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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)**

**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 Ping An Insurance (Group) Company of China, Ltd. in relation to Amendments to the Articles of Association and Changes of Registered Capital”, which is published by Ping An Insurance (Group) Company of China, Ltd. on the website of Shanghai Stock Exchange and certain designated newspapers in the PRC, is reproduced herein for your reference.

By order of the Board  
**Yao Jun**  
Company Secretary

Shenzhen, PRC, November 29, 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 and Cheung Chi Yan Louis; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Ka Sze Carmelo, Chung Yu-Wo Danny and Woo Ka Biu Jackson.*

**THE ANNOUNCEMENT OF  
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.  
IN RELATION TO  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
CHANGES OF THE REGISTERED CAPITAL**

**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 "Resolution on Amendments to the Articles of Association" was considered and approved at the 2010 Annual General Meeting held by the Company on June 16, 2011. For the specific amendments to the Articles of Association, please refer to the "Meeting Information of the 2010 Annual General Meeting" published on April 7, 2011. In addition, the Company has completed the issue and allotment of 272,000,000 H Shares to JINJUN LIMITED on June 17, 2011. The Company has made corresponding amendments to the Amendment Records of the Articles of Association, Article 21 and Article 24 of the Articles of Association in relation to the share capital structure and registered capital in accordance with the authorization granted by the general meeting and as required by the relevant regulatory authorities and the Administration for Industry and Commerce.

The application for relevant amendments to the Articles of Association and changes of the registered capital was approved and agreed by the China Insurance Regulatory Commission, and the procedures for registration of changes of the Articles of Association and the registered capital have recently been completed with the State Administration of Industry and Commerce. The registered capital of the Company has been changed to RMB7,916,142,092.

The full text of the Articles of Association will be available at the websites of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and the Company ([www.pingan.com](http://www.pingan.com)).

The Board of Directors  
Ping An Insurance (Group) Company of China, Ltd.  
November 29, 2011