

# 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)

## VOTING RESULTS OF 2006 ANNUAL GENERAL MEETING HELD ON MAY 25, 2006

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 the year 2006 (the "AGM") was held at 10:00 a.m. on Thursday, May 25, 2006 at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC. The number of issued shares of the Company as at the date of the AGM was 6,195,053,334 shares, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. The shareholders and authorized proxies holding an aggregate of 5,235,094,129 shares, representing 84.5044% of the total voting shares of the Company were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the People's Republic of China and the provisions of the Articles of Association of the Company. The AGM was chaired by Mr. Ma Mingzhe, Chairman of the board and Chief Executive Officer of the Company.

The poll results in respect of the proposed resolutions at the AGM are as follows:

Ordinary Resolutions		Total number of votes	
		For	Against
1	To consider and approve the report of the Board of Directors of the Company for the year ended December 31, 2005.	5,177,078,256 (100.0000%)	0 (0.0000%)
	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, 2005.	5,177,078,256 (100.0000%)	0 (0.0000%)
	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 report of the auditors and audited financial statements of the Company for the year ended December 31, 2005.	5,177,078,256 (100.0000%)	0 (0.0000%)
	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 profit distribution plan for the year ended December 31, 2005 and the recommendation for 2006 special interim dividend.	5,232,478,629 (100.0000%)	0 (0.0000%)
	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 re-appointment of Ernst & Young Hua Ming as the 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.	5,232,052,502 (99.9919%)	426,127 (0.0081%)
	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 Mr. Ma Mingzhe as an Executive Director of the Company to hold office for a term of three years with immediate effect.	5,232,478,629 (100.0000%)	0 (0.0000%)
	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 re-appointment of Mr. Sun Jianyi as an Executive Director of the Company to hold office for a term of three years with immediate effect.	5,232,478,629 (100.0000%)	0 (0.0000%)
	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 appointment of Mr. Cheung Chi Yan Louis as an Executive Director of the Company to hold office for a term of three years with immediate effect.	5,232,478,629 (100.0000%)	0 (0.0000%)
	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 re-appointment of Mr. Huang Jianping as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,232,478,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
10	To consider and approve the re-appointment of Mr. Lin Yu Fen as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
11	To consider and approve the re-appointment of Mr. Cheung Lee Wah as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,208,962,502 (99.5626%)	22,884,127 (0.4374%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
12	To consider and approve the re-appointment of Mr. Anthony Philip HOPE as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,042,129 (99.9846%)	804,500 (0.0154%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
13	To consider and approve the re-appointment of Mr. Dou Wenwei as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,019,827,316 (95.8880%)	215,266,813 (4.1120%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
14	To consider and approve the re-appointment of Mr. Fan Gang as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,042,711,443 (96.3727%)	189,796,813 (3.6273%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
15	To consider and approve the re-appointment of Ms. Lin Lijun as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,653,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
16	To consider and approve the re-appointment of Mr. Shi Yuxin as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,653,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
17	To consider and approve the re-appointment of Mr. Hu Aimin as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

18	To consider and approve the re-appointment of Mr. Chen Hongbo as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
19	To consider and approve the appointment of Mr. Wong Tung Shun Peter as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
20	To consider and approve the appointment of Mr. Ng Sing Yip as a Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,208,962,502 (99.5626%)	22,884,127 (0.4374%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
21	To consider and approve the re-appointment of Mr. Bao Youde as an Independent Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
22	To consider and approve the re-appointment of Mr. Kwong Che Keung Gordon as an Independent Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,208,962,502 (99.5626%)	22,884,127 (0.4374%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
23	To consider and approve the re-appointment of Mr. Cheung Wing Yui as an Independent Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,208,962,502 (99.5626%)	22,884,127 (0.4374%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
24	To consider and approve the re-appointment of Mr. Chow Wing Kin Anthony as an Independent Non-executive Director of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
25	To consider and approve the re-appointment of Mr. Xiao Shaolian as an independent supervisor of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
26	To consider and approve the re-appointment of Mr. Sun Fuxin as an independent supervisor of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
27	To consider and approve the appointment of Mr. Dong Likun as an independent supervisor of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

28	To consider and approve the re-appointment of Ms. Duan Weihong as a supervisor of the Company representing the shareholders of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
29	To consider and approve the appointment of Mr. Lin Li as a supervisor of the Company representing the shareholders of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
30	To consider and approve the appointment of Mr. Che Feng as a supervisor of the Company representing the shareholders of the Company to hold office for a term of three years with immediate effect.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
31	To consider and approve the emolument plan for the 7th Board of Directors of the Company.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
32	To consider and approve the emolument plan for the 5th Supervisory Committee of the Company.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
<b>Special Resolutions</b>		<b>Total number of votes</b>	
		<b>For</b>	<b>Against</b>
33	To give a general mandate to the Board of Directors to issue, allot and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H Shares not exceeding 20% of the H Shares of the Company in issue and authorize the board of directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.	4,972,510,756 (95.2766%)	246,515,793 (4.7234%)
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
34	To consider and approve the amendments to the Articles of Association of the Company.	5,230,968,629 (100.0000%)	0 (0.0000%)
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
35	To consider and approve the authorization of the legal representative of the Company to amend the promoter shares provisions under the Appendix of the Articles of Association of the Company.	5,231,846,629 (100.0000%)	0 (0.0000%)
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

Poll voting was demanded by the chairman of the AGM and 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.



## APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

The Company is pleased to announce that Mr. Ma Mingzhe and Mr. Sun Jianyi were re-appointed and Mr. Cheung Chi Yan Louis was appointed as Executive Directors, Mr. Huang Jianping, Mr. Lin Yu Fen, Mr. Cheung Lee Wah, Mr. Anthony Philip HOPE, Mr. Dou Wenwei, Mr. Fan Gang, Ms. Lin Lijun, Mr. Shi Yuxin, Mr. Hu Aimin and Mr. Chen Hongbo were re-appointed and Mr. Wong Tung Shun Peter and Mr. Ng Sing Yip were appointed as Non-executive Directors and Mr. Bao Youde, Mr. Kwong Che Keung Gordon, Mr. Cheung Wing Yui and Mr. Chow Wing Kin Anthony were re-appointed as Independent Non-executive Directors of the Company at the AGM.

The particulars of the newly elected Directors are set out below:

Mr. Cheung Chi Yan Louis, 42, Chief Operating Officer and Chief Financial Officer of the Company since October 2003 and February 2003, respectively. Since joining the Company in February 2000, Mr. Cheung has been Senior Advisor to the Chairman, Chief Information Officer, Vice-President and Chief Financial Officer. From 1993 to 2000, Mr. Cheung was a management consultant and later became a global partner of McKinsey & Company, advising mainly financial services clients throughout Asia. Mr. Cheung has a Ph.D. degree in Business Information Systems from the University of Cambridge. Mr. Cheung has been appointed as an Executive Director to hold office for a term of three years. Mr. Cheung will not receive a Director's fee but will receive salary as Chief Operating Officer and Chief Financial Officer of the Company. As of the date of this announcement, Mr. Cheung is interested in 248,000 H Shares of the Company.

Mr. Wong Tung Shun Peter, 55, joined HSBC in April 2005, is currently the Group General Manager and an executive director of The Hongkong and Shanghai Banking Corporation Limited, being responsible for Hong Kong and Mainland China business. Mr. Wong is currently a director of Hang Seng Bank Limited, Chairman of HSBC Insurance (Asia-Pacific) Holdings Limited and a director of Bank of Communications Limited, Ping An Bank Limited and Hong Kong Interbank Clearing Limited. Mr. Wong's banking career started in 1980 when he joined Citibank as Assistant Financial Controller, and was later made director of Business Development, deputy managing director and director of Banking before becoming director of Sales, Services and Distribution Channels for Citibank's North Asian operations in 1996. He was appointed Head of Consumer Banking in Standard Chartered Bank in 1997 for its Hong Kong and China operations and later became Chief Executive Officer for its Hong Kong operations in 2000 and director for Greater China operations in 2002. Mr. Wong was educated at Indiana University in the USA and holds a Bachelor's degree in computer science, a MBA in marketing and finance and a MSc in computer science. Mr. Wong has been appointed as a Non-executive Director to hold office for a term of three years and will not receive a Director's fee.

Mr. Ng Sing Yip, 55, has been the Head of Legal and Compliance of The Hongkong and Shanghai Banking Corporation Limited since January 1998. Mr. Ng has a Bachelor's and Master's Degree in Law from the University London and is admitted to the Supreme Courts of England, Hong Kong and Victoria, Australia. He previously worked as a Crown Counsel in the Attorney General's Chambers before going into private practice. He joined The Hongkong and Shanghai Banking Corporation Limited in June 1987 as Assistant Group Legal Adviser and was later appointed Deputy Head of Legal and Compliance in February 1993. Mr. Ng also has a Bachelor of Laws Degree from the Beijing University. Mr. Ng has been appointed as a Non-executive Director to hold office for a term of three years and will not receive a Director's fee.

Save as disclosed above and other than the relationship with Mr. Anthony Philip HOPE, a Non-executive Director, as a director of HSBC Life (International) Limited and HSBC Insurance (Asia) Limited, none of the Directors has any relationship with the other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company, nor has any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information which is discloseable nor is/was any Director involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

## APPOINTMENT AND RE-APPOINTMENT OF SUPERVISORS

The Company is also pleased to announce that Mr. Xiao Shaolian and Mr. Sun Fuxin were re-appointed and Mr. Dong Likun was appointed as Independent Supervisors, Ms. Duan Weihong was re-appointed and Mr. Lin Li and Mr. Che Feng were appointed as Supervisors representing the shareholders of the Company at the AGM. The Company would also like to announce that Mr. He Shi was re-appointed and Mr. Hu Jie and Ms. Wang Wenjun were appointed as Supervisors representing the employees of the Company.

