

# 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)

## VOTING RESULTS OF 2005 ANNUAL GENERAL MEETING HELD ON JUNE 23, 2005

The board of directors (the "Board") of Ping An Insurance (Group) Company of China, Ltd. (the "Company") is pleased to announce that the annual general meeting of the Company in 2005 (the "AGM") was held at 10:00 a.m. on Thursday, June 23, 2005 at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC. The number of issued shares of the Company as at the date of the AGM was 6,195,053,334 shares, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. The shareholders and authorized proxies holding an aggregate of 4,890,077,492 shares, representing 78.9352% of the total voting shares of the Company were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the People's Republic of China and the provisions of the Articles of Association of the Company. The AGM was chaired by Mr. Ma Mingzhe, chairman of the board and chief executive officer of the Company.

The poll results in respect of the proposed resolutions at the AGM are as follows:

Ordinary Resolutions		Total number of votes	
		For	Against
1	To consider and approve the report of the board of directors of the Company (the "Board of Directors") for the year ended December 31, 2004.	4,890,077,492 (100.0000%)	0 (0.0000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2	To consider and approve the report of the supervisory committee of the Company for the year ended December 31, 2004.	4,890,077,492 (100.0000%)	0 (0.0000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3	To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2004.	4,887,510,492 (100.0000%)	0 (0.0000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

4	To consider and approve the profit distribution plan and the recommendation for dividend for the year ended December 31, 2004.	4,890,077,492 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5	To consider and approve the re-appointment of Ernst & Young Hua Ming as the PRC auditors and Ernst & Young as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board of Directors to fix their remuneration.	4,890,071,992 (99.9999%)	5,500 (0.0001%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
6	To consider and approve the appointment of Mr. Chen Hongbo (陳洪博) as a non-executive director of the Company to hold office with immediate effect until the expiry of the term of the current Board of Directors.	4,886,958,392 (100.0000%)	1,000 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
7	To consider and approve the appointment of Mr. Chow Wing Kin, Anthony (周永健) as an independent non-executive director of the Company to hold office with immediate effect until the expiry of the term of the current Board of Directors.	4,887,510,492 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
8	To consider and approve the increase of the annual independent non-executive directors' fees from RMB60,000 to RMB150,000 for each domestic independent non-executive director of the Company and from RMB200,000 to RMB300,000 for each foreign independent non-executive director of the Company.	4,887,252,492 (99.9422%)	2,825,000 (0.0578%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
9	To consider and approve the increase of the annual independent supervisors' fees from RMB40,000 to RMB60,000 for each independent supervisor of the Company and from RMB200,000 to RMB250,000 for the independent supervisor of the Company who also holds the office of the chairman of the supervisory committee of the Company.	4,888,856,492 (99.9750%)	1,221,000 (0.0250%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

10	To consider and approve the adjustment to the investment limits of the Board of Directors.	4,862,382,939 (100.0000%)	1,000 (0.0000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
<b>Special Resolutions</b>		<b>Total number of votes</b>	
		<b>For</b>	<b>Against</b>
11	To give a general mandate to the Board of Directors to issue, allot and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H Shares not exceeding 20% of the H Shares of the Company in issue and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.	4,638,220,485 (95.3395%)	226,730,454 (4.6605%)
As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
12	To consider and approve the amendments to the Articles of Association of the Company.	4,862,383,939 (100.0000%)	0 (0.0000%)
As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

Poll voting was demanded by the chairman of the AGM and Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed by the Company as the scrutineer for the vote-taking at the AGM.

## APPOINTMENT OF DIRECTORS

The Company is pleased to announce that Mr. Chen Hongbo was appointed as a non-executive director and Mr. Chow Wing Kin, Anthony was appointed as an independent non-executive director of the Company at the AGM.

Mr. Chen Hongbo, aged 53, is the chairman and the Secretary of the Party Committee of Shenzhen Investment Holdings Co., Ltd. since September 2004. Mr. Chen was the deputy director of Shenzhen State-owned Assets Supervision and Administration Commission from June 2004 to September 2004 and the assistant director, the deputy general director of the Economic System Reform Office of Shenzhen Municipal Government from December 1992 to June 2004. Mr. Chen graduated from Huazhong Normal University with a master degree in political economy. The Company appointed Mr. Chen as a non-executive Director at the AGM to hold the office until the expiry of the term of the current Board. He is also appointed as Vice-Chairman of the Board. Mr. Chen does not have any relationship with the other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any other position within the Company or the Group. As at the date of this announcement, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Chow Wing Kin, Anthony, SBS, JP, aged 54, has been practicing as a solicitor in Hong Kong for the past 24 years and is a partner in the law firm, Peter C. Wong, Chow & Chow. Mr. Chow is the Vice Chairman of Estate Agents Authority. He is a Member of the Law Reform Commission of Hong Kong and is also a Council Member of the Hong Kong Institute of Education. He was appointed as a Member of National Committee of the Chinese People's Political Consultative Conference in January 2003 and also presently serves as a Steward of the Hong Kong Jockey Club. Mr. Chow is a non-executive director of Kingmaker Footwear Holdings Limited and an independent non-executive director of Fountain Set Holdings Limited, which are listed companies in Hong Kong. The Company appointed Mr. Chow as an independent non-executive Director at the AGM to hold the office until the expiry of the term of the current Board. The amount of the director's fee of RMB300,000 to Mr. Chow is determined by the Board with reference to the prevailing market situation, his duties and responsibilities with the Company. Mr. Chow does not have any relationship with the other Directors, senior management or substantial or controlling shareholders of the Company and does not hold any other position within the Company or the Group. As at the date of this announcement, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

## **PAYMENT OF THE FINAL DIVIDEND**

The Board wishes to inform shareholders details of the payment of the final dividend as follows:

The Company will pay a final dividend of RMB0.14 per share (equivalent to HK\$0.1315 per share) (inclusive of applicable tax) for the year ended December 31, 2004. The payment shall be made to shareholders whose names appeared on the register of members of the Company on June 23, 2005. According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends on domestic shares will be paid in Renminbi and dividends on H shares will be paid in Hong Kong dollars. The relevant exchange rate will be the mean of the average rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of declaration of dividends by the AGM (RMB1.06448 equivalent to HK\$1.00).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "Receiving Agent") and will pay to such Receiving Agent the final dividend declared for payment to holders of H shares. The final dividend will be paid by the Receiving Agent and relevant cheques will be dispatched on or before June 30, 2005 to holders of H shares entitled to receive such dividend by ordinary post at their own risk.

As of the date of this announcement, the executive directors of the Company are Ma Mingzhe, Sun Jianyi, the non-executive directors of the Company are Huang Jianping, Liu Haifeng David, Henry Cornell, Lin Yu Fen, Cheung Lee Wah, Anthony Philip Hope, Lin Lijun, Fan Gang, Dou Wenwei, Shi Yuxin, Hu Aimin, Chen Hongbo, and the independent non-executive directors are Bao Youde, Kwong Che Keung Gordon, Cheung Wing Yui and Chow Wing Kin, Anthony.

By order of the Board of Directors  
**Ping An Insurance (Group) Company of China, Ltd.**  
**Yao Jun**                      **Natalia Seng**  
*Joint Company Secretaries*

Shenzhen, PRC, June 23, 2005

"Please also refer to the published version of this announcement in the South China Morning Post"