

**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)

### Form of proxy for the First Extraordinary General Meeting of 2012 to be held on Wednesday, February 8, 2012

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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** <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the first extraordinary general meeting of 2012 of the Company to be held at 1:30 p.m. on Wednesday, February 8, 2012 at the Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, 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 <sup>(Note 4)</sup>.

SPECIAL RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstention <sup>(Note 4)</sup>
1.	To consider and approve "the resolution in relation to the grant of a general mandate on issuance of new shares to the Board"			
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			

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
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”			
4.	To consider and approve “the resolution in relation to the utilization report on the use of proceeds from the previous fund raising activity”			

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 INITIALLED 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 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, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.