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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 Further Progress regarding Subscription for Shares Issued under the Non-public Issuance of Ping An Bank by Ping An Insurance (Group) Company of China, Ltd.”, 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 31, 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 FURTHER PROGRESS REGARDING
SUBSCRIPTION FOR SHARES ISSUED UNDER
THE NON-PUBLIC ISSUANCE OF PING AN BANK
BY PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.**

The board of directors and all directors of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as the "Company" or "Ping An of China") 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 July 16, 2014, the Company published "The Announcement regarding the Investment" (Lin 2014-032) on the website of Shanghai Stock Exchange and certain designated newspapers in the PRC, which mentioned that Company agreed to subscribe, in cash, for approximately 45%-50% new ordinary shares to be issued under the non-public issuance by Ping An Bank Co., Ltd. (the "Ping An Bank"), a controlled subsidiary of the Company.

The 12th meeting of the ninth session of the board of directors of Ping An Bank was held recently through written resolution at which the "Resolution of Ping An Bank Co., Ltd. regarding the Confirmation of Relevant Terms of the Proposal on Non-public Issuance of Ordinary Shares" was considered and approved. Pursuant to the requirements of relevant regulatory authorities, the relevant terms regarding the Company's subscription of ordinary shares under the non-public issuance of Ping An Bank are confirmed by Ping An Bank as follows: the percentage of shares subscribed by Ping An of China under the non-public issuance shall not exceed 50% of the total number of shares under the non-public issuance by Ping An Bank. At the same time, Ping An of China shall subscribe in full based on the price determined through bidding according to the shareholding percentage of 58% in Ping An Bank after the issuance. The shares subscribed by Ping An of China shall not be transferable within 36 months from the conclusion of the non-public issuance by Ping An Bank. Such shares shall not be disposed of and transferred among its non-related parties during the lock-up period, nor transferred and disposed of among its related parties. In addition, no arrangement of any other disposal of interests shall be entered into with respect to such shares subject to lock-up period.

Pursuant to the relevant authorisation to the management by the board of directors of the Company, the Company agreed to sign the supplemental agreement with Ping An Bank.

The Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
March 31, 2015