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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)

**(I) VOTING RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON FRIDAY, MAY 10, 2013**
**(II) CHANGE OF DIRECTORS AND SUPERVISOR
AND**
(III) PAYMENT OF 2012 FINAL DIVIDEND

The Board of Directors of the Company is pleased to announce that the AGM was held at 2:00 p.m. on Friday, May 10, 2013 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC. The number of issued shares of the Company as at the date of the AGM was 7,916,142,092 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

All resolutions as set out in the Notice of AGM dated March 22, 2013 were duly passed.

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 2012 (the “**AGM**”) was held at 2:00 p.m. on Friday, May 10, 2013 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC. The AGM adopted both onsite voting and online voting. The number of issued shares of the Company as at the date of the AGM was 7,916,142,092, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

To the best knowledge, information and belief of the directors of the Company (the “**Directors**”), there were no restrictions on any shareholder casting votes on any of the proposed resolution at the AGM and no shareholder had a material interest in the matter considered at the AGM and was required to abstain from voting at the AGM.

There were 165 shareholders and authorized proxies holding an aggregate of 4,023,202,300 shares (representing 50.82% of the total voting shares of the Company) present at the AGM. Among those present at the AGM, 158 were A shareholders and proxies, holding an aggregate of 1,881,916,310 shares (representing approximately 23.77% of the total share capital of 7,916,142,092 shares of the Company), and 7 were H shareholders and proxies, holding an aggregate of 2,141,285,990 shares (representing approximately 27.05% of the total share capital of 7,916,142,092 shares of the Company).

Number of shareholders and authorized proxies attended the meeting	165
Of which: number of A shareholders	158
: number of H shareholders	7
Total number of voting shares held	4,023,202,300 shares
Of which: total number of shares held by A shareholders	1,881,916,310 shares
: total number of shares held by H shareholders	2,141,285,990 shares
Percentage of the total number of voting shares of the Company	50.82%
Of which: percentage of shares held by A shareholders	23.77%
: percentage of shares held by H shareholders	27.05%

The holding of the AGM was in compliance with the requirements of the Company Law of the People's Republic of China, the Rules Governing the Shareholders' Meetings of the Listed Companies and the provisions of the Articles of Association of Ping An Insurance (Group) Company of China, Ltd. (the "**Articles of Association**"). The AGM was chaired by Mr. Ma Mingzhe, Chairman of the Board of Directors and Chief Executive Officer of the Company. Some Directors, supervisors (the "**Supervisors**") and the secretary to the Board of Directors attended the AGM. Some members of the senior management of the Company also attended the AGM. In accordance with the Articles of Association, voting in respect of the resolutions was conducted by way of poll. Computershare Hong Kong Investor Services Limited, the H share registrar of the Company (the "**H Share Registrar**"), was appointed by the Company as the scrutineer for the vote-taking at the AGM whereas Allbright Law Offices was appointed as the witnessing lawyer at the AGM.

All resolutions as set out in the notice of the AGM dated March 22, 2013 were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
1.	To consider and approve the report of the Board of Directors of the Company for the year ended December 31, 2012.	4,013,709,698 (99.7641%)	256,585 (0.0064%)	9,236,017 (0.2295%)	4,023,202,300

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 (the “ Supervisory Committee ”) for the year ended December 31, 2012.	4,013,689,798 (99.7636%)	256,385 (0.0064%)	9,256,117 (0.2300%)	4,023,202,300
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 annual report and its summary of the Company for the year ended December 31, 2012.	4,013,689,798 (99.7636%)	256,385 (0.0064%)	9,256,117 (0.2300%)	4,023,202,300
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 report of the auditors and the audited financial statements of the Company for the year ended December 31, 2012.	4,013,689,798 (99.7636%)	256,385 (0.0064%)	9,256,117 (0.2300%)	4,023,202,300
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 profit distribution plan for the year ended December 31, 2012 and the proposed distribution of final dividends.	4,007,471,004 (99.6090%)	6,489,579 (0.1613%)	9,241,717 (0.2297%)	4,023,202,300
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 Pricewaterhouse Coopers Zhong Tian CPAs Limited Company as the PRC auditor and Pricewaterhouse Coopers as the international auditor of the Company to hold office until the conclusion of the next annual general meeting and to fix their remuneration.	4,012,189,748 (99.7263%)	1,359,485 (0.0338%)	9,653,067 (0.2399%)	4,023,202,300
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 each of the appointment of Directors.				
7.1	To consider and approve the appointment of Mr. Lee Yuansiong as an Executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	3,972,814,595 (98.7476%)	40,199,088 (0.9992%)	10,188,617 (0.2532%)	4,023,202,300
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.2	To consider and approve the appointment of Mr. Soopakij Chearavanont as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of	3,936,857,560 (97.8538%)	75,399,258 (1.8741%)	10,945,482 (0.2721%)	4,023,202,300

