

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 ANNUAL GENERAL MEETING

Reference is made to the Notice of Annual General Meeting dated February 24, 2020. The board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) received the motion made by Shenzhen Investment Holdings Co., Ltd., holding approximately 5.27% equity interest in the Company, pursuant to the recommendation of the Board, for an additional resolution (specified as ordinary resolution 11 below) to be submitted to the forthcoming annual general meeting of the Company (the “**AGM**”) for approval by the shareholders of the Company. The additional resolution with clear topic and specific matters satisfied the terms of reference of the AGM, and were in compliance with the provisions of laws, administrative regulations and the Articles of Association of the Company. The Board of the Company approved the additional resolution to be submitted to the AGM for review.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held at 2:00 p.m. on Thursday, April 9, 2020 at Ping An Hall, Ping An School of Financial Management, Guanlan, Shenzhen, Guangdong Province, PRC for the purposes of considering and approving the following resolution in addition to the resolutions set out in the previous Notice of Annual General Meeting dated February 24, 2020 of the same meeting:

AS ADDITIONAL ORDINARY RESOLUTION

11. To consider and approve the Resolution regarding the Election of Director of the Company, electing Mr. Lu Min as an executive director of the Company to hold office until the expiry of the term of the 11th Session of the Board.

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

Shenzhen, PRC
March 19, 2020

As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Yao Jason Bo and Cai Fangfang; the Non-executive Directors are Soopakij Chearavanont, Yang Xiaoping, Liu Chong and Wang Yongjian; the Independent Non-executive Directors are Ge Ming, Ouyang Hui, Ng Sing Yip, Chu Yiyun and Liu Hong.

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 Annual General Meeting dated February 24, 2020. Please refer to the Notice of Annual General Meeting dated February 24, 2020 for the other resolutions to be passed at the AGM and other relevant matters.
2. Since the proxy form sent together with the Notice of Annual General Meeting (the “**First Proxy Form**”) does not contain the proposed additional ordinary resolution as set out in this supplemental notice of AGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplemental notice of AGM.
3. The Second Proxy Form for use at AGM 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.cn>). Whether or not you intend to attend the AGM, 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 AGM or any adjournment thereof (as the case may be).
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 AGM 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 AGM other than those referred to in the Notice of Annual General Meeting and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of AGM.
 - (ii) If the Second Proxy Form is lodged with the Company’s H Share registrar at or before 2:00 p.m. on Wednesday, April 8, 2020, 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 2:00 p.m. on Wednesday, April 8, 2020, 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 AGM other than those referred to in the Notice of Annual General Meeting and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of AGM.
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 AGM or at any adjourned meeting should they so wish.