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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 Indicative Announcement of Ping An Insurance (Group) Company of China, Ltd. regarding the Issuance and Listing of the Non-public A Shares of Ping An Bank”, 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, January 7, 2014

*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.*

Stock Code: 601318  
Stock Code: 113005

Stock Short Name: China Ping An  
Stock Short Name: Ping An Convertible Bonds

Serial No.: Lin 2014-001

**THE INDICATIVE ANNOUNCEMENT OF  
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.  
REGARDING  
THE ISSUANCE AND LISTING OF  
THE NON-PUBLIC A SHARES OF PING AN BANK**

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 December 31, 2013, the Company published "The Announcement regarding the Approval by CSRC on the Application for Non-public A Shares Issuance of Ping An Bank" on the website of Shanghai Stock Exchange and designated newspapers, which mentioned that Ping An Bank Co., Ltd. (the "Ping An Bank"), a controlled subsidiary of the Company, received "The Approval on the Non-public Issuance of Shares of Ping An Bank Co., Ltd." from the China Securities Regulatory Commission ("CSRC") (Zheng Jian Xu Ke [2013] No. 1642) on December 30, 2013. Accordingly, CSRC approved Ping An Bank to issue no more than 1,323,384,991 A shares by way of non-public issuance to the Company (the "Non-public Issuance").

The Company paid a subscription fee of RMB14,782,210,349.47 to Ping An Bank in consideration for the issuance of 1,323,384,991 A shares under the Non-public Issuance on December 30, 2013 after the receipt of the approval from CSRC. On the same day, Ping An Bank confirmed the receipt of the aforesaid subscription fee. Ping An Bank applied to Shenzhen Branch of China Securities Depository and Clearing Corporation Limited for the share registration procedures in respect of the Non-public Issuance on December 31, 2013, and received the "Acknowledgement Letter for Receiving the Share Registration Application" from its Registration and Deposition Department.

The shares issued under the Non-public Issuance will be listed on the Shenzhen Stock Exchange on January 9, 2014. After the completion of the Non-public Issuance, the total share capital of Ping An Bank increases to 9,520,745,656 shares and the Company directly and indirectly holds approximately 59% of the total share capital of Ping An Bank.

Please refer to the full text and summary of "The Offering Report (Listing Announcement) in relation to the Non-public Issuance of A Shares of Ping An Bank Co., Ltd." and "The Indicative Announcement in relation to the Changes of Equity Interests through the Non-public Issuance of Ping An Bank Co., Ltd." published on the website of Shenzhen Stock Exchange ([www.szse.cn](http://www.szse.cn)) by

Ping An Bank on the same date for the details relating to the Non-public Issuance and the corresponding listing.

The Board of Directors  
Ping An Insurance (Group) Company of China, Ltd.  
January 7, 2014