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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 Indicative Announcement of Ping An Insurance (Group) Company of China, Ltd. regarding the Non-public Issuance and Listing of A shares by Ping An Bank”, 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, May 19, 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 INDICATIVE ANNOUNCEMENT OF
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.
REGARDING THE NON-PUBLIC ISSUANCE
AND LISTING OF A SHARES BY PING AN BANK**

The board of directors 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.

On April 25, 2015, the Company has published "The Announcement regarding the CSRC Approval on the Application of Ping An Bank's Non-public A Shares Issuance" on the website of Shanghai Stock Exchange and certain designated newspapers in the PRC, pursuant to which the Company has mentioned that Ping An Bank Co., Ltd. ("Ping An Bank"), a controlled subsidiary of the Company, had received "The Approval on the Non-public Issuance of Shares by Ping An Bank Co., Ltd." issued by the China Securities Regulatory Commission ("CSRC") (Zheng Jian Xu Ke [2015] No. 697) on April 24, 2015 and that CSRC has approved the application for the non-public issuance of RMB-dominated ordinary shares (A shares) by Ping An Bank (the "Non-Public Issuance").

According to the principle of "Priority given to Pricing, Amount and Timing", Ping An Bank and its principal underwriter have decided that the issue price of the Non-Public Issuance shall be RMB16.70 per share. The Company has already subscribed 210,206,652 A shares issued by Ping An Bank under the Non-Public Issuance. The total number of new A shares issued by Ping An Bank under the Non-Public Issuance is 598,802,395 and the gross proceeds raised is RMB9,999,999,996.50. The A shares issued by Ping An Bank under the Non-Public Issuance will be listed on the Shenzhen Stock Exchange on May 21, 2015. Upon completion of the Non-Public Issuance, the Company will directly and indirectly hold 8,299,032,160 A shares of Ping An Bank, representing approximately 58% of the issued shares of Ping An Bank as enlarged by the Non-Public Issuance.

For details of the Non-Public Issuance and the relevant listing arrangement, please refer to the full text and the summary of "The Announcement regarding the Non-public Issuance and Listing of A shares by Ping An Bank" as issued by Ping An Bank on the website of Shenzhen Stock Exchange at www.szse.cn on the same date.

The Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
May 19, 2015