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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 Announcement of Ping An Insurance (Group) Company of China, Ltd. regarding the Completion of Share Purchase under the 2015 Key Employee Share Purchase Scheme”, 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, March 27, 2015

*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.*

**THE ANNOUNCEMENT OF  
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.  
REGARDING THE COMPLETION OF SHARE PURCHASE UNDER THE  
2015 KEY EMPLOYEE SHARE PURCHASE SCHEME**

The board of directors (the "Board") and all directors of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as 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.

The Resolution Regarding the Implementation of the Key Employee Share Purchase Scheme was approved at the 16th meeting of the 9th session of the Board held on October 28, 2014 and the first extraordinary general meeting of 2015 held on February 5, 2015, respectively. In accordance with the requirements as stated in the Guiding Opinions on the Pilot Implementation of Employee Share Purchase Schemes by Listed Companies (Zheng Jian Hui Gong Gao [2014] No.33) issued by China Securities Regulatory Commission and the Notice of Shanghai Stock Exchange on Issuing the Guidelines for Information Disclosure for Employee Share Purchase Scheme of Listed Companies (Shang Zheng Fa [2014] No.58), the implementation progress of the 2015 Key Employee Share Purchase Scheme of the Company is set out as follows:

The 2015 Key Employee Share Purchase Scheme of the Company was conducted in the secondary market during the period from March 20, 2015 to March 26, 2015. A total of 4,050,253 A shares of the Company (Stock Code: 601318) were purchased, representing 0.044% of the total share capital of the Company. The aggregate transaction amount was RMB312,047,645 (inclusive of expense) and the average transaction price was RMB77.02 per share.

The total number of personnel voluntarily participated in the 2015 Key Employee Share Purchase Scheme of the Company was 839. Among which, directors, supervisors and senior management of the Company include: MA Mingzhe (Chairman and CEO), SUN Jianyi (Vice Chairman and Executive Vice President), REN Huichuan (Executive Director and President), YAO Jason Bo (Executive Director, Senior Vice President, Chief Financial Officer), CAI Fangfang (Executive Director and Chief Human Resource Officer), IP So Lan (Senior Vice President and Chief Internal Auditor), CAO Shifan (Senior Vice President), CHEN Kexiang (Senior Vice President), YAO Jun (Chief Legal Officer and Company Secretary), CHAN Tak Yin (Chief Investment Officer), JIN Shaoliang (Secretary to the Board), SUN Jianping, ZHAO Fujun and PAN Zhongwu (all being Employee Representative Supervisors). After the share purchase, the shareholding of directors, supervisors, senior management and other staff of the Company under the 2015 Key Employee Share Purchase Scheme of the Company was as follows:

<b>Holders</b>	<b>Number of shares held (share)</b>	<b>Percentage</b>
Directors, supervisors and senior management	850,782	21.01%
Other staff	3,199,471	78.99%
Total	4,050,253	100%

The sources of fund for the above share purchase were from the legal salaries and performance-based bonus of the scheme holders.

The lock-up period for the shares purchased under the 2015 Key Employee Share Purchase Scheme is from March 30, 2015 to March 29, 2016. Pursuant to the Key Employee Share Purchase Scheme, after the end of the lock-up period, the actual number of shares shall be vested in the scheme holders subject to the achievement of certain Company and personal performance targets.

The Board of Directors  
Ping An Insurance (Group) Company of China, Ltd.  
March 27, 2015