

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 the Extraordinary General Meeting, the H Shareholders Class Meeting and the A Shareholders Class Meeting held on Wednesday, 5 March 2008

Reference is made to the announcement of the Ping An Insurance (Group) Company of China, Ltd. (the "Company"), the notice of the extraordinary general meeting ("EGM") and the notice of H Shareholders Class Meeting all dated 18 January 2008 and the circular of the Company (the "Circular") dated 13 February 2008. Terms used in this announcement shall, unless otherwise defined, have the same respective meanings as defined in the Circular.

The board of directors of the Company ("Board") is pleased to announce that the EGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting were held on Wednesday, 5 March 2008 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The EGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting were chaired by Mr. Ma Mingzhe, the Chairman of the Board and Chief Executive Officer of the Company. Directors, supervisors and the company secretaries attended the meetings, as well as certain senior management of the Company, scrutineers from Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, the witnessing lawyers and the notaries from the Shenzhen Notary Public Office.

Computershare Hong Kong Investor Services Limited was appointed by the Company as the scrutineer for the vote-taking at the EGM and the H Shareholder Class Meeting. The EGM and the Class Meetings were witnessed by the witnessing lawyers of King & Wood, the PRC legal advisers of the Company, who also issued a legal opinion in this relation. Pursuant to the legal opinion, the convening and the proceedings of the EGM, A Shareholders Class Meeting and H Shareholders Class Meeting were in compliance with the relevant rules, laws and regulations of the PRC and the Articles of Association of the Company; and the capacities of the persons attended the meetings and the person convening the meetings are legal and valid; the voting procedures and the voting results are legal and effective and the resolutions of the meetings are legal and effective.

Since the A Share Places cannot be identified at this stage and all the A Shareholders will be subject to the same terms and conditions under the Possible A Share Placing and the issue of the A Share Bonds with Warrants, no Shareholder is required to abstain from voting in connection with these matters resolved at the EGM and the Shareholders Class Meetings. Details of the voting results are set out below:

EGM

The number of issued Shares of the Company as at the date of the EGM was 7,345,053,334 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 EGM. The Shareholders and authorised proxies holding an aggregate of 5,697,465,953 Shares attended the EGM, representing approximately 77.5687% of the total issued Shares of the Company as at the date of the EGM.

In relation to resolution no. 6 proposed at the EGM, HSBC Insurance Holdings Limited, The Hongkong and Shanghai Banking Corporation Limited and HSBC CCF Financial Products (France) SNC, which are deemed as connected shareholders under the listing rules of the Shanghai Stock Exchange, have abstained in voting and their Shares were not counted towards the total number of Shares entitling Shareholders to vote in respect of this resolution. There was no restriction on any Shareholder casting votes on any of the proposed resolutions at the EGM, and there was no Share entitling the holders to attend and vote only against the resolutions proposed at the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company.

All resolutions as set out in the notice of the EGM were duly passed. The poll results in respect of the proposed resolutions at the EGM are as follows:

SPECIAL RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
1.	To approve the Specific Mandate to allot, issue and deal in the Placing A Share in the share capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following terms:				
(1)	Class and par value of the Shares to be issued: A Shares of RMB1.00 each	5,287,742,592 (92.8089%)	354,396,901 (6.2203%)	55,314,960 (0.9709%)	5,697,454,453 (100%)
(2)	Number of the Placing A Shares to be issued under the Specific Mandate	5,257,076,049 (92.2706%)	383,069,809 (6.7235%)	57,308,595 (1.0059%)	5,697,454,453 (100%)
(3)	Issue mechanism	5,269,353,629 (92.4861%)	370,794,178 (6.5081%)	57,306,646 (1.0058%)	5,697,454,453 (100%)
(4)	Target subscribers	5,269,243,829 (92.4842%)	370,879,878 (6.5096%)	57,330,746 (1.0063%)	5,697,454,453 (100%)
(5)	Ranking of the Placing A Shares	5,287,763,004 (92.8092%)	354,389,589 (6.2201%)	55,301,860 (0.9706%)	5,697,454,453 (100%)
(6)	Pricing	5,287,855,217 (92.8108%)	354,305,952 (6.2187%)	55,293,284 (0.9705%)	5,697,454,453 (100%)
(7)	Use of Proceeds	5,287,868,592 (92.8111%)	354,279,201 (6.2182%)	55,306,660 (0.9707%)	5,697,454,453 (100%)
(8)	Validity of this special resolution	5,288,024,780 (92.8138%)	354,119,813 (6.2154%)	55,309,860 (0.9708%)	5,697,454,453 (100%)
(9)	Authorisation to the Board	5,288,101,646 (92.8152%)	354,064,047 (6.2144%)	55,288,760 (0.9704%)	5,697,454,453 (100%)

