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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)

### (I) VOTING RESULTS OF THE ANNUAL GENERAL MEETING HELD ON WEDNESDAY, JUNE 27, 2012 (II) CHANGE OF DIRECTORS AND SUPERVISORS AND (III) PAYMENT OF 2011 FINAL DIVIDEND

The Board of Directors of the Company is pleased to announce that the AGM was held at 10:00 a.m. on Wednesday, June 27, 2012 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The number of issued shares of the Company as at the date of the AGM was 7,916,142,092 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

All resolutions as set out in the Notice of AGM dated March 28, 2012 were duly passed.

The board of directors (the “**Board of Directors**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) is pleased to announce that the annual general meeting of the Company for 2011 (the “**AGM**”) was held at 10:00 a.m. on Wednesday, June 27, 2012 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The AGM adopted the onsite voting. The number of issued shares of the Company as at the date of the AGM was 7,916,142,092, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

HSBC Insurance Holdings Limited, The Hongkong and Shanghai Banking Corporation Limited and their respective associates (holding 1,233,926,425 H shares of the Company, representing approximately 39.43% of the total number of H shares in issue and approximately 15.59% of the total number of shares in issue of the Company), which were deemed as connected persons of the Company, had abstained from voting in relation to resolution No. 9.

Save as disclosed above, to the best knowledge, information and belief of the directors of the Company (the “**Directors**”), there were no restrictions on any shareholder casting votes on any of the proposed resolution at the AGM and no shareholder has a material interest in the matter considered at the AGM and is required to abstain from voting at the AGM.

There were 83 shareholders and authorized proxies holding an aggregate of 4,504,250,517 shares (representing 56.8996% of the total voting shares of the Company) present at the AGM. Among those present at the AGM, 76 were A shareholders and proxies, holding an aggregate of

2,336,329,229 shares (representing approximately 29.5135% of the total share capital of 7,916,142,092 shares of the Company), and 7 were H shareholders and proxies, holding an aggregate of 2,167,921,288 shares (representing approximately 27.3861% of the total share capital of 7,916,142,092 shares of the Company).

Number of shareholders and authorized proxies attended the meeting	83
Of which: number of A shareholders	76
: number of H shareholders	7
Total number of voting shares held	4,504,250,517 shares
Of which: total number of shares held by A shareholders	2,336,329,229 shares
: total number of shares held by H shareholders	2,167,921,288 shares
Percentage of the total number of voting shares of the Company	56.8996%
Of which: percentage of shares held by A shareholders	29.5135%
: percentage of shares held by H shareholders	27.3861%

The holding of the AGM was in compliance with the requirements of the Company Law of the People's Republic of China, the Rules Governing the Shareholders' Meetings of the Listed Companies and the provisions of the Articles of Association of the Company (the "**Articles of Association**"). The AGM was chaired by Mr. Ma Mingzhe, Chairman of the Board of Directors and Chief Executive Officer of the Company. Some Directors, supervisors (the "**Supervisors**") and the secretary to the Board of Directors attended the AGM. Some members of the senior management of the Company also attended the AGM. In accordance with the Articles of Association, voting in respect of the resolutions was conducted by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed by the Company as the scrutineer for the vote-taking at the AGM whereas Deheng Law Firm Shenzhen Office was appointed as the witnessing lawyer at the AGM.

All resolutions as set out in the notice of the AGM dated March 28, 2012 were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
1.	To consider and approve the report of the Board of Directors of the Company for the year ended December 31, 2011.	<b>4,493,403,618</b> <b>(99.7592%)</b>	<b>4,116,426</b> <b>(0.0914%)</b>	<b>6,730,473</b> <b>(0.1494%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended December 31, 2011.	<b>4,497,313,044 (99.8460%)</b>	<b>207,000 (0.0046%)</b>	<b>6,730,473 (0.1494%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
3.	To consider and approve the annual report and its summary of the Company for the year ended December 31, 2011.	<b>4,496,781,944 (99.8342%)</b>	<b>207,000 (0.0046%)</b>	<b>7,261,573 (0.1612%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
4.	To consider and approve the report of the auditors and audited financial statements of the Company for the year ended December 31, 2011.	<b>4,496,781,944 (99.8342%)</b>	<b>207,000 (0.0046%)</b>	<b>7,261,573 (0.1612%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
5.	To consider and approve the profit distribution plan for the year ended December 31, 2011 and the proposed distribution of final dividends.	<b>4,493,011,088 (99.7505%)</b>	<b>4,529,356 (0.1006%)</b>	<b>6,710,073 (0.1490%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
6.	To consider and approve the re-appointment of Ernst & Young Hua Ming as the	<b>4,496,780,444 (99.8342%)</b>	<b>208,500 (0.0046%)</b>	<b>7,261,573 (0.1612%)</b>	<b>4,504,250,517 (100%)</b>