	Directors.				
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.3	To consider and approve the appointment of Mr. Yang Xiaoping as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	3,946,596,942 (98.0959%)	65,922,741 (1.6386%)	10,682,617 (0.2655%)	4,023,202,300
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.4	To consider and approve the appointment of Mr. Lu Hua as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	3,945,809,042 (98.0763%)	66,710,641 (1.6582%)	10,682,617 (0.2655%)	4,023,202,300
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.5	To consider and approve the appointment of Mr. Yip Dicky Peter as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	4,011,274,315 (99.7035%)	1,739,368 (0.0433%)	10,188,617 (0.2532%)	4,023,202,300

As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.6	To consider and approve the appointment of Mr. Wong Oscar Sai Hung as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	4,010,351,131 (99.6806%)	2,662,552 (0.0662%)	10,188,617 (0.2532%)	4,023,202,300
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.7	To consider and approve the appointment of Mr. Sun Dongdong as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	4,011,206,315 (99.7018%)	1,739,368 (0.0433%)	10,256,617 (0.2549%)	4,023,202,300
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 appointment of Ms. Zhang Wangjin as a Supervisor representing the shareholders of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.	4,011,005,815 (99.6968%)	1,854,668 (0.0461%)	10,341,817 (0.2571%)	4,023,202,300

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 payment of working allowance to the Independent Non-executive Directors of the Company.	4,013,176,748 (99.7508%)	178,785 (0.0045%)	9,846,767 (0.2447%)	4,023,202,300
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 payment of working allowance to the Independent Supervisors of the Company.	4,013,174,478 (99.7508%)	181,055 (0.0045%)	9,846,767 (0.2447%)	4,023,202,300
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
11.	To consider and approve “the Resolution in relation to the Utilization Report on the Proceeds from the Previous Fund Raising Activity”.	4,013,616,698 (99.7617%)	176,285 (0.0044%)	9,409,317 (0.2339%)	4,023,202,300
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

CHANGE OF DIRECTORS AND SUPERVISOR

The Company is pleased to announce that, Mr. Lee Yuansiong is elected as an Executive Director of the 9th Session of the Board of Directors; Mr. Soopakij Chearavanont, Mr. Yang Xiaoping and Mr. Lu Hua are elected as the Non-executive Directors of the 9th Session of the Board of Directors; and Mr. Yip Dicky Peter, Mr. Wong Oscar Sai Hung and Mr. Sun Dongdong are elected as the Independent Non-executive Directors of the 9th Session of the Board of Directors, after approval by the shareholders at the AGM. Each of the Independent Non-executive Directors has met the independence requirements as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Listing Rules**”). The appointment of Directors shall become effective upon the approval of their qualification as Directors from China Insurance Regulatory Commission (the “**CIRC**”). Mr. Guo Limin shall resign as a Non-executive Director of the Company upon the date of the

effective appointment of Mr. Lu Hua, and Mr. Zhang Hongyi, Mr. Chen Su and Mr. Xia Liping shall resign as the Independent Non-executive Directors of the Company upon the date of the effective appointment of Mr. Yip Dicky Peter, Mr. Wong Oscar Sai Hung and Mr. Sun Dongdong.

The Company is also pleased to announce that, Ms. Zhang Wangjin is elected as a Supervisor representing the shareholders of the 7th Session of the Supervisory Committee, after approval by the shareholders at the AGM. The appointment of the Supervisor shall become effective upon the approval of her qualification from CIRC. Mr. Sun Fuxin shall resign as an Independent Supervisor of the Company upon the date of the effective appointment of Ms. Zhang Wangjin.

The biographies and emolument information of the above Directors and Supervisor are set out below:

LEE Yuansiong, aged 47, has been the Senior Vice President and Chief Insurance Business Officer of the Company since January 2011. Mr. Lee is currently the Director of Ping An Property & Casualty Insurance Company of China, Ltd., Ping An Life Insurance Company of China, Ltd. (“**Ping An Life**”), Ping An Annuity Insurance Company of China, Ltd. and Ping An Health Insurance Company of China, Ltd., the subsidiaries of the Company. Mr. Lee joined the Company in 2004 and served as the Special Assistant to the Chairman of Ping An Life from February 2004 to March 2005 and General Manager of Ping An Life from March 2005 to January 2010 and Chairman of Ping An Life from January 2007 to February 2012. Prior to that, Mr. Lee was a Senior Vice President of Prudential Taiwan Branch and the General Manager of Citi-Prudential, etc.. Mr. Lee holds a Master’s degree in Finance from The University of Cambridge.

