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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rules 13.09(1) and 13.09(2) 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. in respect of the Progress of Major Asset Restructuring”, which is published by Ping An Insurance (Group) Company of China, Ltd. on the website of Shanghai Stock Exchange, is reproduced herein for your reference.

By order of the Board

Yao Jun

Company Secretary

Shenzhen, PRC, July 20, 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.

**PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.
ANNOUNCEMENT IN RESPECT OF THE PROGRESS OF
MAJOR ASSET RESTRUCTURING**

Special Notice:

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.

The Company issued the “Announcement in respect of Major Asset Restructuring and Continuing Suspension of Trading of Shares” on June 30, 2010, stating that the Company had recently been contemplating an unprecedented major asset restructuring project involving the integration of Ping An Bank (a subsidiary of the Company) and Shenzhen Development Bank Co., Ltd., which is subject to consultation with or discussion by relevant parties due to its great uncertainties in nature. In order to protect the interests of investors, ensure a fair disclosure of information, and avoid unusual movements in share price of the Company, trading in the shares of the Company has been suspended from June 30, 2010 at the request of the Company.

Currently, the Company has engaged relevant intermediaries to actively proceed with the project. As the major asset restructuring is subject to further consultation and discussion, the shares of the Company will continue to be suspended from the date of this announcement. During the suspension of trading in its shares, the Company will perform its disclosure obligations in a timely manner in accordance with relevant requirements, and issue an announcement on the progress of the major asset restructuring once a week, until trading in the Company’s shares is resumed upon the confirmation and disclosure of the relevant issues and outcome.

The Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
July 20, 2010