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**PING AN**

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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)**

## **ANNOUNCEMENT**

### **VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON FRIDAY, DECEMBER 18, 2009**

The Board is pleased to announce that the ordinary resolutions to approve, amongst other things, the Non-exempt Continuing Connected Transactions (including the proposed annual caps for the three years ending December 31, 2012), were duly passed at the EGM held on Friday, December 18, 2009.

Reference is made to the notice of extraordinary general meeting dated November 3, 2009 (the “**Notice of EGM**”) and the circular of the Company dated November 3, 2009 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the Circular.

The Board is pleased to announce that the EGM was held on Friday, December 18, 2009 at Ping An School of Financial Services, Kukeng, Guanlan, Shenzhen, PRC and is pleased to announce that the ordinary resolutions to approve, amongst other things, the Non-exempt Continuing Connected Transactions (including the proposed annual caps for the three years ending December 31, 2012), were duly passed at the EGM. The EGM was chaired by Mr. Ma Mingzhe, Chairman of the Board and Chief Executive Officer of the Company. Certain Directors, supervisors and members of the senior management of the Company also attended the EGM.

In accordance with the Articles of Association of the Company and the Listing Rules, voting in respect of the resolutions put forward to the general meeting was conducted by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer for the vote-taking and King & Wood was appointed as the witnessing lawyers at the 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 or abstain from voting on the resolutions proposed at the EGM except for the resolutions in relation to the Non-exempt Continuing Connected Transactions involving the bank deposit arrangements with HSBC and the bank deposit arrangements with Bank of Communications Co., Ltd. in which HSBC and its associates are required to abstain from voting. There were 40 Shareholders and authorized proxies who participated the EGM, holding an aggregate of 4,285,278,682 Shares, representing

approximately 58.3424% of the total issued share capital of the Company, among which, there were 36 A Shareholders and authorized proxies of the holders of A Shares, holding 2,495,977,027 Shares, representing approximately 33.9817% of the total issued share capital of the Company; and 4 H Shareholders and authorized proxies of the holders of H Shares, holding 1,789,301,655 Shares, representing approximately 24.3606% of the total issued share capital of the Company.

As set out in the Circular, HSBC and its associates were interested in 1,233,870,388 H Shares representing approximately 48.22% of the total number of H Shares in issue and approximately 16.80% of the total number of Shares in issue of the Company. HSBC and its associates were required to, and did, abstain from voting at the EGM in relation to the Non-exempt Continuing Connected Transactions involving the bank deposit arrangements maintained with HSBC and the bank deposit arrangements with Bank of Communications Co., Ltd. As a result, Independent Shareholders holding a total of 6,111,182,946 Shares were entitled to attend and vote for or against or abstain from voting on the resolutions numbered 1 and 3 below.

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

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTENTION	Total number of Shares voted
		<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>	
1.	To approve the bank deposits arrangements between the Company and its subsidiaries and The Hongkong and Shanghai Banking Corporation Limited and the proposed annual cap for the said bank deposits arrangements for each of the three years ending December 31, 2012.	3,052,459,569 (99.9999%)	3,500 (0.0001%)	0 (0%)	3,052,463,069
2.	To approve the bank deposits arrangements between the Company and its subsidiaries and Industrial and Commercial Bank of China Limited and Industrial and Commercial Bank of China (Asia) Limited and the proposed annual cap for the said bank deposits arrangements for each of the three years ending December 31, 2012.	4,285,275,182 (99.9999%)	3,500 (0.0001%)	0 (0%)	4,285,278,682

3.	To approve the bank deposits arrangements between the Company and its subsidiaries and Bank of Communications Co., Ltd. and the proposed annual cap for the said bank deposits arrangements for each of the two years ending December 31, 2012.	3,052,459,569 (99.9999%)	3,500 (0.0001%)	0 (0%)	3,052,463,069
4.	To approve the Company's policy on the appointment of auditors.	4,284,457,682 (99.9999%)	3,500 (0.0001%)	0 (0%)	4,284,461,182
5.	To approve the appointment of Mr. Guo Limin as a non-executive director of the Company.	4,267,116,797 (99.5794%)	18,023,385 (0.4206%)	0 (0%)	4,285,140,182
As more than 50% of the valid votes were cast in favour of each of the above resolutions, each of the above resolutions was duly passed as an ordinary resolution.					

*Note:* The full text of the above ordinary resolutions is set out in the Notice of EGM.

To the best knowledge, information and belief of the Directors and save as disclosed above, there were no restrictions on any Shareholder casting votes on the proposed resolutions at the EGM and no Shareholder has a material interest in the matters considered at the EGM and is required to abstain from voting at the EGM. No Shareholder was entitled to attend and vote only against the ordinary resolutions at the EGM, nor did any Shareholder state their intention in the Circular to vote against the ordinary resolutions.

By order of the Board  
**Ma Mingzhe**  
*Chairman and Chief Executive Officer*

Shenzhen, PRC, December 18, 2009

*As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Cheung Chi Yan Louis, Wang Liping and Jason Bo Yao; the Non-executive Directors are Lin Lijun, Hu Aimin, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Clive Bannister and Li Zhe; and the Independent Non-executive Directors are Chow Wing Kin Anthony, Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Ka Sze Carmelo and Chung Yu-wo Danny.*