2.	To approve the issue of the A Share Bonds with Warrants on the following structure and terms:				
(1)	Principal amount of the A Share Bonds	5,309,722,384 (93.1946%)	320,245,945 (5.6209%)	67,486,124 (1.1845%)	5,697,454,453 (100%)
(2)	Denomination of the A Share Bonds	5,309,789,672 (93.1958%)	320,144,227 (5.6191%)	67,520,554 (1.1851%)	5,697,454,453 (100%)
(3)	Target subscribers of the A Share Bonds	5,309,788,872 (93.1958%)	320,144,767 (5.6191%)	67,520,814 (1.1851%)	5,697,454,453 (100%)
(4)	Issue mechanisms of the A Share Bonds with Warrants	5,311,091,172 (93.2187%)	320,143,527 (5.6191%)	66,219,754 (1.1623%)	5,697,454,453 (100%)
(5)	Interest of the A Share Bonds	5,311,090,372 (93.2187%)	320,121,327 (5.6187%)	66,242,754 (1.1627%)	5,697,454,453 (100%)
(6)	Maturity of the A Share Bond	5,311,290,672 (93.2222%)	320,119,127 (5.6186%)	66,044,654 (1.1592%)	5,697,454,453 (100%)
(7)	Redemption of the A Share Bonds at the option of the Company	5,312,201,661 (93.2382%)	320,116,027 (5.6186%)	65,136,765 (1.1433%)	5,697,454,453 (100%)
(8)	Redemption of the A Share Bonds at the option of the holders of the A Share Bonds	5,312,201,861 (93.2382%)	320,115,727 (5.6186%)	65,136,865 (1.1433%)	5,697,454,453 (100%)
(9)	Guarantee	5,312,205,561 (93.2382%)	320,112,827 (5.6185%)	65,136,065 (1.1432%)	5,697,454,453 (100%)
(10)	Term of the Warrants	5,311,275,072 (93.2219%)	320,145,527 (5.6191%)	66,033,854 (1.1590%)	5,697,454,453 (100%)
(11)	Conversion period of the Warrants	5,310,998,772 (93.2170%)	320,113,227 (5.6185%)	66,342,454 (1.1644%)	5,697,454,453 (100%)
(12)	Conversion ratio of the Warrants	5,310,992,772 (93.2169%)	320,117,027 (5.6186%)	66,344,654 (1.1645%)	5,697,454,453 (100%)
(13)	Conversion Price of the Warrants	5,310,994,272 (93.2170%)	320,116,627 (5.6186%)	66,343,554 (1.1644%)	5,697,454,453 (100%)
(14)	Adjustment principles	5,310,999,672 (93.2171%)	320,112,027 (5.6185%)	66,342,754 (1.1644%)	5,697,454,453 (100%)
(15)	Use of Proceeds of the Issue of the A Share Bonds with Warrants	5,309,507,272 (93.1909%)	320,112,527 (5.6185%)	67,834,654 (1.1906%)	5,697,454,453 (100%)
(16)	Validity of this special resolution	5,309,519,172 (93.1911%)	320,091,527 (5.6182%)	67,843,754 (1.1908%)	5,697,454,453 (100%)
(17)	Authorisation to the Board	5,309,506,472 (93.1909%)	320,170,127 (5.6195%)	67,777,854 (1.1896%)	5,697,454,453 (100%)

ORDINARY RESOLUTIONS					
3.	To consider, approve and confirm the feasibility study report on the use of proceeds of the Possible Share Placing and the issue of the A Share Bonds with Warrants	5,114,588,598 (90.4820%)	463,832,370 (8.2056%)	74,183,355 (1.3124%)	5,652,604,323 (100%)
4.	To consider and approve, subject to the completion of the Possible A Share Placing, the proposal that the existing shareholders and new shareholders pursuant to the Possible A Share Placing shall be entitled to receive any future distribution of the undistributed retained profits of the Company accrued before the completion of the Possible A Share Placing	5,303,449,523 (93.2843%)	289,734,768 (5.0962%)	92,072,092 (1.6195%)	5,685,256,383 (100%)
5.	To approve and confirm the report on the use of proceeds of the initial public offerings of A Shares of the Company	5,196,265,202 (91.9269%)	356,029,467 (6.2985%)	100,309,654 (1.7746%)	5,652,604,323 (100%)
6.	To approve and confirm the proposal on the connected transaction between the Company and the Bank of Communications, Co., Ltd.	4,171,184,125 (94.4237%)	172,263,518 (3.8996%)	74,072,828 (1.6768%)	4,417,520,471 (100%)

H Shareholders Class Meeting

The number of issued H Shares of the Company as at the date of the H Shareholders Class Meeting was 2,558,643,698 shares, which was the total number of H Shares entitling the holders of the H Shares to attend and vote for or against any of the resolutions proposed at the H Shareholders Class Meeting. The H Shareholders and authorised proxies holding an aggregate of 1,643,208,611 Shares attended the H Shareholders Class Meeting, representing approximately 64.2219% of the total issued H Shares of the Company as at the date of the H Shareholders Class Meeting.

