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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
AND
CLOSURE OF H SHARE REGISTER OF MEMBERS**

Overseas Regulatory Announcement

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

“The Announcement of Resolutions Passed at the Fourth 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. (the “Company”) on the website of Shanghai Stock Exchange and certain designated newspapers in the PRC, is reproduced herein for your reference.

Closure of H Share Register of Members

The Company proposed to convene the first extraordinary general meeting of 2013 on Tuesday, 5 February 2013 (the “EGM”). In order to determine the list of holders of H shares of the Company who are entitled to attend the EGM, the H share register of members will be closed from Sunday, 6 January 2013 to Tuesday, 5 February 2013, both days inclusive, during which period no transfer of H shares will be effected. Holders of H shares of the Company whose names appear on the Company's register of members on Tuesday, 5 February 2013 are entitled to attend the EGM. In order to attend and vote at the EGM, holders of H shares of the Company 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 (the “H Share Registrar”) at or before 4:30 p.m. on Friday, 4 January 2013. The address of the transfer office of H Share Registrar is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

By order of the Board
Yao Jun
Company Secretary

Shenzhen, PRC, December 18, 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, 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, Woo Ka Biu Jackson and Stephen Thomas Meldrum.

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

The board of directors (the “Board”) and all directors (the “Directors”) of Ping An Insurance (Group) Company of China, Ltd. (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 fourth meeting (the “Meeting”) of the ninth session of the Board was held from 17 to 18 December 2012 by way of telecommunication voting. All of the 17 eligible Directors participated in the voting. 17 valid votes were cast 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. (the “Articles of Association”), and therefore the Meeting is legal and valid.

The following resolutions were considered and passed by poll at the Meeting:

I. “The resolution in relation to renewal of the grant of the general mandate on issuance of new shares to the Board” was considered and passed, and the Board approved to submit the same as a special resolution for consideration at the first extraordinary general meeting of 2013 of the Company.

“The resolution in relation to the grant of a general mandate on issuance of new shares to the Board” was considered and passed at the first extraordinary general meeting of 2012 of the Company (the “Previous General Meeting”). The Company proposed the public issuance of A Share convertible corporate bonds (including subordinated terms, the “Convertible Bonds”) in the total amount of not more than RMB 26 billion under the said general mandate. Up to now, the proposed issuance of the Convertible Bonds had been approved by the China Insurance Regulatory Commission (the “CIRC”), while the final approvals from other regulatory authorities are yet to be obtained. As the validity period of the resolution in relation to the public issuance of the Convertible Bonds, as well as the authorization period of the Board and such period for executive Directors delegated by the Board for dealing with relevant matters will soon expire on 8 February 2013, to ensure the successful implementation of the issuance and listing of the Convertible Bonds, the Company proposed to convene another extraordinary general meeting to consider and approve the renewal of the grant of the general mandate on issuance of new shares to the Board. The details of the renewed general mandate is same as the one passed at the Previous General Meeting, as it is just due to the expiry of the validity period of the above-mentioned authorization which required shareholders’ approval for the renewal of the general mandate at the general meeting.

The details are set out as follows:

A. The details of the grant of general mandate to issue new shares

According to the requirements of the applicable laws and regulations of the People's Republic of China (the “PRC”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and

the Articles of Association, subject to “The resolution in relation to renewal of the grant of the general mandate on issuance of new shares to the Board” is considered and approved by the shareholders of the Company at the first extraordinary general meeting of 2013 of the Company (the “General Meeting”), the Board and/or person(s) authorized by the Board shall be granted a general mandate by the General Meeting to allot, issue and/or deal with A shares of the Company (“A Shares”) and/or H shares of the Company (“H Shares”), and to make or grant offers, agreements, options or conversion rights (including convertible corporate bonds, etc.) in respect thereof:

- (a) Subject to paragraphs (i), (ii) and (iii) below, the Board be and is hereby granted, during the Relevant Period (as hereafter defined), a general mandate to separately and concurrently allot, issue and/or deal with A Shares and/or H Shares, and to make or grant offers, agreements, options or conversion rights in respect thereof:

