

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

PING AN

Insurance • Banking • Investment

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

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The “Announcement of the Completion of the Private Issuing of Shares by SDB to Ping An Life”, which is published by Ping An Insurance (Group) Company of China, Ltd. on the website of Shanghai Stock Exchange, is reproduced herein for your reference.

By order of the Board

Ping An Insurance (Group) Company of China, Ltd.

Yao Jun

Company Secretary

Shenzhen, PRC, July 2, 2010

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 Yao Jason Bo; the Non-executive Directors are Lin Lijun, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Clive Bannister, Li Zhe and Guo Limin; 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.

PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.

**ANNOUNCEMENT OF THE COMPLETION OF THE PRIVATE ISSUING
OF SHARES BY SDB TO PING AN LIFE**

Special Notice:

The board of directors and all directors of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as 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 Company issued the “Announcement of Approval by CSRC in relation to the Application in respect of the Private Issuing of Shares by SDB to Ping An Life” on June 29, 2010, referring to the receipt of an “Approval in Respect of the Private Issuing of Shares by Shenzhen Development Bank Co., Ltd.” (Zheng Jian Xu Ke [2010] No. 862) by Shenzhen Development Bank Co., Ltd. (“SDB”) from China Securities Regulatory Committee (“CSRC”) on June 28, 2010, which approved its private issuing of not more than 379,580,000 new shares to Ping An Life Insurance Company of China Ltd. (“Ping An Life”), a subsidiary controlled by the Company (“Private Issuing”).

On June 28, 2010, Ping An Life paid RMB6,931,130,800 as subscription money to SDB for subscription of the 379,580,000 new shares issued pursuant to the Private Issuing. SDB completed the registration procedures for the shares issued pursuant to the Private Issuing on June 29, 2010 and received the Confirmation of Securities Registration issued by the Registration Depository Division of China Securities Depository and Clearing Co., Ltd., Shenzhen Branch.

Prior to the completion of the Private Issuing, the Company and Ping An Life held in aggregate of 665,742,687 shares of SDB, representing 21.44% of SDB’s then total share capital of 3,105,433,762 shares before the Private Issuing. Subsequent to the completion of the Private Issuing, the Company and Ping An Life hold in aggregate of 1,045,322,687 shares of SDB, representing 29.99% of SDB’s total share capital of 3,485,013,762 shares after the Private Issuing.

The Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
July 2, 2010