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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)

VOTING RESULTS OF THE ANNUAL GENERAL MEETING HELD ON THURSDAY, JUNE 16, 2011 AND CHANGE OF DIRECTORS

The Board of Directors of the Company is pleased to announce that the AGM was held at 10:00 a.m. on Thursday, June 16, 2011 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The number of issued shares of the Company as at the date of the AGM was 7,644,142,092 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

All resolutions as set out in the notice of the AGM dated April 7, 2011 were duly passed.

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 2010 (the “**AGM**”) was held at 10:00 a.m. on Thursday, June 16, 2011 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The AGM adopted the onsite voting. The number of issued shares of the Company as at the date of the AGM was 7,644,142,092 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

There were 71 shareholders and authorized proxies holding an aggregate of 4,255,153,032 shares (representing 55.6655 % of the total voting shares of the Company) present at the AGM. Among those present at the AGM, 62 were A Shareholders and proxies, holding an aggregate of 2,219,284,868 shares (representing 29.0325 % of the total share capital of 7,644,142,092 shares of the Company), and 9 were H Shareholders and proxies, holding an aggregate of 2,035,868,164 shares (representing 26.6330 % of the total share capital of 7,644,142,092 shares of the Company).

Number of shareholders and authorized proxies attended the meeting	71
Of which: number of A Shareholders	62
: number of H Shareholders	9
Total number of voting shares held	4,255,153,032 shares
Of which: total number of shares held by A Shareholders	2,219,284,868 shares

: total number of shares held by H Shareholders	2,035,868,164 shares
Percentage of the total number of voting shares of the Company	55.6655%
Of which: percentage of shares held by A Shareholders	29.0325%
: percentage of shares held by H Shareholders	26.6330%

The holding of the AGM was in compliance with the requirements of the Company Law of the People's Republic of China, the Rules Governing the Shareholders' Meetings of the Listed Companies 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. Some directors, supervisors and the secretary to the Board of Directors of the Company attended the AGM. Some members of the senior management of the Company also attended the AGM. In accordance with the Articles of Association of the Company, voting in respect of 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 at the AGM whereas King and Wood was appointed as the witnessing lawyer at the AGM.

To the best knowledge, information and belief of the directors of the Company, there were no restrictions on any shareholder casting votes on any of the proposed resolution at the AGM and no shareholder has a material interest in the matter 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 dated April 7, 2011 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 of the Company for the year ended December 31, 2010	4,254,729,332 99.9900%	207,500 0.0049%	216,200 0.0051%	4,255,153,032 100%
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, 2010	4,254,729,832 99.9901%	207,000 0.0049%	216,200 0.0051%	4,255,153,032 100%
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 of the Company and its summary for the year ended December 31, 2010	4,254,729,832 99.9901%	207,000 0.0049%	216,200 0.0051%	4,255,153,032 100%
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, 2010	4,254,729,332 99.9900%	207,500 0.0049%	216,200 0.0051%	4,255,153,032 100%
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 the final dividend for the year ended December 31, 2010	4,250,456,908 99.8896%	4,514,724 0.1061%	181,400 0.0043%	4,255,153,032 100%
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	4,253,767,832 99.9674%	1,285,000 0.0302%	100,200 0.0024%	4,255,153,032 100%
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 re-designation of Mr. Cheung Chi Yan Louis as a Non-executive Director of the Company	4,249,667,792 99.8711%	5,382,840 0.1265%	102,400 0.0024%	4,255,153,032 100%

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 and approve the appointment of Mr. Woo Kai Biu Jackson as an Independent Non-executive Director of the Company	4,250,025,532 99.8795%	4,825,300 0.1134%	302,200 0.0071%	4,255,153,032 100%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
SPECIAL RESOLUTIONS					
9.	To consider and approve the proposed amendments to the Articles of Association of the Company, and to authorize the Board of Directors to make further amendments to the Articles of Association of the Company that it considers necessary, appropriate or expedient in accordance with the applicable laws and regulations, and the requirements of China Insurance Regulatory Commission and other relevant regulatory authorities	4,249,378,653 99.8643%	4,392,300 0.1032%	1,382,079 0.0325%	4,255,153,032 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					

CHANGE OF DIRECTORS

At the AGM, the re-designation of Mr. Cheung Chi Yan Louis from an Executive Director to a Non-executive Director was duly approved by the shareholders and such re-designation took immediate effect upon the conclusion of the AGM (16 June 2011). Further, the proposed appointment of Mr. Woo Kai Biu as an Independent Non-executive Director of the Company was duly approved by the shareholders and such appointment shall take effect upon obtaining the approval of the China Insurance Regulatory Commission.

PAYMENT OF FINAL DIVIDENDS

The Company will issue a separate announcement regarding details of the payment of the final dividends and the despatch of the cheques for the final dividends to holders of H shares.

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

Shenzhen, PRC, June 16, 2011

As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Wang Liping and Yao Jason Bo, the Non-executive Directors are Lin Lijun, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Li Zhe, Guo Limin, David Fried and Cheung Chi Yan Louis, 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.