- (i) such mandate shall not extend beyond the Relevant Period save that the Board makes or grants offers, agreements, options or conversion rights which might require the exercise of such powers after the end of the Relevant Period;

- (ii) the aggregate nominal amount of the A Shares and/or H Shares to be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of the aggregate nominal amount of each of the existing A Shares and/or H Shares at the date of the passing of this resolution; and

- (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or applicable laws, rules and regulations of other government or regulatory authorities and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

- (b) For the purpose of this special resolution, “Relevant Period” means the period from the date of passing of this special resolution until the earliest of:

- (i) the expiration of 12 months following the date of passing of this special resolution; or

- (ii) the revocation or variation of the authority given to the Board under this resolution by a special resolution of the Company in general meeting.

- (c) Contingent on the Board resolving to issue shares pursuant to paragraph (a) of this special resolution, the Board is authorized to increase the registered capital and paid-in capital of the Company to reflect the number of shares to be issued by the Company pursuant to paragraph (a) of this special resolution and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital and paid-in capital of the Company and to take any other action and complete any formality required to effect the issuance of shares pursuant to paragraph (a) of this special resolution and the increase in the registered capital and paid-in capital of the Company.

B. Use of proceeds

The proceeds from the issuance of any new shares under the general mandate granted by the shareholders at the General Meeting and the approval by relevant authorities, after deduction of the expenses relating to such issuance, shall be used to replenish the working capital of the Company and for other purposes approved by the CIRC.

C. Authorize Directors to deal with relevant matters in relation to issuance of shares

To increase the efficiency in decision-making, reduce the internal approval procedures and seize the market time, it is proposed to authorize the Board, and the Board will then authorize the executive Directors, to separately or jointly exercise the full power to deal with the matters in relation to the issuance of shares under the framework and principles pursuant to the general mandate to issue new shares granted by the shareholders at the General Meeting.

Voting result: 17 votes for, 0 vote against and 0 abstained vote

It is proposed to submit this resolution as a special resolution for consideration at the first extraordinary general meeting of 2013 of the Company.

II. “The resolution regarding the extension of the validity period of the resolution in relation to the public issuance of A Share convertible corporate bonds (including subordinated terms)” was considered and passed, and the Board approved to submit the same as a special resolution for consideration at the first extraordinary general meeting of 2013 of the Company .

“The resolution in relation to the public issuance of A Share convertible corporate bonds” was considered and passed at the Previous General Meeting regarding the proposed public issuance of A Share convertible corporate bonds in the total amount of not more than RMB 26 billion. The validity period of the resolution in relation to the public issuance of the Convertible Bonds, as well as the authorization period of the Board and such period for executive Directors delegated by the Board for dealing with relevant matters will soon expire on 8 February 2013. To ensure the successful implementation of the issuance and listing of the Convertible Bonds, the Company proposed to obtain the shareholders’ approval at the General Meeting to extend the validity period of the resolution in relation to the issuance of the Convertible Bonds for a period of 12 months, and the authorization period of the Board and such period of executive Directors delegated by the Board for dealing with relevant matters shall also be extended accordingly.

The details are set out as follows:

The validity period of the resolution in relation to the public issuance of the A Share convertible corporate bonds approved at Previous General Meeting will be extended for a period of 12 months from the original expiration date, and the authorization period of the Board and such period of executive Directors delegated by the Board for dealing with relevant matters shall also be extended accordingly.

Voting result: 17 votes for, 0 vote against and 0 abstained vote

It is proposed to submit this resolution as a special resolution for consideration at the first extraordinary general meeting of 2013 of the Company.

III. “The resolution on appointment of Ernst & Young to implement audit for the senior management of the Company” was considered and passed.

Voting result: 17 votes for, 0 votes against and 0 abstained votes

IV. “The resolution on considering the audit report on the resignation of Mr. Lo Sai Lai as the Senior Vice President of the Company” was considered and passed.

Voting result: 17 votes for, 0 vote against and 0 abstained vote

V. “The resolution on convening the first extraordinary general meeting of 2013” was considered and passed.

The notice of the first extraordinary general meeting of 2013 of the Company and relevant information will be announced separately.

Voting result: 17 votes for, 0 vote against and 0 abstained vote

The Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
December 18, 2012