

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 ANNUAL GENERAL MEETING HELD ON TUESDAY, MAY 13, 2008

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 2007 (the “**AGM**”) was held at 10:00 a.m. on Tuesday, May 13, 2008 at Ping An School of Financial Services, Kukeng, Guanlan, Shenzhen, PRC. The number of issued shares of the Company as at the date of the AGM 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 AGM.

The shareholders and authorized proxies holding an aggregate of 4,903,099,585 shares, representing 66.7538% 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 of Directors and Chief Executive Officer of the Company. In accordance with the Articles of Association of the Company, voting in respect of all 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 whereas King and Wood was appointed as the witnessing lawyer at the AGM.

Save for resolution no. 12 in respect of which HSBC Insurance Holdings Limited, the Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) and HSBC CCF Financial Products (France) SNC (“**HSBC CCF**”) and their respective associates abstained from voting, there were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. To the best knowledge, information and belief of the directors of the Company, other than HSBC Insurance Holdings Limited, HSBC and HSBC CCF, which held 618,886,334 shares (approximately 8.43%), 614,099,279 shares (approximately 8.36%) and 884,775 shares (approximately 0.012%) of the issued share capital of the Company respectively as at the date of the AGM and were required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company's Articles of Association to refrain from voting on resolution no. 12, no other shareholder has a material interest in the matters considered at the AGM and is required to abstain from voting at the AGM.

All resolutions as set out in the notice of the AGM 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 for the year ended December 31, 2007.	4,868,174,655 (99.85118%)	7,253,000 (0.14877%)	2,600 (0.00005%)	4,875,430,255 (100%)
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, 2007.	4,868,174,655 (99.85118%)	7,253,000 (0.14877%)	2,600 (0.00005%)	4,875,430,255 (100%)
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, 2007.	4,868,160,555 (99.85089%)	7,253,000 (0.14877%)	16,700 (0.00034%)	4,875,430,255 (100%)
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, 2007.	4,868,161,655 (99.85091%)	7,253,000 (0.14877%)	15,700 (0.00032%)	4,875,430,255 (100%)
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 and the recommendation for final dividend for the year ended December 31, 2007.	4,896,130,085 (99.85786%)	6,953,800 (0.14182%)	15,700 (0.00032%)	4,903,099,585 (100%)
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 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.	4,896,132,785 (99.85794%)	6,947,500 (0.14170%)	17,800 (0.00036%)	4,903,098,085 (100%)
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 appointment of Mr. Clive Bannister as a non-executive director of the Company to hold office until the expiry of the term of the existing Board of Directors.	4,893,857,405 (99.83665%)	7,830,980 (0.15976%)	176,200 (0.00359%)	4,901,864,585 (100%)
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 the “Report on the Performance of Independent Non-executive Directors”.	4,895,829,385 (99.85172%)	7,253,500 (0.14794%)	16,700 (0.00034%)	4,903,099,585 (100%)
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 the “Report on the Use of Proceeds of the Funds Raised Previously”.	4,895,791,885 (99.85116%)	7,281,000 (0.14850%)	16,700 (0.00034%)	4,903,089,585 (100%)
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 authorize the Company to provide guarantees in respect of the liabilities of its subsidiaries from time to time.	4,704,236,062 (96.16981%)	187,340,616 (3.82985%)	16,700 (0.00034%)	4,891,593,378 (100%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
SPECIAL RESOLUTION					
11.	To give a general mandate to the Board of Directors to issue, allot and deal with 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.	4,723,017,316 (96.57034%)	167,732,362 (3.42958%)	3,700 (0.00008%)	4,890,753,378 (100%)
As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					

ORDINARY RESOLUTION					
12.	To authorize the chairman and the secretary of the board of directors of the Company to renew annually thereafter the liability insurance for the Company's directors, supervisors and senior management on the basis that the insurance coverage remains substantially unchanged and the insured sum does not exceed the original amount, and to execute all necessary legal documents and to make any appropriate disclosure if necessary.	3,419,812,315 (93.25307%)	247,397,057 (6.74614%)	29,100 (0.00079%)	3,667,238,472 (100%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Company is pleased to announce that Mr. Clive Bannister was appointed as a non-executive director of the Company on May 13, 2008 after approval by shareholders at the AGM. The qualification of Mr. Bannister's appointment was also approved by the China Insurance Regulatory Commission on April 17, 2008. The particulars of Mr. Bannister are set out below:

Mr. Clive Bannister, 49, has been the Group Managing Director of Insurance of HSBC Holdings plc since November 2006. Mr. Bannister was appointed as the General Manager and Chief Executive responsible for Private Banking of HSBC Holdings plc from July 2001 to November 2006. Mr. Bannister was appointed as the Chief Executive of Private Banking of HSBC Holdings plc from June 1998 to May 2001. During the period, Mr. Bannister was appointed as director of HSBC Insurance Holdings Limited, the chairman of HSBC Private Bank (UK) Limited and HSBC Private Bank (Monaco) Limited, director of HSBC Gyuertzeller Bank AG Switzerland, HSBC Private Bank (Suisse) SA, HSBC Private Bank (France) and HSBC Private Bank (Suisse) Holdings AG. In 1998, Mr. Bannister also acted as Special Adviser to the HSBC group's Chairman, developing strategies for HSBC. Between 1996 and 1998, Mr. Bannister was Head of Investment Banking and Deputy CEO of HSBC Securities Inc in New York, overseeing debt and equity securities business in the Americas and worked as Director, Head of Planning and Strategy of HSBC Investment Banking. Prior to joining HSBC Holdings plc in 1994, Mr. Bannister was a partner in the financial consulting practice of Booz Allen & Hamilton. He obtained a master degree in Politics, Philosophy and Economics from Exeter College, Oxford University in 1982.

Mr. Bannister will hold office as a non-executive Director until the expiry of the term of the existing Board. Mr. Bannister will not receive a Directors' fee. Save as disclosed above, he does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Bannister does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save for the information disclosed above, there is no other information which is discloseable nor is/was Mr. Bannister 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.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Anthony Philip Hope resigned as non-executive director of the Company, as well as a member of the audit committee and remuneration committee. Mr. Hope has confirmed that he has no disagreement with the Board of Directors and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to thank Mr. Hope for his valuable contribution to the Company during his tenure of office.

As approved by the Board of Directors, Mr. Ng Sing Yip, a non-executive director of the Company, and Mr. Bannister were appointed as a member of the audit committee and a member of the remuneration committee, respectively, in place of Mr. Hope from the date of resignation of Mr. Hope.

PAYMENT OF 2007 FINAL DIVIDEND

The Board of Directors wishes to inform shareholders of the details of the payment of the final dividend for the year ended December 31, 2007 as follows:

The Company will pay a final dividend of RMB0.50 per share (equivalent to HK\$0.5575 per share) (inclusive of applicable tax) for the year ended December 31, 2007. The payment shall be made to holders of H shares whose names appeared on the H share register of members of the Company on May 13, 2008. According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. 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 (RMB1.00 equivalent to HK\$1.1149). Information regarding the payment of final dividend to holders of A shares will be separately announced by the Company in the PRC.

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 the final dividend declared for the year ended December 31, 2007 for payment to holders of H shares. The final dividend for the year ended December 31, 2007 will be paid by the Receiving Agent and relevant cheques will be dispatched on or before May 27, 2008 to holders of H shares entitled to receive such dividend by ordinary post at their own risk.

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 13, 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, Clive Bannister, 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.