Mr. Lee is elected as an Executive Director to hold office until the expiry of the term of the 9th Session of the Board. Mr. Lee will not receive any director’s fee but will receive salary based on his executive position, the exact amount of which is determined by the remuneration committee as recommended by the Chairman and Chief Executive Officer of the Company, with reference to market conditions, his position and duties as well as the remuneration policy.

Soopakij CHEARAVANONT, aged 49, is the Executive Vice Chairman of the CP Group, and at the same time has been an Executive Director and the Chairman of C.P. Lotus Corporation (a company listed on the Hong Kong Stock Exchange), an Executive Director and Vice Chairman of C.P. Pokphand Co. Ltd. (a company listed on the Hong Kong Stock Exchange). Mr. Soopakij Chearavanont is also a Director of True Corporation Public Company Limited and CP ALL Public Company Limited (both companies are listed in Thailand) and the Chairman of True Visions Public Company Limited based in Thailand. Mr. Soopakij Chearavanont holds a Bachelor’s degree in Science from the College of Business and Public Administration of New York University, USA.

Mr. Soopakij Chearavanont is elected as a Non-Executive Director to hold office until the expiry of the term of the 9th Session of the Board and will not receive any director’s fee during the term.

YANG Xiaoping, aged 49, is currently the Vice President of the CP Group, an Executive Director and the Vice Chairman of C.P. Lotus Corporation (a company listed on the Hong Kong Stock Exchange) and the Senior Vice Chairman of Chia Tai Group Agro-Industry And Food Business for China Area. Previously, Mr. Yang acted as the Manager of Nichiyo Co., Ltd for China Division and the Chief Representative of Nichiyo Co., Ltd Beijing Office. Mr. Yang is also a Member of The Twelfth National Committee of Chinese People’s Political Consultative

Conference, the Vice President of the China Institute for Rural Studies of Tsinghua University, a Director of China NGO Network for International Exchanges, the Vice President of Beijing Association of Enterprises with Foreign Investment and an Adviser of Foreign Investment to Beijing Municipal Government. Mr. Yang holds a Bachelor's degree from Jiangxi Institute of Technology and has experience of studying in Japan.

Mr. Yang is elected as a Non-Executive Director to hold office until the expiry of the term of the 9th Session of the Board and will not receive any director's fee during the term.

LU Hua, aged 49, is currently the Chairman of the Board of Directors of Shum Yip Group Limited, Shum Yip Holdings Company Limited and Shenzhen Investment Limited (a company listed on the Hong Kong Stock Exchange), also a Director of each of Road King Infrastructure Limited and Shenzhen Gas Corporation Ltd.. Mr. Lu held various positions from April 2009 to December 2012, including Secretary of Party Committee and Chairman of the Board of Directors in Shenzhen Shahe Industry (Group) Co., Ltd., Senior Vice President and President in Shum Yip Group Limited, etc.. Prior to that, Mr. Lu has served as the Chairman of Shahe Industrial Co., Ltd., Chairman and Secretary of Party Committee of Shenzhen Shahe Group Co., Ltd. and General Manager of Shenzhen Property Development Company Ltd.. Mr. Lu holds a Doctorate degree in Political Economics from Nankai University and a Master's degree in Finance from University of Reading in UK.

Mr. Lu is elected as a Non-Executive Director to hold office until the expiry of the term of the 9th Session of the Board and will not receive any director's fee during the term.

YIP Dicky Peter, aged 66, is currently the Independent Non-executive Director of Sun Hung Kai Properties Limited, South China (China) Limited (both companies are listed on the Hong Kong Stock Exchange) and DBS Bank (Hong Kong) Limited, respectively. Mr. Yip joined The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) in 1965, and served as a Chief Executive of China Business at HSBC's Area Office China from January 2003 to May 2005, a General Manager of HSBC from April 2005 to June 2012, and served as an Executive Vice President of Bank of Communications Co., Ltd. from May 2005 to June 2012. Mr. Yip also served as the Director of the Company and the original Ping An Bank Co., Ltd. from November 2002 to May 2005. Besides, He had served in many consultative boards including the Aviation Advisory Board, Arts Development Council and the Urban Renewal Authority, and is currently a Council Member of the Hong Kong Committee of UNICEF. Mr. Yip holds a MBA degree from University of Hong Kong. Mr. Yip is an elected associated member of Chartered Institute of Bankers, London, and has a Certified Financial Planner certificate issued by the Institute of Financial Planners of Hong Kong and a Certified Financial Management Planner certificate issued by the Hong Kong Institute of Bankers.

