

# 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)**

## OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.09(2) of the Hong Kong Listing Rules.

Ping An Life has made an application to subscribe for 600 million shares in China Minsheng Banking Corp., Ltd., a company which issued shares are listed on the Shanghai Stock Exchange (stock code 600016) pursuant to a private placement. The board of directors of Minsheng Bank announced on March 19, 2007 that it had resolved to allot 600 million shares pursuant to a private placement to Ping An Life at the subscription price of RMB9.08 per share, with a 12 months' lock-up period. The Subscription is subject to a formal allotment confirmation and the entering into of a subscription agreement between Minsheng Bank and Ping An Life following final determination of all the successful subscribers.

Should the Subscription be proceeded with, the Subscription will constitute a discloseable transaction of the Company under the Hong Kong Listing Rules. The Company will comply with the relevant provisions in Chapter 14 of the Hong Kong Listing Rules in such event, including the issue of an announcement upon entering into of the subscription agreement and despatch of circular to shareholders.

**Shareholders and potential investors of the Company should note that the Subscription is subject to a formal allotment confirmation and the entering into of a subscription agreement and are recommended to exercise caution in dealing in the Company's shares.**

This announcement is made pursuant to Rule 13.09(2) of the Listing Rules.

Ping An Life Insurance Company of China, Ltd. ("**Ping An Life**"), a 99% owned subsidiary of Ping An Insurance (Group) Company of China, Ltd. (the "**Company**"), has made an application to subscribe (the "**Subscription**") for 600 million shares in China Minsheng Banking Corp., Ltd. ("**Minsheng Bank**"), a company which issued shares are listed on the Shanghai Stock Exchange (stock code 600016) pursuant to a private placement. In accordance with the Listing Rules of the Shanghai Stock Exchange, the board of directors of Minsheng Bank announced on March 19, 2007 that it had resolved to allot 600 million shares pursuant to a private placement to Ping An Life at the subscription price of RMB9.08 per share, with a 12 months' lock-up period. The Subscription is subject to a formal allotment confirmation and the entering into of a subscription agreement between Minsheng Bank and Ping An Life following final determination of all the successful subscribers.

In accordance with the Listing Rules of the Shanghai Stock Exchange, the Company has also published an announcement in designated newspapers in the People's Republic of China on March 19, 2007 setting out the above. Should the Subscription be proceeded with, the Subscription will constitute a discloseable transaction of the Company under the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (the "**Hong Kong Listing Rules**"). The Company will comply with the relevant provisions in Chapter 14 of the Hong Kong Listing Rules in such event, including the issue of an announcement upon entering into of the subscription agreement and despatch of circular to shareholders.

**Shareholders and potential investors of the Company should note that the Subscription is subject to a formal allotment confirmation and the entering into of a subscription agreement and are recommended to exercise caution in dealing in the Company's shares.**

By order of the Board of Directors  
**Ping An Insurance (Group) Company of China, Ltd.**  
**Ma Mingzhe**  
*Chairman and Chief Executive Officer*

Shenzhen, PRC, March 19, 2007

*As of the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi and Cheung Chi Yan Louis, the Non-executive Directors are Huang Jianping, Lin Yu Fen, Cheung Lee Wah, Anthony Philip HOPE, Dou Wenwei, Fan Gang, Lin Lijun, Shi Yuxin, Hu Aimin, Chen Hongbo, Wong Tung Shun Peter and Ng Sing Yip, and the Independent Non-executive Directors are Bao Youde, Kwong Che Keung Gordon, Cheung Wing Yui and Chow Wing Kin Anthony.*