

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)

Revised Form of Proxy for the Annual General Meeting to be held on Wednesday, May 23, 2018

I/We^(Note 1) _____

of _____

being the registered holder(s) of^(Note 2) _____ A shares/H shares of RMB1.00 each in the share capital of Ping An Insurance (Group) Company of China, Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**^(Note 3)

or _____

of _____

as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at 2:00 p.m. on Wednesday, May 23, 2018 at Ping An Hall, Ping An School of Financial Management, Guanlan, Shenzhen, Guangdong Province, PRC (the "Meeting") (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 4).

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
1.	To consider and approve the Report of the Board of Directors of the Company for the year 2017.			
2.	To consider and approve the Report of the Supervisory Committee of the Company for the year 2017.			
3.	To consider and approve the Annual Report of the Company for the year 2017 and its summary.			
4.	To consider and approve the Report of Final Accounts of the Company for the year 2017 including the audit report and audited financial statements of the Company for the year 2017.			
5.	To consider and approve the Profit Distribution Plan of the Company for the year 2017 and the proposed distribution of final dividends.			
6.	To consider and approve the Resolution regarding the Appointment of Auditors of the Company for the year 2018.			
7.	To consider and approve the Resolution regarding the Election no of Directors of the Company for the 11th Session of the Board.			
7.01	To consider and approve the re-election of Mr. Ma Mingzhe as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.02	To consider and approve the re-election of Mr. Sun Jianyi as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.03	To consider and approve the re-election of Mr. Ren Huichuan as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.04	To consider and approve the re-election of Mr. Yao Jason Bo as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.05	To consider and approve the re-election of Mr. Lee Yuansiong as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.06	To consider and approve the re-election of Ms. Cai Fangfang as an Executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.07	To consider and approve the re-election of Mr. Soopakij Chearavanont as a Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.08	To consider and approve the re-election of Mr. Yang Xiaoping as a Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.09	To consider and approve the election of Mr. Wang Yongjian as a Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.10	To consider and approve the re-election of Mr. Liu Chong as a Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.11	To consider and approve the re-election of Mr. Yip Dicky Peter as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.12	To consider and approve the re-election of Mr. Wong Oscar Sai Hung as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.13	To consider and approve the re-election of Mr. Sun Dongdong as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
7.14	To consider and approve the re-election of Mr. Ge Ming as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
7.15	To consider and approve the re-election of Mr. Ouyang Hui as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 11th Session of the Board.			
8.	To consider and approve the Resolution regarding the Election of Non-employee Representative Supervisors of the Company for the 9th Session of the Supervisory Committee.			
8.01	To consider and approve the re-election of Mr. Gu Liji as an Independent Supervisor of the Company to hold office until the expiry of the term of the 9th Session of the Supervisory Committee.			
8.02	To consider and approve the re-election of Mr. Huang Baokui as an Independent Supervisor of the Company to hold no office until the expiry of the term of the 9th Session of the Supervisory Committee.			
8.03	To consider and approve the re-election of Ms. Zhang Wangjin as a Shareholder Representative Supervisor of the Company to hold office until the expiry of the term of the 9th Session of the Supervisory Committee.			
SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
9.	To consider and approve the Resolution regarding the Proposed Grant of the General Mandate by the General Meeting to the Board to Issue H Shares, i.e. the grant of a general mandate to the Board to allot, issue and deal with additional H shares not exceeding 20% of the aggregate nominal amount of the H shares of the Company in issue, representing up to limit of 8.15% of the total number of shares of the Company in issue, at a discount (if any) of no more than 10% (rather than 20% as limited under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) to the Benchmark Price (as defined in the Materials for the Company's 2017 Annual General Meeting) and authorize the Board to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of H shares.			
ADDITIONAL ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
10.	To consider and approve the Resolution regarding the 30th Anniversary Special Dividend of the Company.			
11.	To consider and approve the Resolution regarding the Shanghai Jahwa Equity Incentive Scheme.			

Date: _____

Signature(s)^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s). Please also strike out the type of shares (A shares or H shares) to which the proxy does not relate.
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. 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 but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN IN A RESOLUTION, TICK IN THE BOX MARKED "ABSTENTION".** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. The shares abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization document must be notarised.
- In case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- 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 at or before 2:00 p.m. on Monday, May 21, 2018. 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.