Mr. Yip is elected as an Independent Non-executive Director to hold office until the expiry of the term of the 9th Session of the Board and will receive an annual fee of RMB300,000 during the term according to the remuneration policy of the Company.

WONG Oscar Sai Hung, aged 57, currently serves as the Chairman of China Bio-Med Regeneration Technology Limited (a company listed on the Hong Kong Stock Exchange), also an Independent Non-executive Director of the Hong Kong Exchanges and Clearing Limited (a company listed on the Hong Kong Stock Exchange) and ARN Investment SICAV. Mr. Wong was a Director and Chief Executive Officer of ICBC (Asia) Investment Management Company Limited from September 2008 to November 2011. Prior to that, he was the Chief Executive of BOCI-Prudential Asset Management Limited and Prudential Portfolio Managers Asia Limited.

Mr. Wong holds a Higher Diploma in Business Studies (Marketing) from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University).

Mr. Wong is elected as an Independent Non-executive Director to hold office until the expiry of the term of the 9th Session of the Board and will receive an annual fee of RMB300,000 during the term according to the remuneration policy of the Company.

SUN Dongdong, aged 53, currently serves as a professor of Law School in Peking University, and the director of Peking University Health Law Research Center. Mr. Sun is also a deputy director of the Social Legal Work Committee of Chinese Peasants' and Workers' Democratic Party, standing director of Chinese Health Law Society and China Law Society Research Center of the Law of Protection of the Rights and Interests of Consumers, and an expert of the Health Insurance Experts Committee under Insurance Association of China and China Medical Doctor Association. Mr. Sun graduated with a Degree of Medical Science from Beijing Medical College (now known as Peking University Health Science Center).

Mr. Sun is elected as an Independent Non-executive Director to hold office until the expiry of the term of the 9th Session of the Board and will receive an annual fee of RMB300,000 during the term according to the remuneration policy of the Company.

ZHANG Wangjin, aged 34, is currently the Managing Director of CPG Overseas Company Limited (Hong Kong). Before joining CPG Overseas Company Limited (Hong Kong), Ms. Zhang worked in the Audit Department of PricewaterhouseCoopers CPA and the M&A and Restructuring Department of Deloitte & Touche Financial Advisory Services Limited. Ms. Zhang is a member of CPA Australia. Ms. Zhang holds a bachelor's degree in Accounting from University of International Business and Economics and has obtained an EMBA degree from Guanghua School of Management of Peking University.

Ms. Zhang is elected as a Supervisor representing the Shareholders to hold office until the expiry of the term of the 7th Session of the Supervisory Committee and will not receive any supervisors' fee.

According to the Articles of Association, the term of each session of the Board of Directors and Supervisory Committee is three years. Each Director and Supervisor will enter into a service contract with the Company.

Save as disclosed above, as at the date of this announcement, none of the above Directors and Supervisor (i) had held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or had held any other positions within the Group; (ii) had any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) had any interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above and in the circular of the Company dated March 28, 2013, as at the date of this announcement, there were no other matters relating to the appointment of the above Directors and Supervisor that need to be brought to the attention of the Shareholders nor was there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

PAYMENT OF 2012 FINAL DIVIDENDS

The Board of Directors is pleased to announce that the Company will distribute 2012 final dividend of RMB0.30 per share (tax inclusive) based on the total issued shares of 7,916,142,092 as at May 10, 2013, which in aggregate amounts to RMB2,374,842,627.60. The details relating to payment of final dividend of the Company for the year ended December 31, 2012 to holders of H shares of the Company are set out below:

The Company will distribute a final dividend of RMB0.30 per share (equivalent to HK\$0.3752 per share) (inclusive of applicable tax) for the year ended December 31, 2012 to holders of H shares whose names appeared on the register of members of H shares of the Company on Tuesday, May 21, 2013 (the “**Record Date**”). The registration date and arrangements in relation to the rights of holders of A shares to receive the final dividend for the year ended December 31, 2012 will be separately announced in the PRC.