	PRC auditors and Ernst & Young as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board of Directors to fix their remuneration.				
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7	To consider and approve the election of Directors for the 9th session of the Board of Directors.				
7.1	To consider and approve the re-election of Mr. Ma Mingzhe as an Executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,454,498,220 (98.8954%)</b>	<b>42,335,724 (0.9399%)</b>	<b>7,416,573 (0.1647%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.2	To consider and approve the re-election of Mr. Sun Jianyi as an Executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,459,701,580 (99.0110%)</b>	<b>37,838,864 (0.8401%)</b>	<b>6,710,073 (0.1490%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.3	To consider and approve the election of Mr.	<b>4,466,276,580 (99.1569%)</b>	<b>31,263,864 (0.6941%)</b>	<b>6,710,073 (0.1490%)</b>	<b>4,504,250,517 (100%)</b>

	Ren Huichuan as an Executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.				
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.4	To consider and approve the re-election of Mr. Yao Jason Bo as an Executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,466,276,580 (99.1569%)</b>	<b>31,263,864 (0.6941%)</b>	<b>6,710,073 (0.1490%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.5	To consider and approve the election of Mr. Ku Man as an Executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,464,862,080 (99.1255%)</b>	<b>32,678,364 (0.7255%)</b>	<b>6,710,073 (0.1490%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.6	To consider and approve the re-election of Ms. Lin Lijun as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session	<b>4,455,614,588 (98.9202%)</b>	<b>41,710,856 (0.9260%)</b>	<b>6,925,073 (0.1537%)</b>	<b>4,504,250,517 (100%)</b>

	of the Board of Directors.				
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.7	To consider and approve the re-election of Mr. Wong Tung Shun Peter as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,403,331,223</b> <b>(97.7595%)</b>	<b>93,994,221</b> <b>(2.0868%)</b>	<b>6,925,073</b> <b>(0.1537%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.8	To consider and approve the re-election of Mr. Ng Sing Yip as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,455,519,597</b> <b>(98.9181%)</b>	<b>41,805,847</b> <b>(0.9281%)</b>	<b>6,925,073</b> <b>(0.1537%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.9	To consider and approve the re-election of Ms. Li Zhe as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,463,586,440</b> <b>(99.0972%)</b>	<b>33,739,004</b> <b>(0.7490%)</b>	<b>6,925,073</b> <b>(0.1537%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.10	To consider and approve the	<b>4,403,310,823</b> <b>(97.7590%)</b>	<b>93,994,221</b> <b>(2.0868%)</b>	<b>6,945,473</b> <b>(0.1542%)</b>	<b>4,504,250,517</b> <b>(100%)</b>

	re-election of Mr. Guo Limin as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.				
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.11	To consider and approve the re-election of Mr. Fan Mingchun as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,463,566,040 (99.0968%)</b>	<b>33,739,004 (0.7490%)</b>	<b>6,945,473 (0.1542%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.12	To consider and approve the election of Mr. Cheng Siu Hong as a Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,463,566,040 (99.0968%)</b>	<b>33,207,904 (0.7373%)</b>	<b>7,476,573 (0.1660%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.13	To consider and approve the re-election of Mr. Zhang Hongyi as an Independent Non-executive Director of the Company to hold	<b>4,481,307,338 (99.4906%)</b>	<b>16,233,106 (0.3604%)</b>	<b>6,710,073 (0.1490%)</b>	<b>4,504,250,517 (100%)</b>