There was no restriction on any H Shareholder casting votes on any of the proposed resolutions at the H Shareholders Class Meeting, and there was no H Share entitling the holders to attend and vote only against the resolutions proposed at the H Shareholders Class Meeting. The holding of the H Shareholders Class Meeting was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company.

All resolutions as set out in the notice of the H Shareholders Class Meeting were duly passed. The poll results in respect of the proposed resolutions at the H Shareholders Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of H Shares (%)			
		For	Against	Abstain	Total Votes
1.	To approve the Specific Mandate to allot, issue and deal in the Placing A Share in the share capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following terms:				
(1)	Class and par value of the Shares to be issued: A Shares of RMB1.00 each	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)
(2)	Number of the Placing A Shares to be issued under the Specific Mandate	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)
(3)	Issue mechanism	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)
(4)	Target subscribers	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)
(5)	Ranking of the Placing A Shares	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)
(6)	Pricing	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)
(7)	Use of Proceeds	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)
(8)	Validity of this special resolution	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)
(9)	Authorisation to the Board	1,601,543,264 (97.7745%)	36,040,461 (2.2003%)	413,000 (0.0252%)	1,637,996,725 (100%)

2.	To approve the issue of the A Share Bonds with Warrants on the following structure and terms:				
(1)	Principal amount of the A Share Bonds	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(2)	Denomination of the A Share Bonds	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(3)	Target subscribers of the A Share Bonds	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(4)	Issue mechanisms of the A Share Bonds with Warrants	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(5)	Interest of the A Share Bonds	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(6)	Maturity of the A Share Bond	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(7)	Redemption of the A Share Bonds at the option of the Company	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(8)	Redemption of the A Share Bonds at the option of the holders of the A Share Bonds	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(9)	Guarantee	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(10)	Term of the Warrants	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(11)	Conversion period of the Warrants	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(12)	Conversion ratio of the Warrants	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(13)	Conversion Price of the Warrants	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(14)	Adjustment principles	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(15)	Use of Proceeds of the Issue of the A Share Bonds with Warrants	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(16)	Validity of this special resolution	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)
(17)	Authorisation to the Board	1,601,663,014 (97.7818%)	35,920,711 (2.1930%)	413,000 (0.0252%)	1,637,996,725 (100%)

A Shareholders Class Meeting

The number of issued A Shares of the Company as at the date of the A Shareholders Class Meeting was 4,786,409,636 Shares, which was the total number of A Shares entitling the holders of the A Shares to attend and vote for or against any of the resolutions proposed at the A Shareholders Class Meeting. The A Shareholders and authorised proxies holding an aggregate of 4,054,257,342 A Shares attended the A Shareholders Class Meeting, representing approximately 84.7035% of the total issued A Shares of the Company as at the date of the A Shareholders Class Meeting.

There was no restriction on any A Shareholder casting votes on any of the proposed resolutions at the A Shareholders Class Meeting, and there was no A Share entitling the holders to attend and vote only against the resolutions proposed at the A Shareholders Class Meeting. The holding of the A Shareholders Class Meeting was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company.

All resolutions as set out in the notice of the A Shareholders Class Meeting were duly passed. The poll results in respect of the proposed resolutions at the A Shareholders Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of A Shares (%)			
		For	Against	Abstain	Total Votes
1.	To approve the Specific Mandate to allot, issue and deal in the Placing A Share in the share capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following terms:				
(1)	Class and par value of the Shares to be issued: A Shares of RMB1.00 each	3,668,054,981 (90.4742%)	331,037,401 (8.1652%)	55,164,960 (1.3607%)	4,054,257,342 (100%)
(2)	Number of the Placing A Shares to be issued under the Specific Mandate	3,637,388,438 (89.7177%)	359,710,309 (8.8724%)	57,158,595 (1.4098%)	4,054,257,342 (100%)
(3)	Issue mechanism	3,649,666,018 (90.0206%)	347,434,678 (8.5696%)	57,156,646 (1.4098%)	4,054,257,342 (100%)
(4)	Target subscribers	3,649,556,218 (90.0179%)	347,520,378 (8.5717%)	57,180,746 (1.4104%)	4,054,257,342 (100%)
(5)	Ranking of the Placing A Shares	3,668,075,393 (90.4747%)	331,030,089 (8.1650%)	55,151,860 (1.3603%)	4,054,257,342 (100%)
(6)	Pricing	3,668,167,606 (90.4769%)	330,946,452 (8.1629%)	55,143,284 (1.3601%)	4,054,257,342 (100%)
(7)	Use of Proceeds	3,668,180,981 (90.4773%)	330,919,701 (8.1623%)	55,156,660 (1.3605%)	4,054,257,342 (100%)
(8)	Validity of this special resolution	3,668,337,169 (90.4811%)	330,760,313 (8.1583%)	55,159,860 (1.3605%)	4,054,257,342 (100%)
(9)	Authorisation to the Board	3,668,414,035 (90.4830%)	330,704,547 (8.1570%)	55,138,760 (1.3600%)	4,054,257,342 (100%)

