

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 Rules 13.09 and 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

“The Announcement regarding the Completion of Transfer of Shareholdings by the Shareholders of Ping An Insurance (Group) Company of China, Ltd.”, which is published by Ping An Insurance (Group) Company of China, Ltd. on the website of Shanghai Stock Exchange and certain designated newspapers in the PRC, is reproduced herein for your reference.

By Order of the Board
Yao Jun
Company Secretary

Shenzhen, PRC, February 6, 2013

As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Ku Man and Yao Jason Bo; the Non-executive Directors are Fan Mingchun, Lin Lijun, Li Zhe and Guo Limin; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Carmelo Ka Sze, Woo Ka Biu Jackson and Stephen Thomas Meldrum.

**THE ANNOUNCEMENT REGARDING THE COMPLETION OF
TRANSFER OF SHAREHOLDINGS
BY THE SHAREHOLDERS OF
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.**

The board of directors and all directors of Ping An Insurance (Group) Company of China, Ltd. (the "Company") confirm that there are no false representations and misleading statements contained in, or material omissions from this announcement, and severally and jointly accept the responsibility for the truthfulness, accuracy and completeness of the contents of this announcement.

The Company published "The Announcement regarding the Receipt of CIRC Approval on Transfer of Shareholdings by the Shareholders" on February 2, 2013, which mentioned the approval from the China Insurance Regulatory Commission ("CIRC") regarding the transfer of certain H shares of the Company among HSBC Insurance Holdings Limited and The Hongkong and Shanghai Banking Corporation Limited and relevant subsidiaries of Charoen Pokphand Group Company Limited ("CP Group") had been obtained.

The Company was informed that HSBC Insurance Holdings Limited and The Hongkong and Shanghai Banking Corporation Limited had already transferred all the 976,121,395 H shares of the Company held by them to All Gain Trading Limited, Bloom Fortune Group Limited, Business Fortune Holdings Limited and Easy Boom Developments Limited, all are indirect wholly-owned subsidiaries of the CP Group, and the transfer procedure was completed on February 6, 2013.

As at the date of this announcement, All Gain Trading Limited holds 394,500,996 H shares (representing approximately 4.98% of the issued shares of the Company), Bloom Fortune Group Limited holds 221,906,810 H shares (representing approximately 2.80% of the issued shares of the Company), Business Fortune Holdings Limited holds 246,563,123 H shares (representing approximately 3.11% of the issued shares of the Company) and Easy Boom Developments Limited holds 369,844,684 H shares (representing approximately 4.67% of the issued shares of the Company). The above-mentioned four companies in aggregate hold 1,232,815,613 H shares of the Company (representing approximately 15.57% of the issued shares of the Company).

The Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
February 6, 2013