	office until the expiry of the term of the 9th Session of the Board of Directors.				
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.14	To consider and approve the re-election of Mr. Chen Su as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,422,348,265 (98.1817%)</b>	<b>75,192,179 (1.6694%)</b>	<b>6,710,073 (0.1490%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.15	To consider and approve the re-election of Mr. Xia Liping as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,416,526,265 (98.0524%)</b>	<b>81,014,179 (1.7986%)</b>	<b>6,710,073 (0.1490%)</b>	<b>4,504,250,517 (100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.16	To consider and approve the re-election of Mr. Tang Yunwei as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of	<b>4,486,577,838 (99.6076%)</b>	<b>10,942,206 (0.2429%)</b>	<b>6,730,473 (0.1494%)</b>	<b>4,504,250,517 (100%)</b>

	Directors.				
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.17	To consider and approve the re-election of Mr. Lee Carmelo Ka Sze as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,394,996,743</b> <b>(97.5744%)</b>	<b>101,878,840</b> <b>(2.2618%)</b>	<b>7,374,934</b> <b>(0.1637%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.18	To consider and approve the re-election of Mr. Woo Ka Bui Jackson as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,487,129,338</b> <b>(99.6199%)</b>	<b>10,390,706</b> <b>(0.2307%)</b>	<b>6,730,473</b> <b>(0.1494%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
7.19	To consider and approve the election of Mr. Stephen Thomas Meldrum as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board of Directors.	<b>4,486,577,838</b> <b>(99.6076%)</b>	<b>10,390,706</b> <b>(0.2307%)</b>	<b>7,281,973</b> <b>(0.1617%)</b>	<b>4,504,250,517</b> <b>(100%)</b>

As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
8	To consider and approve the election of Independent Supervisors and Supervisor representing the shareholders of the Company for the 7th session of the Supervisory Committee.				
8.1	To consider and approve the re-election of Mr. Gu Liji as an Independent Supervisor of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.	<b>4,494,904,196</b> <b>(99.7925%)</b>	<b>2,636,248</b> <b>(0.0585%)</b>	<b>6,710,073</b> <b>(0.1490%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
8.2	To consider and approve the re-election of Mr. Sun Fuxin as an Independent Supervisor of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.	<b>4,494,924,596</b> <b>(99.7930%)</b>	<b>2,615,848</b> <b>(0.0581%)</b>	<b>6,710,073</b> <b>(0.1490%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
8.3	To consider and approve the re-election of Mr. Peng Zhijian as an Independent Supervisor of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.	<b>4,494,904,196</b> <b>(99.7925%)</b>	<b>2,636,248</b> <b>(0.0585%)</b>	<b>6,710,073</b> <b>(0.1490%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed					

as an ordinary resolution.					
8.4	To consider and approve the election of Mr. Lin Li as a Supervisor of the Company representing the shareholders of the Company to hold office until the expiry of the term of the 7th Session of the Supervisory Committee.	<b>4,494,352,696</b> <b>(99.7803%)</b>	<b>2,615,848</b> <b>(0.0581%)</b>	<b>7,281,973</b> <b>(0.1617%)</b>	<b>4,504,250,517</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
9	To consider and approve the Resolution Relating to Reviewing the Continuing Connected Transactions Conducted between Ping An Group and Connected Banks in the Ordinary and Usual Course of Business.	<b>3,263,532,831</b> <b>(99.7585%)</b>	<b>5,000</b> <b>(0.0002%)</b>	<b>7,897,073</b> <b>(0.2414%)</b>	<b>3,271,434,904</b> <b>(100%)</b>
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

