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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

“The Reminding Announcement of Ping An Insurance (Group) Company of China, Ltd. in relation to the Written Notice from CP Group”, 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, November 12, 2013

*As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Ku Man, Yao Jason Bo and Lee Yuansiong; the Non-executive Directors are Fan Mingchun, Lin Lijun, Li Zhe, Soopakij Chearavanont, Yang Xiaoping and Lu Hua; the Independent Non-executive Directors are Tang Yunwei, Lee Carmelo Ka Sze, Woo Ka Biu Jackson, Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung and Sun Dongdong.*

**THE REMINDING ANNOUNCEMENT OF  
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.  
IN RELATION TO  
THE WRITTEN NOTICE FROM CP GROUP**

The board of directors (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.

On 11 November 2013, the Company received a Notice on Pledge of Shares and Change in Shareholdings from Charoen Pokphand Group Company Limited (the "CP Group"), the shareholder of the Company. Please refer to the appendix of this announcement for details.

Appendix: Notice on Pledge of Shares and Change in Shareholdings issued by CP Group

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

## Notice on Pledge of Shares and Change in Shareholdings

### **Ping An Insurance (Group) Company of China, Ltd.**

As at 7 November 2013, Charoen Pokphand Group Company Limited ("CP Group"), based in Thailand, as the largest shareholder of Ping An Insurance (Group) Company of China, Ltd. ("Ping An"), held 17.33% of the issued share capital of 7.916 billion shares of Ping An. Among them, 1,232,815,613 H shares of Ping An were held by CP Group through its four wholly-owned subsidiaries, namely All Gain Trading Limited ("All Gain"), Bloom Fortune Group Limited ("Bloom Fortune"), Business Fortune Holdings Limited ("Business Fortune") and Easy Boom Developments Limited ("Easy Boom"), representing 15.57% of total share capital of Ping An; 139,112,886 A shares of Ping An were held by CP Group through Gongbujiangda Jiangnan Industrial Development Co., Ltd., representing 1.76% of total share capital of Ping An. Details are set out as below:

Name of shareholder	Nature of shareholder	Shareholding (%)	Total number of shares held	Number of pledged shares	Share class
All Gain Trading Limited	Overseas legal person	4.98	394,500,996	—	H shares
Easy Boom Developments Limited	Overseas legal person	4.67	369,844,684	—	H shares
Business Fortune Holdings Limited	Overseas legal person	3.11	246,563,123	—	H shares
Bloom Fortune Group Limited	Overseas legal person	2.80	221,906,810	—	H shares
Gongbujiangda Jiangnan Industrial Development Co., Ltd.	Domestic non-state-owned legal person	1.76	139,112,886	8,800,000	A shares

On 8 November 2013, the following adjustment and financing arrangements were made to the H shares of Ping An that were held by CP Group:

- 1. Adjustment to shareholdings:** 17,182,389 shares (or 0.22%) held by Easy Boom were transferred to Bloom Fortune, and the shareholding of the latter increased to 239,089,199

shares.

2. **Financing through pledge of shares:** In line with the overall financial plan and future development demands of CP Group, the three subsidiaries of CP Group, namely All Gain, Bloom Fortune and Business Fortune, pledged all their 880,153,318 shares of Ping An to UBS AG, London Branch ("UBS").
  
3. **Financing through structured financial derivatives:** 302,662,295 shares (or 3.82%) of Ping An held by Easy Boom were pledged to UBS as collateral under a financial instrument of structured financial derivatives named Collar. As a result, the shareholding of Ping An by Easy Boom decreased to 50,000,000 shares upon the execution of the financing contract. However, Easy Boom has the right to take back the 302,662,295 shares it posted as collateral to UBS as security when the financing is repaid within the redemption period of the structured financial derivatives.

The adjustment and financing arrangements mentioned above will be completed on 12 November 2013. As of 12 November 2013, CP Group will be interested in an aggregate of 13.50% of the issued share capital of 7.916 billion shares of Ping An, details of which are set out as below:

Name of shareholder	Nature of shareholder	Shareholding (%)	Total number of shares held	Number of pledged shares	Share class
All Gain Trading Limited	Overseas legal person	4.98	394,500,996	394,500,996	H shares
Business Fortune Holdings Limited	Overseas legal person	3.11	246,563,123	246,563,123	H shares
Bloom Fortune Group Limited	Overseas legal person	3.02	239,089,199	239,089,199	H shares
Easy Boom Developments Limited	Overseas legal person	0.63	50,000,000	—	H shares
Gongbujiangda Jiangnan Industrial Development Co., Ltd.	Domestic non-state-owned legal person	1.76	139,112,886	8,800,000	A shares

The financing scheme is comprised of two portions, namely financing through pledge of shares, a

typical financial arrangement for shareholders of listed companies, and structured financial derivatives, a financial instrument commonly seen in Hong Kong capital market. The said adjustment and financing arrangements, which is simply a tactic of CP Group in view of its overall financial plan and the future business opportunities, will not affect its strategic objective of and confidence in being a long-term shareholder of Ping An.

Ping An, being the most comprehensive integrated financial entity in China, remains as an investment which is most valued by CP Group in financial sector. CP Group has no intention to reduce its shareholdings in Ping An considering the strategy of long-term partnership of both parties. With an unchanged commitment to the long-term investment in Ping An as its largest shareholder, CP Group will continue to support the development of Ping An and enhance the cooperation with Ping An to give full play to their complementary advantages in agricultural finance and other areas.

CP Group would like to take this opportunity to wish Ping An more thriving business and even brighter future!

(This is the signing page of the Notice on Pledge of Shares and Change in Shareholdings)

Charoen Pokphand Group Company Limited

All Gain Trading Limited

Bloom Fortune Group Limited

Business Fortune Holdings Limited

Easy Boom Developments Limited

8 November 2013

**This notice was originally drafted in Chinese and the English translation of the notice is for your reference only. In case of any inconsistencies between the Chinese and the English version, the Chinese version shall prevail.**