

# 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 THE ANNUAL GENERAL MEETING HELD ON THURSDAY, JUNE 7, 2007

The board of directors (the “**Board of Directors**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) is pleased to announce that the annual general meeting of the Company for the year 2006 (the “**AGM**”) was held at 10:00 a.m. on Thursday, June 7, 2007 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The number of issued shares of the Company as at the date of the AGM was 7,345,053,334 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.

The shareholders and authorized proxies holding an aggregate of 5,450,848,235 shares, representing 74.21% 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 of Directors and Chief Executive Officer of the Company. In accordance with the Articles of Association of the Company, voting in respect of all the resolutions was conducted by way of poll. 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.

Save for resolution no. 9 in respect of which HSBC Insurance Holdings Limited, the Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) and HSBC CCF Financial Products (France) SNC (“**HSBC CCF**”) and their respective associates abstained from voting, there were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. To the best knowledge, information and belief of the directors of the Company, other than HSBC Insurance Holdings Limited, HSBC and HSBC CCF, which held 618,886,334 (approximately 8.43%), 614,099,279 (approximately 8.36%) and 884,775 (approximately 0.012%) of the issued share capital of the Company respectively as at the date of the AGM and were required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company's Articles of Association to refrain from voting on resolution no. 9, no other shareholder has a material interest in the matters considered at the AGM and is required to abstain from voting at the AGM.

All resolutions as set out in the notice of the AGM were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Total number of votes	
		For	Against
1.	To approve the report of the Board of Directors of the Company for the year ended December 31, 2006.	5,395,991,597 (99.999314%)	37,000 (0.000686%)
	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 approve the report of the Supervisory Committee of the Company for the year ended December 31, 2006.	5,395,991,597 (99.999314%)	37,000 (0.000686%)
	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 approve the annual report of the Company and its summary for the year ended December 31, 2006.	5,395,991,597 (99.999314%)	37,000 (0.000686%)
	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 approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2006.	5,395,991,597 (99.999314%)	37,000 (0.000686%)
	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 approve the profit distribution plan and the recommendation for final dividend for the year ended December 31, 2006.	5,434,057,647 (99.837343%)	8,853,288 (0.162657%)
	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 approve the re-appointment of Ernst & Young Hua Ming as the PRC auditors and Ernst & Young as the international auditors of the Company and to authorize the Board of Directors to fix their remuneration.	5,442,253,435 (99.987920%)	657,500 (0.012080%)
	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 approve the annual director's fee of RMB300,000 for Anthony Philip HOPE as a non-executive director of the Company.	5,442,819,935 (99.999320%)	37,000 (0.000680%)
	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 approve the appointment of Mr. Xia Liping as an independent non-executive director of the Company.	5,433,033,647 (99.818529%)	9,877,288 (0.181471%)
	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 authorize the Company to renew the liability insurance for its directors, supervisors and senior management in such manner as the Chairman and the Secretary of Board of Directors may see fit.	4,012,047,454 (95.440436%)	191,671,263 (4.559564%)
	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 authorize the Company to provide guarantees in respect of the liabilities of its subsidiaries from time to time and for such other purposes as the Board of Directors may see fit, up to an aggregate amount at any time of not exceeding RMB35 billion.	5,278,146,310 (97.273826%)	147,924,135 (2.726174%)
	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>			
11.	To give a general mandate to the Board of Directors to allot, issue and deal with 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.	5,229,283,167 (95.936553%)	221,489,268 (4.063447%)
	As more than 75% 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.	5,443,391,730 (99.864593%)	7,380,705 (0.135407%)
	As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

## APPOINTMENT OF DIRECTOR

The Company is pleased to announce that Mr. Xia Liping was appointed as an independent non-executive director of the Company. The particulars of Mr. Xia are set out below:

Mr. Xia Liping, 68, has served in various positions since 1963, including the Administrator of the Credit Administration Department and the Deputy Director of the General Administration Department of the People's Bank of China, the Director of the State Economy Commission's Finance and Treasury Department and the Deputy Director-General of the Financial Management Department, the Deputy Director-General of the Internal Auditing Department and the Director-General of the Currency, Gold and Silver Bureau of the People's Bank of China. Mr. Xia retired in 1999 and was appointed as the Secretary-General of the China Banking Association from May 2000 to December 2005. Mr. Xia has been appointed as an independent non-executive director to hold office until the expiration of the term of the current Board of Directors, which was appointed for 3 years at the annual general meeting of the Company held on May 25, 2006. Mr. Xia will receive a director's fee of RMB200,000 per annum, which was determined by the Board of Directors with reference to the prevailing market situation, his duties and responsibilities with the Company.

Mr. Xia does not have any relationship with the other directors, supervisors, senior management or substantial or controlling shareholders of the Company. Mr. Xia does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save for the information disclosed above, there is no other information which is discloseable nor is/was Mr. Xia involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

## PAYMENT OF 2006 FINAL DIVIDEND

The Board wishes to inform shareholders of the details of the payment of the final dividend for the year ended December 31, 2006 as follows:

The Company will pay a final dividend of RMB0.22 per share (equivalent to HK\$0.2247 per share) (inclusive of applicable tax) for the year ended December 31, 2006. The payment shall be made to holders of H shares whose names appeared on the H share register of members of the Company on June 7, 2007 and holders of A shares whose names appeared on the A share register of members of the Company on June 21, 2007. According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends on A 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 average middle 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 (RMB0.9793 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 the year ended December 31, 2006 for payment to holders of H shares. The final dividend for the year ended December 31, 2006 will be paid by the Receiving Agent and relevant cheques will be dispatched on or before June 27, 2007 to holders of H shares entitled to receive such dividend by ordinary post at their own risk.

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 7, 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 Lin Yu Fen, Cheung Lee Wah, Anthony Philip HOPE, Fan Gang, Lin Lijun, 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, Chow Wing Kin Anthony, Zhang Hongyi, Chen Su and Xia Liping.*