In order to determine the list of holders of H shares who are entitled to receive the final dividend for the year ended December 31, 2012, the Company’s register of members of H shares will be closed from Thursday, May 16, 2013 to Tuesday, May 21, 2013, both days inclusive, during which period no transfer of H shares will be effected. In order to qualify for the final dividend, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar at or before 4:30 p.m. on Wednesday, May 15, 2013. 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.

According to the Articles of Association, 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 exchange rate of Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the week (May 3 to 9, 2013) prior to the date of declaration of the final dividend (RMB0.79964 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 the 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 despatched on or before June 4, 2013 to holders of H shares whose names appear on the register of members of the Company on the Record Date by ordinary post at their own risk.

Enterprise Income Tax Withholding of Overseas Non-Resident Enterprises

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the People’s Republic of China which came into effect on January 1, 2008 and its implementing rules, the Company shall be obligated to withhold 10% enterprise income tax when it distributes 2012 final dividend to non-resident enterprise holders of H shares, including Hong Kong Securities Clearing Company Nominees Limited, as appeared on the Company’s register of members of H shares on the Record Date; after the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Company’s confirmation with the relevant tax authorities of such opinion, the Company will not withhold any enterprise income tax when it distributes 2012 final dividend to resident enterprise holders of H shares appeared on the Company’s register of members of H shares on the Record Date.

If any resident enterprise (as defined in the Enterprise Income Tax Law of the People's Republic of China) appeared on the Company's register of members of H shares which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Company withhold the said 10% enterprise income tax, it shall submit to the H Share Registrar at or before 4:30 p.m. on Wednesday, May 15, 2013 a legal opinion, issued by a PRC qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status.

Individual Income Tax Withholding of Overseas Individual Shareholders

The Circular on the Questions Concerning Tax on the Profits Earned by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners from the Transfer of Stocks (Stock Rights) and on Dividend Income (Guo Shui Fa [1993] No. 45) was repealed on January 4, 2011, and therefore individual holders of H shares who hold the Company's H shares and whose names appear on the register of members of H shares of the Company can no longer be exempted from PRC individual income tax. Upon the confirmation of the Company after having made consultation with the relevant tax authorities, and pursuant to the applicable provisions of the Individual Income Tax Law of the People's Republic of China and its implementation regulations, the individual resident shareholders outside the PRC shall pay individual income tax upon their receipt of distribution of dividends and bonus in respect of the shares issued by domestic non-foreign investment enterprises in Hong Kong, which shall be withheld by obligors on behalf of such individual shareholders by law. Those individual resident shareholders outside the PRC may, however, enjoy relevant preferential treatments in accordance with the provisions of applicable tax agreements signed between the countries where they belong to by virtue of residential identification and the PRC as well as the tax arrangements made between the Mainland China and Hong Kong (Macau).

Pursuant to the aforesaid tax regulations and the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348), the Company shall generally be obligated to withhold individual income tax at the tax rate of 10% when it distributes 2012 final dividends to individual holders of H shares appeared on the Company's register of members of H shares on the Record Date. However, unless stated in the tax regulations and relevant tax agreements otherwise, the Company will withhold individual income tax based on their dividend at the relevant tax rate and in accordance with the procedures.

If individual holders appeared on the Company's register of members of H shares, and who are citizens from the countries applying a tax rate of less than 10% under tax agreements, are not applicable to be withheld individual tax at the rate of 10% by the Company, the Company may handle applications on their behalf for preferential treatments as stipulated in relevant agreements pursuant to the Notice of the State Administration of Taxation on Issues about the Administrative Measures for Non-residents to Enjoy the Treatments of Tax Treaties (for Trial Implementation) (Guo Shui Fa [2009] No. 124). Qualifying shareholders are required to submit to the H Share Registrar at or before 4:30 p.m. on Wednesday, May 15, 2013 a written authorization and relevant evidencing documents, which shall be handed on by the Company to the applicable tax authorities for approval, and then excess portion of the tax amounts withheld can be refunded.

The Company will withhold the enterprise income tax as well as the individual income tax for shareholders as required by law on the basis of the Company's register of members of H shares on the Record Date. The Company assumes no liability and will not deal with any dispute over

income tax withholding triggered by failure to submit proof materials within the stipulated time frame, and holders of H shares shall either personally or appoint a representative to attend to the procedures in accordance with the applicable tax regulations and relevant provisions of the PRC.

All investors are requested to read this announcement carefully. Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

By order of the Board of Directors
Ping An Insurance (Group)
Company of China, Ltd.
Yao Jun
Company Secretary

Shenzhen, PRC, May 10, 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 Bui Jackson and Stephen Thomas Meldrum.