## **CHANGE OF DIRECTORS AND SUPERVISORS**

The Company is pleased to announce that, Mr. Ma Mingzhe, Mr. Sun Jianyi, Mr. Ren Huichuan, Mr. Yao Jason Bo and Mr. Ku Man are elected as Executive Directors of the 9th session of the Board of Directors; Ms. Lin Lijun, Mr. Wong Tung Shun Peter, Mr. Ng Sing Yip, Ms. Li Zhe, Mr. Guo Limin, Mr. Fan Mingchun and Mr. Cheng Siu Hong are elected as the Non-executive Directors of the 9th session of the Board of Directors; and Mr. Zhang Hongyi, Mr. Chen Su, Mr. Xia Liping, Mr. Tang Yunwei, Mr. Lee Carmelo Ka Sze, Mr. Woo Ka Biu Jackson and Mr. Stephen Thomas Meldrum are elected as the Independent Non-executive Directors of the 9th session of the Board of Directors, after approval by the shareholders at the AGM. Each of the Independent Non-executive Directors has met the independence requirements as set out in Rule 3.13 of the Listing Rules. The appointment of Mr. Ren Huichuan, Mr. Ku Man, Mr. Cheng Siu

Hong and Mr. Stephen Thomas Meldrum shall become effective upon the approval of their qualification as Directors from China Insurance Regulatory Commission (the "CIRC").

The Company is also pleased to announce that, Mr. Gu Liji, Mr. Sun Fuxin and Mr. Peng Zhijian are elected as Independent Supervisors of the 7th session of the supervisory committee of the Company(the "**Supervisory Committee**"); Mr. Lin Li is elected as a Supervisor representing the shareholders of the Company, after approval by the shareholders at the AGM. The employees' representatives meeting of the Company was held on February 17, 2012 and each of Mr. Sun Jianping, Mr. Zhao Fujun and Mr. Pan Zhongwu was elected as candidates as Supervisor representing the employees. The appointment of Supervisors shall become effective upon the approval of their qualification from CIRC.

Mr. Cheung Chi Yan Louis, Ms. Wang Liping and Mr. Chung Yu-wo Danny did not stand for re-election as Directors of the Company due to work arrangement and retired as Directors upon the conclusion of the AGM. Mr. Ding Xinmin and Mr. Xiao Jiyan did not stand for re-election as Supervisors of the Company due to work arrangement and retired as Supervisors upon the conclusion of the AGM. The retiring Directors and Supervisors confirm that there is no disagreement between them and the Company and there is no matter in relation to their retirements that need to be brought to the attention of the Shareholders.

The Board of Directors and the Supervisory Committee would like to take this opportunity to thank all members of the 8th session of the Board of Directors and the 6th session of the Supervisory Committee, especially Mr. Cheung Chi Yan Louis, Ms. Wang Liping, Mr. Chung Yu-wo Danny, Mr. Ding Xinmin and Mr. Xiao Jiyan for their valuable contribution to the Company during the tenure of their services and to welcome Mr. Ren Huichuan, Mr. Ku Man, Mr. Cheng Siu Hong and Mr. Stephen Thomas Meldrum to join the Board of Directors as Directors and Mr. Lin Li, Mr. Zhao Fujun and Mr. Pan Zhongwu to join the Supervisory Committee as Supervisors.

The biographies and the emolument information of the re-elected and elected Directors and Supervisors have been set out in the appendices of the circular of the Company dated March 28, 2012.

According to the Articles of Association, the term of each session of the Board of Directors and Supervisory Committee is three years. Each Director and Supervisor will enter into a service contract with the Company.

Save as disclosed above and in the circular of the Company dated March 28, 2012, as at the date of this announcement, there were no other matters relating to the appointment of the above Directors and Supervisors that need to be brought to the attention of the Shareholders nor was there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **PAYMENT OF 2011 FINAL DIVIDENDS**

The Board of Directors is pleased to announce that the Company will distribute 2011 final dividend of RMB0.25 per share (tax inclusive) based on the total issued shares of 7,916,142,092 as at June 27, 2012, which in aggregate amounts to RMB1,979,035,523.00. The details relating to payment of final dividend of the Company for the year ended December 31, 2011 to holders of H shares of the Company are set out below:

The Company will distribute a final dividend of RMB0.25 per share (equivalent to HK\$0.3074 per share) (inclusive of applicable tax) for the year ended December 31, 2011 to holders of H shares whose names appeared on the register of members of H shares of the Company on July 13, 2012 (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 year ended December 31, 2011 will be separately announced in the PRC.