The particulars of the newly elected Supervisors are set out below:

Mr. Dong Likun, 63, graduated from the School of Law at the Beijing University. Mr. Dong was previously the Head of the International Law Centre of The Shanghai Academy of Social Sciences, Dean of the School of Law of the Shenzhen University, a representative of the Shanghai People's Congress and Member of the Guangdong Political Committee. Mr. Dong is currently serving as the Head of the Graduate School of Hong Kong Law of the Shenzhen University, senior researcher of the Hong Kong-Macau Research Centre of Development Research Centre of the State Council of the People's Republic of China, General Secretariat of the Chinese International Law Society, Deputy President of the Chinese International Private Law Society, Chief Secretariat of the Hong Kong-Macau Research Centre of the Guangdong Law Society and arbitrator at the China International Economic and Trade Arbitration Commission. Mr. Dong has been appointed as an Independent Supervisor to hold office for a term of three years and shall be entitled to a Supervisor's fee of RMB60,000 per annum.

Mr. Lin Li, 43, is currently the Chairman of Shenzhen Liye Group Company Limited. Mr. Lin previously served in Bank of China Shenzhen Branch. Mr. Lin is a graduate of the School of Finance and Accounting of the Hubei Technical Academy. Mr. Lin has been appointed as a Supervisor representing the shareholders to hold office for a term of three years and will not receive a Supervisor's fee. As of the date of this announcement, Mr. Lin is interested in 176,000,000 Domestic Shares of the Company held via Shenzhen Liye Group Company Limited.

Mr. Che Feng, 37, graduated from the Graduate School of The Chinese Academy of Social Sciences. Mr. Che was previously the Deputy Manager of Hainan Haiboh Enterprises Company Limited, Chairman of Hainan Hengye Real Property Development Company Limited and Chairman of Shanghai Tianjian Real Property Development Company Limited. Mr. Che is currently the Chairman and Chief Executive Officer of Hong Kong Yaohe Technology Group Limited. Mr. Che has been appointed as a Supervisor representing the shareholders to hold office for a term of three years and will not receive a Supervisor's fee.

Ms. Hu Jie, 51, served as the Chairman of Ping An Property & Casualty Insurance Company of China, Ltd. Ms. Hu has a Master degree in Banking from the Nankai University and is a qualified senior accountant. Ms. Hu has been appointed as a Supervisor representing the employees of the Company to hold office for a term of three years and will not receive a Supervisor's fee.

Ms. Wang Wenjun, 38, is also currently serving as the assistant to the chief administrative officer of the Company. Ms. Wang is a graduate of English Faculty of the Shanghai Foreign Languages University. Ms. Wang has been appointed as a Supervisor representing the employees of the Company to hold office for a term of three years and will not receive a Supervisor's fee.

Save as disclosed above, none of the Supervisors has any relationship with the Directors, other Supervisors, senior management or substantial or controlling Shareholders of the Company, nor has any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information which is discloseable nor is/was any Supervisor involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

## **RETIREMENT OF DIRECTORS AND SUPERVISORS**

In accordance with the Articles of Association and the respective Shareholders' resolutions approving their appointments, the appointments of Mr. Henry CORNELL and Mr. Liu Haifeng as Non-executive Directors and Mr. Cheng Shang Wu, Mr. Zhou Fulin, Mr. Chen Bohai, Mr. He Peiquan, Mr. Song Liankun as Supervisors expired at the AGM and each of them, for personal reasons, did not offer himself for re-appointment. The Company would like to thank and express its sincere appreciation to each of them for their contribution and support rendered to the Company during their tenure.

## **PAYMENT OF 2006 SPECIAL INTERIM DIVIDEND**

The Board wishes to inform shareholders details of the payment of 2006 special interim dividend as follows:

The Company will pay 2006 special interim dividend of RMB0.20 per share (equivalent to HK\$0.1934 per share) (inclusive of applicable tax). The payment shall be made to shareholders whose names appeared on the register of members of the Company on May 25, 2006. According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends on domestic 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 rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of declaration of dividends by the AGM (RMB1.03413 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 such Receiving Agent 2006 special interim dividend declared for payment to holders of H shares. 2006 special interim dividend will be paid by the Receiving Agent and relevant cheques will be dispatched on or before June 2, 2006 to holders of H shares entitled to receive such dividend by ordinary post at their own risk.

As of the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi and Cheung Chi Yan Louis, the Non-executive Directors are Huang Jianping, Lin Yu Fen, Cheung Lee Wah, Anthony Philip HOPE, Dou Wenwei, Fan Gang, Lin Lijun, Shi Yuxin, Hu Aimin, Chen Hongbo, Wong Tung Shun Peter and Ng Sing Yip, and the Independent Non-executive Directors are Bao Youde, Kwong Che Keung Gordon, Cheung Wing Yui and Chow Wing Kin Anthony.

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

Shenzhen, PRC, May 25, 2006