
NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) will be held at 2:00 p.m. on Thursday, March 25, 2021 at Ping An Hall, Ping An School of Financial Management, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, the People’s Republic of China (“**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board (the “**Board**”) of Directors (the “**Director(s)**”) of the Company for the year 2020.
2. To consider and approve the Report of the Supervisory Committee of the Company (the “**Supervisory Committee**”) for the year 2020.
3. To consider and approve the Annual Report of the Company for the year 2020 and its summary.
4. To consider and approve the Report of Final Accounts of the Company for the year 2020, including the Audit Report and Audited Financial Statements of the Company for the year 2020.
5. To consider and approve the Profit Distribution Plan of the Company for the year 2020 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 2021, appointing Ernst & Young Hua Ming LLP as the PRC auditor of the Company and Ernst & Young as the international auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to fix their remuneration.
7. To consider and approve the Performance Evaluation Report of the Independent Non-executive Directors for the year 2020.

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8. To consider and approve the Resolution regarding the Election of Directors for the 12th Session of the Board.
 - 8.01 To consider and approve the re-election of Mr. Ma Mingzhe as an executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.02 To consider and approve the re-election of Mr. Xie Yonglin as an executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.03 To consider and approve the re-election of Ms. Tan Sin Yin as an executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.04 To consider and approve the re-election of Mr. Yao Jason Bo as an executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.05 To consider and approve the re-election of Ms. Cai Fangfang as an executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.06 To consider and approve the re-election of Mr. Soopakij Chearavanont as a non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.07 To consider and approve the re-election of Mr. Yang Xiaoping as a non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.08 To consider and approve the re-election of Mr. Wang Yongjian as a non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.09 To consider and approve the election of Mr. Huang Wei as a non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
 - 8.10 To consider and approve the re-election of Mr. Ouyang Hui as an independent non-executive Director to hold office until the expiry of the term of the 12th session of the Board.

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- 8.11 To consider and approve the re-election of Mr. Ng Sing Yip as an independent non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
- 8.12 To consider and approve the re-election of Mr. Chu Yiyun as an independent non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
- 8.13 To consider and approve the re-election of Mr. Liu Hong as an independent non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
- 8.14 To consider and approve the election of Mr. Jin Li as an independent non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
- 8.15 To consider and approve the election of Mr. Ng Kong Ping Albert as an independent non-executive Director to hold office until the expiry of the term of the 12th session of the Board.
9. To consider and approve the Resolution regarding the Election of Non-employee Representative Supervisors (the “**Supervisor(s)**”) for the 10th Session of the Supervisory Committee.
 - 9.01 To consider and approve the re-election of Mr. Gu Liji as an independent Supervisor to hold office until the expiry of term of the 10th session of the Supervisory Committee.
 - 9.02 To consider and approve the re-election of Mr. Huang Baokui as an independent Supervisor to hold office until the expiry of the term of the 10th session of the Supervisory Committee.
 - 9.03 To consider and approve the re-election of Ms. Zhang Wangjin as a shareholder representative Supervisor to hold office until the expiry of the term of the 10th session of the Supervisory Committee.

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AS SPECIAL RESOLUTIONS

10. To consider and approve the Resolution regarding the Issue of Debt Financing Instruments.
11. To consider and approve the Resolution regarding the Proposed Grant of General Mandate by the General Meeting to the Board to Issue H Shares, that is, the grant of a general mandate to the Board to allot, issue and deal with additional H shares not exceeding 20% of the total H shares of the Company in issue, representing no more than 8.15% of the total number of issued shares of the Company, at a relevant price represents a discount (if any) of no more than 10% to the benchmark price (instead of a discount of 20% as limited under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and authorize the Board to make corresponding amendments to the articles of association of the Company (“**Articles of Association**”) as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.
12. To consider and approve the Resolution regarding the Amendments to the Articles of Association.

AS REPORTING DOCUMENTS

13. To consider and review the Performance Report of the Directors for the year 2020.
14. To consider and review the Performance Report of the Independent Non-executive Directors for the year 2020.
15. To consider and review the Report on Related Party Transactions and Implementation of Management System of Related Party Transactions of the Company for the year 2020.

By order of the Board
Ma Mingzhe
Chairman

Shenzhen, PRC, February 24, 2021

As at the date of this notice, the executive Directors of the Company are Ma Mingzhe, Xie Yonglin, Tan Sin Yin, Yao Jason Bo and Cai Fangfang; the non-executive Directors are Soopakij Chearavanont, Yang Xiaoping and Wang Yongjian; the independent non-executive Directors are Ge Ming, Ouyang Hui, Ng Sing Yip, Chu Yiyun and Liu Hong.

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Notes:

1. In order to determine the list of holders of H shares of the Company who are entitled to attend the AGM, the H share register of members will be closed from Thursday, March 18, 2021 to Thursday, March 25, 2021 (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 Thursday, March 18, 2021 are entitled to attend the AGM. In order to attend and vote at the AGM, 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 Wednesday, March 17, 2021. The address of the transfer office of H Share Registrar is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Holders of the Company's A shares whose names appear on the register of members on Thursday, March 18, 2021 after trading hours are entitled to attend the AGM.
2. A shareholder entitled to attend and vote at the AGM 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. If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice of the AGM.
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, 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 AGM 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 AGM if he so wishes.
5. Shareholders who intend to attend the AGM 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 Monday, March 22, 2021 by hand, by post or by fax. Failure to return the reply slip before the above deadline will not preclude an eligible shareholder from attending the AGM. The Company's principal place of business in the PRC is at 47th, 48th, 108th, 109th, 110th, 111th and 112th Floors, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen, Guangdong Province, PRC (Tel: (86 755) 400 8866 338, Fax: (86 755) 8243 1029). The contact persons are Ms. Li Xin (Tel: (86 755) 2262 4602) and Ms. Su Jinnan (Tel: (86 755) 8867 3423). The Company's principal place of business in Hong Kong is at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (Tel: (852) 2980 1888, Fax: (852) 2956 2192).
6. The AGM is expected to be concluded within a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce the identity documents.

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7. During the period for the prevention and control of the novel coronavirus pneumonia (COVID-19) in China and overseas, shareholders attending the AGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the epidemic prevention and control period in Shenzhen. The Company will strictly comply with the requirements regarding the epidemic prevention and control stipulated by government departments, and take relevant prevention and control measures including monitoring the temperatures of shareholders attending the AGM. Shareholders having a fever or other symptoms, not wearing a surgical mask as required, or failing to comply with the relevant regulations and requirements regarding the epidemic prevention and control will not be able to enter the venue of the AGM. If the number of shareholders attending the AGM reaches the maximum (if any) stipulated by the relevant government departments at the date of the AGM in accordance with the regulations and requirements regarding the epidemic prevention and control, shareholders shall be admitted on a “first-come-first-served” basis, and shareholders subsequently arriving may not be able to enter the venue of the AGM. **The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Shareholders are reminded that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy.**

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the AGM.