In order to determine the list of holders of H shares who are entitled to receive the final dividend for the year ended December 31, 2011, the Company's register of members of H shares will be closed from Friday, July 6, 2012 to Friday, July 13, 2012, both days inclusive, during which period no transfer of H shares will be effected. In order to qualify for the final dividend, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on Thursday, July 5, 2012. The address of the transfer office of Computershare Hong Kong Investor Services Limited is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

According to the Articles of Association, 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 will be the average middle exchange rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week (June 19 to 26, 2012) prior to the date of declaration of the final dividend (RMB0.813196 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 27, 2012 to holders of H shares whose names appear 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 2011 final dividend 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 with the relevant tax authorities of such opinion, the Company will not withhold any enterprise income tax when it distributes 2011 final dividend 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 of the People's Republic of China) 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 Tuesday, July 3, 2012 a legal opinion, issued by a PRC qualified lawyer (inscribed with the

seal of the applicable law firm), that establishes its resident enterprise status.

### **Individual Income Tax Withholding of Overseas Individual Shareholders**

The Circular on the Questions Concerning Tax on the Profits Earned by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners from the Transfer of Stocks (Stock Rights) and on Dividend Income (Guo Shui Fa [1993] No. 45) was repealed on January 4, 2011, and therefore individual holders of H shares who hold the Company's H shares and whose names appear on the register of members of H shares of the Company can no longer be exempted from PRC individual income tax. Upon the confirmation of the Company after having making consultation with the relevant tax authorities, and pursuant to the applicable provisions of the Individual Income Tax Law of the People's Republic of China and its implementation regulations, the individual resident shareholders outside the PRC shall pay individual income tax upon their receipt of distribution of dividends and bonus in respect of the shares issued by domestic non-foreign investment enterprises in Hong Kong, which shall be withheld by obligors on behalf of such individual shareholders by law. Those individual resident shareholders may, however, enjoy relevant preferential treatments in accordance with the provisions of applicable tax agreements signed between the countries where they belong to by virtue of residential identification and the PRC as well as the tax arrangements made between the Mainland China and Hong Kong (Macau).

Pursuant to the aforesaid tax regulations and the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348), the Company shall generally be obligated to withhold individual income tax at the tax rate of 10% when it distributes 2011 final dividends to individual holders of H shares appeared on the Company's register of members of H shares on the Record Date. However, unless stated in the tax regulations and relevant tax agreements otherwise, the Company will withhold individual income tax based on their dividend at the relevant tax rate and in accordance with the procedures.

If individual holders appeared on the Company's register of members of H shares, and who are citizens from the countries applying a tax rate of less than 10% under tax agreements, are not applicable to be withheld individual tax at the rate of 10% by the Company, the Company may handle applications on their behalf for preferential treatments as stipulated in relevant agreements pursuant to the Notice of the State Administration of Taxation on Issues about the Administrative Measures for Non-residents to Enjoy the Treatments of Tax Treaties (for Trial Implementation) (Guo Shui Fa [2009] No. 124 ). Qualifying shareholders are required to submit to Computershare Hong Kong Investor Services Limited at or before 4:30 p.m. on Tuesday, July 3, 2012 a written authorization and relevant evidencing documents, which shall be handed on by the Company to the applicable tax authorities for approval, and then excess portion of the tax amounts withheld can be refunded.

The Company will withhold the enterprise income tax as well as the individual income tax for shareholders as required by law on the basis 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 income tax withholding triggered by failure to submit proof materials within the stipulated time frame, and holders of H shares shall either personally or appoint a representative to attend to the procedures in accordance with the applicable tax regulations and relevant provisions of the PRC.

All investors are requested to read this announcement carefully. Shareholders are recommended

to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

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

Shenzhen, PRC, June 27, 2012

*As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi and Yao Jason Bo; the Non-executive Directors are Fan Mingchun, Lin Lijun, Wong Tung Shun Peter, Ng Sing Yip, Li Zhe and Guo Limin ; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Carmelo Ka Sze and Woo Ka Biu Jackson.*