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**PING AN**

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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 (HKD counter) and 82318 (RMB counter)

### 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, May 30, 2024 at Ping An Hall, Ping An (Shenzhen) Financial Education and Training Center, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, the PRC to consider and, if thought fit, to pass the following resolutions:

**(I) By way of non-cumulative voting (ordinary resolutions):**

1. To consider and approve the Report of the Board of Directors of the Company (the “**Board**”) for the Year 2023.
2. To consider and approve the Report of the Supervisory Committee of the Company (the “**Supervisory Committee**”) for the Year 2023.
3. To consider and approve the Annual Report of the Company for the Year 2023 and its summary.
4. To consider and approve the Report of Final Accounts of the Company for the Year 2023, including the audit report and audited financial statements of the Company for the Year 2023.
5. To consider and approve the Profit Distribution Plan of the Company for the Year 2023 and the proposed declaration and distribution of final dividends.
6. To consider and approve the Resolution regarding the Re-appointment of Auditors of the Company for the Year 2024.
- 7.00 To consider and approve by way of separate resolutions, the Resolution regarding the Election of Non-independent Directors of the 13<sup>th</sup> 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 13<sup>th</sup> session of the Board.

- 7.02 To consider and approve the re-election of Mr. Xie Yonglin as an executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 7.03 To consider and approve the election of Mr. Michael Guo as an executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 7.04 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 13<sup>th</sup> session of the Board.
- 7.05 To consider and approve the election of Ms. Fu Xin as an executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 7.06 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 13<sup>th</sup> session of the Board.
- 7.07 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 13<sup>th</sup> session of the Board.
- 7.08 To consider and approve the re-election of Mr. He Jianfeng as a non-executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 7.09 To consider and approve the re-election of Ms. Cai Xun as a non-executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 8.00 To consider and approve by way of separate resolutions, the Resolution regarding the Election of Independent Supervisors of the 11<sup>th</sup> Session of the Supervisory Committee.
- 8.01 To consider and approve the re-election of Ms. Zhu Xinrong as an independent Supervisor of the Company to hold office until the expiry of term of the 11<sup>th</sup> session of the Supervisory Committee.
- 8.02 To consider and approve the re-election of Mr. Liew Fui Kiang as an independent Supervisor of the Company to hold office until the expiry of term of the 11<sup>th</sup> session of the Supervisory Committee.

8.03 To consider and approve the re-election of Mr. Hung Ka Hai Clement as an independent Supervisor of the Company to hold office until the expiry of term of the 11<sup>th</sup> session of the Supervisory Committee.

**(II) By way of non-cumulative voting (special resolutions):**

9. To consider and approve the Resolution regarding the Proposed Grant of General Mandate by the General Meeting to the Board to Issue H Shares.
10. To consider and approve the Resolution regarding the Issue of Debt Financing Instruments.
11. To consider and approve the Resolution regarding the Amendments to the Articles of Association.

**(III) By way of cumulative voting (ordinary resolution):**

- 12.00 To consider and approve the Resolution regarding the Election of Independent Directors of the 13<sup>th</sup> Session of the Board.
- 12.01 To consider and approve the re-election of Mr. Ng Sing Yip as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 12.02 To consider and approve the re-election of Mr. Chu Yiyun as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 12.03 To consider and approve the re-election of Mr. Liu Hong as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 12.04 To consider and approve the re-election of Mr. Ng Kong Ping Albert as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 12.05 To consider and approve the re-election of Mr. Jin Li as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.
- 12.06 To consider and approve the re-election of Mr. Wang Guangqian as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13<sup>th</sup> session of the Board.

## REPORTING DOCUMENTS

13. To consider and review the Performance Evaluation Results of the Directors for the Year 2023.
14. To consider and review the Performance Evaluation Results of the Supervisors for the Year 2023.
15. To consider and review the Performance Report of the Independent Directors for the Year 2023.
16. To consider and review the Special Report on the Related Party Transactions for the Year 2023.

By order of the Board  
**Sheng Ruisheng**  
Company Secretary

Shenzhen, the PRC, April 29, 2024

*As at the date of this notice, the executive directors of the Company are Ma Mingzhe, Xie Yonglin and Cai Fangfang; the non-executive directors of the Company are Soopakij Chearavanont, Yang Xiaoping, He Jianfeng, Cai Xun, Yao Jason Bo and Tan Sin Yin; the independent non-executive directors of the Company are Ng Sing Yip, Chu Yiyun, Liu Hong, Ng Kong Ping Albert, Jin Li and Wang Guangqian.*

*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 of the Company will be closed from Wednesday, May 22, 2024 to Thursday, May 30, 2024 (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 Wednesday, May 22, 2024 are entitled to attend the AGM. In order to attend and vote at the AGM, holders of the Company's H shares 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 Tuesday, May 21, 2024. 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 Wednesday, May 22, 2024 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 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. 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.