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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

CHANGE OF DIRECTORS AND SUPERVISORS

The Board is pleased to announce that the qualification of Mr. Ge Ming as Director of the Company was approved by the CIRC. Accordingly, the appointment of Mr. Ge Ming as an Independent Non-executive Director of the 10th session of the Board, which was approved by the shareholders of the Company at the AGM held on June 15, 2015, became effective from June 30, 2015 and the resignations of Mr. Tang Yunwei and Mr. Lee Carmelo Ka Sze became effective on the same date.

In addition, the qualification of Mr. Gao Peng as Supervisor of the Company was approved by the CIRC. Accordingly, the appointment of Mr. Gao Peng as an Employee Representative Supervisor of the 8th session of the Supervisory Committee, became effective from June 30, 2015 and the resignations of Mr. Sun Jianping and Mr. Zhao Fujun became effective on the same date.

Reference is made to the circular of Ping An Insurance (Group) Company of China, Ltd. (the "Company") dated April 17, 2015 (the "Circular") and the announcement of the Company dated June 15, 2015 (the "Announcement"). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise defined.

Change of Directors

As disclosed in the Circular, the appointment of Mr. Ge Ming as Director of the Company shall become effective after the approval from the shareholders of the Company at the AGM and the approval of his qualification as Director of the Company from CIRC are obtained. The said appointment has been approved by the shareholders of the Company at the AGM held on June 15, 2015.

The Company has recently received the approval regarding the qualification of Mr. Ge Ming as Director of the Company from the CIRC (Bao Jian Xu Ke [2015] No. 672) (the "CIRC Approval").

Accordingly, the appointment of Mr. Ge Ming as an Independent Non-executive Director of the 10th session of the Board became effective from June 30, 2015 (the date of the CIRC Approval). Mr. Tang Yunwei and Mr. Lee Carmelo Ka Sze shall resign as the Independent Non-executive Directors on the same date. Mr. Tang Yunwei and Mr. Lee Carmelo Ka Sze have confirmed that they

have no disagreement with the Board and the Supervisory Committee, and there is no other matter that should be brought to the shareholders' attention in relation to their resignations.

The details of the biographies and remuneration of Mr. Ge Ming are as follows:

GE Ming, aged 63, is currently serving as the Independent Director of Credit China Holdings Limited and Shanghai Zhenhua Heavy Industries Co.,Ltd., executive director of the Chinese Institute of Certified Public Accountants, a committee member of the Certified Public Accountants Testing Committee of the Ministry of Finance of PRC, a deputy supervisor of the Industry Development Committee of the Beijing Institute of Certified Public Accountants and a committee member of the second session of the Listed Companies Mergers and Acquisitions Expert Consultation Committee of CSRC etc. Mr. Ge has served as Chairman of Ernst & Young Hua Ming, partner and chief accountant of Ernst & Young Hua Ming LLP and the Independent Director of Shunfeng International Clean Energy Limited. Mr. Ge obtained his Master's Degree in Western Accounting from the Research Institute for Fiscal Science, Ministry of Finance of PRC. He obtained his certified accountant qualification in China in 1983 and was awarded senior accountant qualification from the Ministry of Finance of PRC.

Mr. Ge Ming will hold office until the expiry of the term of the 10th session of the Board and will receive an annual fee of RMB300,000 during the new term according to the remuneration policy of the Company. In addition, the standard rate of working allowance for the Independent Non-executive Director for attending the meetings in person (excluding the meetings held by way of written communication) is RMB10,000/time, however attending different meetings during the same meeting period shall not be accumulated and shall be calculated as one time. The Independent Non-executive Director attending the meeting by proxy shall not receive the allowance for such meeting.

Change of Supervisors

As disclosed in the Circular, the employees' representatives meeting of the Company was held on January 23, 2015 and Mr. Gao Peng was elected as Employee Representative Supervisor. The appointment of Mr. Gao Peng shall become effective upon the approval of his qualification from CIRC is obtained.

The Company has recently received the approval regarding the qualification of Mr. Gao Peng as Supervisor of the Company from the CIRC (Bao Jian Xu Ke [2015] No. 672).

Accordingly, the appointment of Mr. Gao Peng as an Employee Representative Supervisor of the 8th session of the Supervisory Committee became effective from June 30, 2015 (the date of the CIRC Approval). Mr. Sun Jianping and Mr. Zhao Fujun shall resign as the Supervisors on the same date. Mr. Sun Jianping and Mr. Zhao Fujun have confirmed that they have no disagreement with the Supervisory Committee and the Board, and there is no other matter that should be brought to the shareholders' attention in relation to their resignations.

The details of the biographies and remuneration of Mr. Gao Peng are as follows:

Gao Peng, aged 38, is currently the general manager of the Remuneration Planning and Management Department of the Company, and is also currently a director of a number of controlled subsidiaries of the Company including Ping An Securities Company, Ltd. and Ping An Asset Management. Mr. Gao joined the Company in October 2000, and has served as deputy general manager of the Talent Performance Management Department and deputy general manager of the Employee Services Management Department of the Company. Mr. Gao holds a Bachelor's degree in Finance from Zhejiang University.

Mr. Gao Peng will not receive any supervisors' fees but will only receive remuneration for his positions held in the Company and its subsidiaries, the amounts of which are determined by the management of the Company.

According to the Articles of Association, the term of each session of the Board and Supervisory Committee is three years. Each of the above Director and Supervisor will enter into a service contract with the Company.

Save as disclosed in the Announcement and Circular, as at the date of this announcement, none of the above Director and Supervisor (i) has held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) has any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) has any interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance.

The above Director and Supervisor confirms, as at the date of this announcement, that there are no other matters relating to their appointments that need to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its appreciation to Mr. Tang Yunwei and Mr. Lee Carmelo Ka Sze as Directors and Mr. Sun Jianping and Mr. Zhao Fujun as Supervisors for their contribution towards the Company during their tenure of office, and welcome Mr. Ge Ming to the Board and Mr. Gao Peng to the Supervisory Committee.

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

Shenzhen, PRC, July 6, 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, Soopakij Chearavanont, Yang Xiaoping and Lu Hua; the Independent Non-executive Directors are Woo Ka Biu Jackson, Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong and Ge Ming.