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**PING AN**

Insurance · Banking · Investment

# 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 PAYMENT OF 2009 FINAL DIVIDEND**

#### **Payment of 2009 Final Dividend**

Following the approval by the shareholders of Ping An Insurance (Group) Company of China, Ltd. (the "Company") at the annual general meeting held on June 29, 2010 (the "AGM"), the board of directors of the Company (the "Board") is pleased to announce the following details relating to payment of final dividend of the Company for the year ended December 31, 2009 to holders of H shares of the Company:

The Company will distribute a final dividend of RMB0.30 per share (equivalent to HK\$0.3432 per share) (inclusive of applicable tax) for the year ended December 31, 2009 to holders of H shares whose names appeared on the register of members of H shares of the Company on June 29, 2010 (the "Record Date"). The registration date and arrangements in relation to the rights of holders of A shares to receive the final dividend for the period ended December 31, 2009 will be separately announced in the PRC.

According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends on A shares will be paid in Renminbi and dividends on H shares will be paid in Hong Kong dollars. The relevant exchange rate was the average middle exchange rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week (June 22, 2010 to June 28, 2010) prior to the date of the AGM approving the payment of the final dividends (RMB0.8742 equivalent to HK\$1.00).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "Receiving Agent") and will pay to the Receiving Agent the final dividend declared for payment to holders of H shares. The final dividend will be paid by the Receiving Agent and relevant cheques will be despatched on or before July 21, 2010 to holders of H shares whose names appeared on the register of members of the Company on the Record Date by ordinary post at their own risk.

## **Enterprise Income Tax Withholding of Overseas Non-Resident Enterprises**

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China which came into effect on January 1, 2008 and its implementing rules, the Company shall be obligated to withhold 10% enterprise income tax when it distributes 2009 final dividends to non-resident enterprise holders of H shares, including Hong Kong Securities Clearing Company Nominees Limited, as appeared on the Company's register of members of H shares on the Record Date; after the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Company's confirmation of such opinion, the Company will not withhold any enterprise income tax when it distributes 2009 final dividends to resident enterprise holders of H shares appeared on the Company's register of members of H shares on the Record Date.

If any resident enterprise (as defined in the Enterprise Income Tax Law) appeared on the Company's register of members of H shares which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Company withhold the said 10% enterprise income tax, it shall submit to Computershare Hong Kong Investor Services Limited at or before 4:30 p.m. on Monday, July 12, 2010 a legal opinion, issued by a PRC qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status. The Company will not withhold any individual income tax for natural person holders of H shares appeared on the Company's register of members of H shares on the Record Date.

All investors are requested to read this announcement carefully. The Company will withhold the enterprise income tax for the non-resident enterprise shareholders as required by law based on the record of the Company's register of members of H shares on the Record Date. The Company assumes no liability and will not deal with any dispute over enterprise income tax withholding triggered by failure to submit proof materials within the stipulated time frame.

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

Shenzhen, PRC, July 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.*