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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 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 Completion of the Restructuring of Major Asset”, 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, July 28, 2011

*As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Wang Liping and Yao Jason Bo; the Non-executive Directors are Lin Lijun, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Li Zhe, Guo Limin, David Fried and Cheung Chi Yan Louis; 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.*

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

**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.**

Reference is made to the announcement of the Company dated June 28, 2011, the "Announcement of Ping An Insurance (Group) Company of China, Ltd. in respect of the Restructuring of Major Asset being Approved by China Securities Regulatory Commission". As stated in the announcement, China Securities Regulatory Commission (hereinafter defined as "CSRC") had approved the Company's subscription for 1,638,336,654 RMB ordinary shares to be non-public issued by Shenzhen Development Bank Co., Ltd. (hereinafter defined as "SDB") by transferring its 7,825,181,106 shares of Ping An Bank Co., Ltd. (hereinafter defined as "Ping An Bank") and paying a cash consideration of RMB2,690,052,300 (hereinafter defined as "Restructuring of Major Asset").

Upon approval by CSRC on the Restructuring of Major Asset, the Company and SDB commenced the relevant processes to complete the transfer of consideration assets, payment of cash consideration as well as shares registration procedures pursuant to the agreement entered into between them. On July 20, 2011, pursuant to the Confirmation of Securities Registration issued by China Securities Depository and Clearing Co., Ltd., Shenzhen Branch, the 1,638,336,654 RMB ordinary shares issued by SDB by way of non-public issuance was registered under the name of the Company. On July 27, 2011, Ernst & Young Hua Ming issued the An Yong Hua Ming [2011] Zhuan Zi No.60803861\_H01 Special Audit Report regarding "Explanation on the profit and loss realized during the transition period for restructuring of Ping An Bank Co., Ltd.", confirming that Ping An Bank did not incur any loss during the transition period. Therefore, no loss was incurred for the consideration assets and no compensation was required to be made by the Company to SDB. Until then, the Restructuring of Major Asset was completed. Upon completion of the Restructuring of Major Asset, the Company and Ping An Life Insurance Company of China Ltd., a subsidiary of the Company, together hold 52.38% of the shares in SDB and become controlling shareholders of SDB. Ping An Bank becomes a subsidiary of SDB.

For details on the Restructuring of Major Asset, please refer to the "Report on the Implementation Progress of Major Asset Acquisition and Connected Transaction of Ping An

Insurance (Group) Company of China, Ltd.”, “The Special Review Opinion of China International Capital Corporation Limited regarding the Implementation Progress of Major Asset Acquisition and Connected Transaction of Ping An Insurance (Group) Company of China, Ltd.” and “The Legal Opinion of Beijing DeHeng Law Office regarding the Implementation Progress of Major Asset Acquisition and Connected Transaction of Ping An Insurance (Group) Company of China, Ltd.” as disclosed by the Company on the website of the Shanghai Stock Exchange ( [www.sse.com.cn](http://www.sse.com.cn) ) .

The Board of Directors  
Ping An Insurance (Group) Company of China, Ltd.  
28 July 2011