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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

PROPOSED ADOPTION OF THE EMPLOYEE SHARE PURCHASE SCHEME

The board (the "Board") of directors (the "Directors") of Ping An Insurance (Group) Company of China, Ltd. (the "Company") proposed to adopt an Employee Share Purchase Scheme (the "Scheme") for the key employees (including executive Directors and senior management) of the Company and its subsidiaries (the "Group").

The purpose of this Scheme is to (i) align the interests of the employees, the Company and the shareholders of the Company (the "Shareholders") so as to create constant return to the Shareholders; (ii) improve the corporate governance and establish a healthy long term incentive and restraint mechanism; and (iii) promote the notion of mutual sustainable development of the Company and the employees, and to motivate management and key employees, and to support long-term sustainable and healthy development of the Company. The Company intends to utilize the entitled wages, salaries and/or performance-based remuneration/bonuses receivable of the key employees (including executive Directors and senior management) of the Group (subject to their respective consents, as the participation in the Scheme is on a voluntary basis) to purchase the corresponding number of shares of the Company (the "Shares") from the market.

The Company formulated the Scheme in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guiding Opinions on the Pilot Implementation of Employee Share Purchase Schemes by Listed Companies and other laws, regulations, regulatory documents and the Articles of Association of the Company.

The Board proposed to adopt the Scheme and resolved to submit the same to the forthcoming general meeting for Shareholders' approval and for authorizing the Board to handle the relevant matters of the Scheme. It is proposed that China Merchants Securities Co., Ltd. be appointed as the asset management organization of the Scheme, which will in turn, help establish an asset management plan to attend to the purchase of the Shares on market and hold such Shares. The abovementioned Shares shall be vested in the key employees approved for participation in the Scheme, subject to the achievement of certain performance targets.

The Scheme, which is a discretionary employee share purchase scheme of the Company and does not involve the grant of options over new Shares or other new securities issued by the Group, does not constitute a share option scheme as defined in Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Further details of the forthcoming general meeting for the purpose of considering and approving the Scheme by the Shareholders together with a circular setting out the full text of the Scheme and a notice of the general meeting will be despatched to the Shareholders in due course.

By Order of the Board
Yao Jun
Company Secretary

Shenzhen, PRC, October 28, 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.