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PING AN

Insurance · Banking · Investment

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)

**COMPLETION OF PLACING OF NEW H
SHARES UNDER GENERAL MANDATE**

**GLOBAL COORDINATOR, BOOKRUNNER AND
SOLE PLACING AGENT**

Morgan Stanley

FINANCIAL ADVISERS

CREDIT SUISSE

**Goldman
Sachs**

平安证券有限责任公司

Completion of the Placing

The Board is pleased to announce that all conditions as set out in the Placing Agreement have been fulfilled and the Placing has been completed on December 8, 2014 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 594,056,000 new H Shares, representing approximately 15.95% and 6.98%, respectively, of the total issued H Share capital and the total issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, have been successfully allotted and issued by the Company on December 8, 2014 at the Placing Price of HK\$62.00 to no fewer than six but no more than ten Placees, who and whose ultimate beneficial owners are not connected persons of the Company as at the date of this announcement.

The gross and net proceeds raised from the Placing were HK\$36,831,472,000 and approximately HK\$36,491 million, respectively.

Reference is made to the announcement (the "**Placing Announcement**") issued by the Company on November 30, 2014 regarding the Placing of H Shares under the General Mandate. Capitalised terms used herein have the same meaning as defined in the Placing Announcement.

The Board is pleased to announce that all conditions as set out in the Placing Agreement have been fulfilled and the Placing has been completed on December 8, 2014 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 594,056,000 new H Shares, representing approximately 15.95% and 6.98%, respectively, of the total issued H Share capital and the total issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, have been successfully allotted and issued by the Company on December 8, 2014 at the Placing Price of HK\$62.00 to no fewer than six and no more than ten Placees, who and whose ultimate beneficial owners are not connected persons of the Company as at the date of this announcement. The gross and net proceeds raised from the Placing were HK\$36,831,472,000 and approximately HK\$36,491 million, respectively.

Upon Completion, the total number of issued Shares of the Company has increased to 8,510,272,352 Shares and the total number of issued H Shares has increased to 3,723,788,456 H Shares. The shareholding structure of the Company immediately before and after the Completion is as follows:

| Class of Shares | Immediately before the Completion | | Immediately after the Completion | |
|-----------------|-----------------------------------|--|----------------------------------|--|
| | No. of Shares | Approximate percentage of issued share capital | No. of Shares | Approximate percentage of issued share capital |
| H Shares | 3,129,732,456 | 39.54 | 3,723,788,456 | 43.76 |
| A Shares | 4,786,483,896 | 60.46 | 4,786,483,896 | 56.24 |
| Total | 7,916,216,352 | 100.00 | 8,510,272,352 | 100.00 |

The Placing Shares have been fully placed pursuant to the terms and conditions as set out in the Placing Agreement. The Company will attend to the registration of change in the registered capital with The State Administration for Industry and Commerce in accordance with the relevant regulations.

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

Shenzhen, PRC, December 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.