

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 Approval by CSRC Public Offering Review Committee on the Application of Ping An Bank's Non-public Issuance of Preference Shares”, 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, January 8, 2016

*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.*

**THE ANNOUNCEMENT OF  
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.  
REGARDING  
THE APPROVAL BY CSRC PUBLIC OFFERING REVIEW COMMITTEE  
ON THE APPLICATION OF  
PING AN BANK'S NON-PUBLIC ISSUANCE OF PREFERENCE SHARES**

The board (hereinafter referred to as the "Board") of directors (hereinafter referred to as the "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 July 16, 2014 and November 20, 2015, the Company respectively published "The Announcement regarding the Investment" and "The Announcement of Further Progress regarding Subscription for Preference Shares Issued Under the Non-public Issuance of Ping An Bank" on the website of Shanghai Stock Exchange and certain designated newspapers in the PRC, which disclosed that Ping An Asset Management Co., Ltd. (a subsidiary of the Company) ("Ping An Asset Management") agreed to subscribe for 58% of the new preference shares to be issued under the non-public issuance by Ping An Bank Co., Ltd. ("Ping An Bank"), which shall be settled by the insurance funds managed by Ping An Asset Management.

On January 8, 2016, the Public Offering Review Committee of the China Securities Regulatory Commission (the "CSRC") reviewed the application of Ping An Bank's non-public issuance of preference shares. According to the review results, the application of Ping An Bank's non-public issuance of preference shares has been approved.

The Board of Directors  
Ping An Insurance (Group) Company of China, Ltd.  
January 8, 2016