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**PING AN**

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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 IN RELATION TO THE ISSUE OF H SHARES OF THE COMPANY TO NEWBRIDGE**

Reference is made to the announcement of the Company dated June 12, 2009 in relation to, among other things, the acquisition of existing shares in Shenzhen Development Bank Co., Ltd. ("SDB"), which constituted a discloseable transaction of the Company (the "Announcement") and the relevant circular of the Company dated June 23, 2009 (the "Circular").

The relevant procedures of the issue of 299,088,758 H Shares by the Company to Newbridge as the consideration for the Acquisition have been completed. The total number of issued Shares of the Company will be changed from 7,345,053,334 Shares to 7,644,142,092 Shares.

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As stated in the Announcement and the Circular, the Company intended to receive the 520,414,439 shares in SDB with the consideration to be satisfied by Cash Consideration or Consideration Shares. The Company also published a further announcement in relation to the subscription of new shares in, and the acquisition of existing shares in Shenzhen Development Bank Co., Ltd. on May 4, 2010, which mentioned that the China Securities Regulatory Commission had reviewed and approved the issue of 299,088,758 new H Shares to Newbridge by the Company, the consideration of which shall be satisfied by 520,414,439 shares in SDB held by Newbridge.

As at the date of this announcement, the relevant procedures of the issue of 299,088,758 H Shares by the Company to Newbridge as the consideration for the Acquisition have been completed. The total number of issued Shares of the Company will be changed from 7,345,053,334 Shares to 7,644,142,092 Shares. Newbridge has also issued an irrevocable transfer order to transfer the 520,414,439 shares in SDB held by it to the Company while the relevant procedures are in process.

By order of the Board

**Yao Jun**

*Company Secretary*

Shenzhen, PRC, May 6, 2010

*As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Cheung Chi Yan Louis, Wang Liping and Yao Jason Bo, the Non-executive Directors are Lin Lijun, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Clive Bannister, Li Zhe and Guo Limin, the Independent Non-executive Directors are Chow Wing Kin Anthony, Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Ka Sze Carmelo and Chung Yu-wo Danny.*