of listed companies or significant changes in the external business environment and/or operating situations of the Company, it shall be done for the purpose of safeguarding the shareholders' interests and in strict compliance with the decision-making process. To this end, the board of directors of the Company shall work out an adjustment plan based on the operating situations of the Company and the relevant regulations of the CSRC, and then submit the same to the general meeting for consideration and approval. Implementation of the adjustment plan is conditional upon approval by shareholders (including their proxies) holding more than two-thirds of voting rights present at the general meeting.”

The Proposed Amendment is subject to the approval of the shareholders of the Company by way of a special resolution at the EGM to be held on September 20, 2012 and shall come into effect following the relevant approvals from the China Insurance Regulatory Commission are obtained.

## **2. RECOMMENDATION**

The directors of the Company (the “**Directors**”) believe that the resolution relating to the Proposed Amendment proposed for consideration and approval by the shareholders at the EGM are in the best interests of the Company and the shareholders as a whole. Accordingly, the Directors recommend that the shareholders should vote in favour of the resolution to be proposed at the EGM as set out in this notice of EGM.

As no shareholder has a material interest in the Proposed Amendment, no shareholder is required to abstain from voting on the resolution to approve the Proposed Amendment at the EGM.

## **3. RESPONSIBILITY STATEMENT**

This notice of EGM, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice of EGM is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice of EGM misleading.