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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)**

**ANNOUNCEMENT**

**RESULTS OF CONVERSION OF A SHARE CONVERTIBLE CORPORATE BONDS  
(INCLUDING SUBORDINATED TERMS) AND CHANGES IN SHARES**

As at September 30, 2014, a total of RMB2,774,000 of A share convertible corporate bonds (including subordinated terms, the "Ping An Convertible Bonds") issued by Ping An Insurance (Group) Company of China, Ltd. (the "Company") were converted into 67,756 A shares in aggregate, accounting for 0.000856% of the total number of 7,916,142,092 issued shares before conversion of Ping An Convertible Bonds.

As at September 30, 2014, RMB25,997,226,000 of Ping An Convertible Bonds remained outstanding, accounting for 99.98933% of the total value of RMB26 billion of Ping An Convertible Bonds.

The table below sets forth the changes in share capital of the Company as at September 30, 2014:

Class of shares	Number of issued shares as at June 30, 2014 (Share)	Percentage to the total share capital as at June 30, 2014 (%)	Number of shares converted from Ping An Convertible Bonds from July 1, 2014 to September 30, 2014 (Share)	Number of issued shares as at September 30, 2014 (Share)	Percentage to the total share capital as at September 30, 2014 (%)
A shares	4,786,416,079	60.46395	61,313	4,786,477,392	60.46426
H shares	3,129,732,456	39.53605	-	3,129,732,456	39.53574
Total	7,916,148,535	100	61,313	7,916,209,848	100

Note: the above-mentioned shares are all selling-unrestricted shares.

By Order of the Board  
**Yao Jun**  
Company Secretary

Shenzhen, PRC, October 8, 2014

*As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Yao Jason Bo, Lee Yuansiong and Cai Fangfang; 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.*