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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 Resolutions Passed at the Third Meeting of the Ninth Session of the Board of Directors of Ping An Insurance (Group) Company of China, Ltd. ”, 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, October 30, 2012

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

**THE ANNOUNCEMENT OF  
RESOLUTIONS PASSED AT THE THIRD MEETING OF  
THE NINTH SESSION OF THE BOARD OF DIRECTORS OF  
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.**

**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 notice of the third meeting (the "Meeting") of the ninth session of the Board of Directors of the Company (the "Board") was sent out on 16 October 2012, and the Meeting was held in Nanjing on 30 October 2012. 16 of 19 eligible directors attended the Meeting. Mr. Wong Tung Shun Peter, Mr. Guo Limin, and Mr. Ku Man appointed Mr. Ng Sing Yip, Mr. Fan Mingchun, and Mr. Ren Huichuan to attend the Meeting and vote on their behalf respectively, in each case by a written power of attorney. 19 valid votes were cast at the Meeting. Certain senior management and supervisors of the Company were present at the Meeting. The Meeting was convened and held in compliance with the requirements set out in the Company Law of the People's Republic of China and the Articles of Association of Ping An Insurance (Group) Company of China, Ltd., and therefore the Meeting is legal and valid.

The Meeting was presided over by Mr. Ma Mingzhe, the Chairman of the Board and the following resolutions were considered and passed by a show of hands at the Meeting after thorough discussion by the attending directors:

I. The "Resolution on Consideration of the 2012 Third Quarterly Operational Report of the Company" was considered and passed.

Voting result: 19 votes for, 0 votes against and 0 abstained votes

II. The "2012 Third Quarterly Report of the Company" and "Announcement of Unaudited Results for the Nine Months Ended September 30, 2012" were considered and passed.

Voting result: 19 votes for, 0 votes against and 0 abstained votes

III. The "Resolution on Appointment of Mr. Yao Jason Bo as the Chief Actuary of the Company" was considered and passed.

It is approved that Mr. Yao Jason Bo, the Senior Vice President and Chief Financial Officer of the Company, be appointed as the Chief Actuary of the Company, and Mr. Cheung Chun Tong ceased to act as the Chief Actuary of the Company. The independent non-executive directors of the Company have expressed affirmative independent opinions on this resolution.

Voting result: 18 votes for, 0 votes against and 0 abstained votes (Mr. Yao Jason Bo withdrew from voting)

IV. The “Resolution on Audit on the Resignation of Mr. Cheung Chun Tong as the Chief Actuary of the Company” was considered and passed.

Voting result: 19 votes for, 0 votes against and 0 abstained votes

The Board of Directors  
Ping An Insurance (Group) Company of China, Ltd.  
October 30, 2012