



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/07/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Ping An Insurance (Group) Company of China, Limited

Date Submitted 3 August 2009

I. Movements in Authorised Share Capital

Not applicable as the Company was incorporated in the People's Republic of China.

1. Ordinary Shares

| | | | |
|--|------------------------|-------------------------------|--|
| (1) Stock code : <u>2318</u> Description : <u>H Shares</u> | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u></u> | <u>N/A</u> |

| | | | |
|--|------------------------|-------------------------------|--|
| (2) Stock code : <u>601318</u> Description : <u>A Shares</u> | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u></u> | <u>N/A</u> |

2. Preference Shares

| | | | |
|-------------------------------------|--------------------------|--|---|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u></u> | <u>N/A</u> |

3. Other Classes of Shares

| | | | |
|-------------------------------------|--------------------------------|--|---|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u></u> | <u>N/A</u> |

Total authorised share capital at the end of the month (*State currency*) :

N/A

II. Movements in Issued Share Capital

| | No. of ordinary shares (1) H Shares | (2) A Shares | No of preference shares | No. of other classes of shares |
|--|---|----------------------|----------------------------|-----------------------------------|
| Balance at close of preceding month | <u>2,558,643,698</u> | <u>4,786,409,636</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>Nil</u> | <u>Nil</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>2,558,643,698</u> | <u>4,786,409,636</u> | <u>N/A</u> | <u>N/A</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 2. N/A | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| Total A. | | | | | N/A | |
| (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | N/A | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 2. N/A | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 3. N/A | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| 4. N/A | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| Total B. | | | | | (Ordinary shares) | N/A |
| | | | | | (Preference shares) | N/A |
| | | | | | (Other class) | N/A |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| Total C. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|---|
| 1. pursuant to the share purchase agreement dated 12 June 2009 entered into between the Company and Newbridge Asia AIV III, L.P. ("Newbridge"), the Company may issue 299,088,758 new H shares as consideration of the acquisition at Newbridge's election <div style="text-align: right;">(/ /)</div> <div style="text-align: right;">shares (<i>Note 1</i>)</div> | | |
| 2. N/A <div style="text-align: right;">(/ /)</div> <div style="text-align: right;">shares (<i>Note 1</i>)</div> | | |
| 3. N/A <div style="text-align: right;">(/ /)</div> <div style="text-align: right;">shares (<i>Note 1</i>)</div> | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|---------------------------------|--|---|--|---|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | <u>N/A</u> | <u>N/A</u> |
| 2. Open offer | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | <u>N/A</u> | <u>N/A</u> |
| 3. Placing | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | <u>N/A</u> | <u>N/A</u> |
| 4. Bonus issue | | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ /) | |
| | | | | <u>N/A</u> | <u>N/A</u> |

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | |
|---------------|-------------------------|------------------------------------|--|--|---|------------|
| Type of Issue | | | | | | |
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 6. | Repurchase of shares | | Class of shares _____ repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 7. | Redemption of shares | | Class of shares _____ redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | <u>N/A</u> | <u>N/A</u> |

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---|---|--|--|---|
| Type of Issue | | | | | |
| 9. Capital reorganisation | Class of shares issuable _____ (Note 1) | | | | |
| | Issue and allotment date : (dd/mm/yyyy) (/ /) | | | | |
| | EGM approval date: (dd/mm/yyyy) (/ /) | | | | |
| | | | | <u>N/A</u> | <u>N/A</u> |
| 10. Other (Please specify) | Class of shares issuable _____ (Note 1) | | | | |
| | At price : State currency _____ | Issue and allotment date : (dd/mm/yyyy) (/ /) | | | |
| | | EGM approval date: (dd/mm/yyyy) (/ /) | | | |
| | | | | <u>N/A</u> | <u>N/A</u> |
| Total E. (Ordinary shares) | | | | <u>N/A</u> | |
| (Preference shares) | | | | <u>N/A</u> | |
| (Other class) | | | | <u>N/A</u> | |

| | | |
|--|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>Nil</u> |
| | (2) | <u>Nil</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

Remarks (if any):

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Item 1:

In relation to share purchase agreement dated 12 June 2009, the specific mandate to issue of the new H shares is subject to approval of the shareholders at the extraordinary general meeting and the respective class meetings of the holders of H shares and A shares of the Company to be held on 7 August 2009.

Submitted by: Yao Jun

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. If there is insufficient space, please append the prescribed continuation sheet.