2.	To approve the issue of the A Share Bonds with Warrants on the following structure and terms:				
(1)	Principal amount of the A Share Bonds	3,689,915,023 (91.0133%)	297,006,195 (7.3258%)	67,336,124 (1.6609%)	4,054,257,342 (100%)
(2)	Denomination of the A Share Bonds	3,689,982,311 (91.0150%)	296,904,477 (7.3233%)	67,370,554 (1.6617%)	4,054,257,342 (100%)
(3)	Target subscribers of the A Share Bonds	3,689,981,511 (91.0150%)	296,905,017 (7.3233%)	67,370,814 (1.6617%)	4,054,257,342 (100%)
(4)	Issue mechanisms of the A Share Bonds with Warrants	3,691,283,811 (91.0471%)	296,903,777 (7.3233%)	66,069,754 (1.6296%)	4,054,257,342 (100%)
(5)	Interest of the A Share Bonds	3,691,283,011 (91.0471%)	296,881,577 (7.3227%)	66,092,754 (1.6302%)	4,054,257,342 (100%)
(6)	Maturity of the A Share Bond	3,691,483,311 (91.0520%)	296,879,377 (7.3227%)	65,894,654 (1.6253%)	4,054,257,342 (100%)
(7)	Redemption of the A Share Bonds at the option of the Company	3,692,394,300 (91.0745%)	296,876,277 (7.3226%)	64,986,765 (1.6029%)	4,054,257,342 (100%)
(8)	Redemption of the A Share Bonds at the option of the holders of the A Share Bonds	3,692,394,500 (91.0745%)	296,875,977 (7.3226%)	64,986,865 (1.6029%)	4,054,257,342 (100%)
(9)	Guarantee	3,692,398,200 (91.0746%)	296,873,077 (7.3225%)	64,986,065 (1.6029%)	4,054,257,342 (100%)
(10)	Term of the Warrants	3,691,467,711 (91.0516%)	296,905,777 (7.3233%)	65,883,854 (1.6251%)	4,054,257,342 (100%)
(11)	Conversion period of the Warrants	3,691,191,411 (91.0448%)	296,873,477 (7.3225%)	66,192,454 (1.6327%)	4,054,257,342 (100%)
(12)	Conversion ratio of the Warrants	3,691,185,411 (91.0447%)	296,877,277 (7.3226%)	66,194,654 (1.6327%)	4,054,257,342 (100%)
(13)	Conversion Price of the Warrants	3,691,186,911 (91.0447%)	296,876,877 (7.3226%)	66,193,554 (1.6327%)	4,054,257,342 (100%)
(14)	Adjustment principles	3,691,192,311 (91.0448%)	296,872,277 (7.3225%)	66,192,754 (1.6327%)	4,054,257,342 (100%)
(15)	Use of Proceeds of the Issue of the A Share Bonds with Warrants	3,689,699,911 (91.0080%)	296,872,777 (7.3225%)	67,684,654 (1.6695%)	4,054,257,342 (100%)
(16)	Validity of this special resolution	3,689,711,811 (91.0083%)	296,851,777 (7.3220%)	67,693,754 (1.6697%)	4,054,257,342 (100%)
(17)	Authorisation to the Board	3,689,699,111 (91.0080%)	296,930,377 (7.3239%)	67,627,854 (1.6681%)	4,054,257,342 (100%)

Shareholders may refer to the notice of the EGM and H Shareholders Class Meeting dated 18 January 2008 for details of the resolutions resolved at the EGM and the Shareholders Class Meetings.

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

Shenzhen, PRC, 5 March 2008

As at 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 Lin Yu Fen, Cheung Lee Wah, Anthony Philip Hope, Fan Gang, Lin Lijun, Hu Aimin, Chen Hongbo, Wong Tung Shun Peter and Ng Sing Yip, the Independent Non-executive Directors are Bao Youde, Kwong Che Keung Gordon, Cheung Wing Yui, Chow Wing Kin Anthony, Zhang Hongyi, Chen Su and Xia Liping.