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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

(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

AND

(2) PROPOSED ISSUANCE OF A SHARE CONVERTIBLE BONDS

On 20 December 2011, the Board approved the resolutions to seek the grant of a General Mandate at the EGM to allot, issue and/or deal with the Shares and the proposed issuance of the Convertible Bonds. The General Mandate and the proposed issuance of the Convertible Bonds shall be subject to the Shareholders' approval at the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to approve the proposed grant of the General Mandate and the proposed issuance of the Convertible Bonds at the EGM.

The EGM Notice together with the proxy form and reply slip will be despatched to the Shareholders on 21 December 2011. A circular containing, among other things, further details of the proposed grant of the General Mandate and the proposed issuance of Convertible Bonds and other information as required under the Listing Rules will be despatched by the Company as soon as practicable on or before 9 January 2012.

(A) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Company proposes to obtain Shareholders' approval for the grant of the General Mandate to separately or concurrently allot, issue and/or deal with A Shares and/or H Shares up to the limit of 20% of the aggregate nominal amount of each of the A Shares and/or H Shares in issue on the date of the passing of the relevant resolution at the EGM. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Company Law of the PRC, the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC.

The General Mandate shall be effective from the date of passing the relevant resolution until whichever is the earliest of:

- (1) the expiration of 12 months following the passing of this special resolution; or
- (2) the revocation or variation of the authority given to the Board under this resolution by a special resolution of the Company in general meeting.

The validity period of the General Mandate shall also be subject to the applicable requirement(s) under Rule 13.36(3) of the Listing Rules.

The Board also resolved to seek the Shareholders' approval at the EGM to authorise the executive Directors, to separately or jointly exercise the full power to deal with the matters in relation to issuance of Shares under the framework and principles pursuant to the resolution relating to the grant of the General Mandate passing at the EGM.

As at the date of this announcement, the Company had in issue 7,916,142,092 Shares including 4,786,409,636 A Shares and 3,129,732,456 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to separately or concurrently allot, issue and deal with up to a maximum of 957,281,927 A Shares and/or 625,946,491 H Shares, representing 20% of the number of each of the A shares and H shares in issue.

(B) PROPOSED ISSUANCE OF A SHARE CONVERTIBLE BONDS

With the improving integrated financial platform of the Company, the size of all business segments continued to enjoy rapid growth, leading to increased pressure for the Company to maintain solvency margin ratio. According to the unaudited financial statements of the Company, as at 31 October 2011, the solvency margin ratio of the Company was 170.7%, the solvency margin ratio of Ping An Life Insurance Company of China, Ltd., a subsidiary of the Company, was 153.2%, and the solvency margin ratio of Ping An Property & Casualty Insurance Company of China, Ltd., a subsidiary of the Company, was 171.0%. As at 30 September 2011, the total capital adequacy ratio and core capital adequacy ratio of Shenzhen Development Bank Co., Ltd. were 11.5% and 8.4%, which are relatively lower compared to industry average. Whilst global economic conditions amidst the European debt crisis remain challenging and complex, the domestic economy is facing a potential slowdown in terms of growth and increased risk of policy shifts given uncertainties that remain. In the near future, the unstable factors of the economy will likely persist, requiring the Company to improve its solvency level and increase risk buffers. The Company is proposing to issue Convertible Bonds to the public to improve its solvency margin ratio and increase its capital strength; and also to meet its funding needs associated with the Company's fast-growing businesses including insurance, banking and investments. The Company also aims to implement its strategic development target of "Financial Integration, International Leader" so as to further enhance its competitive edges.

The proceeds from the proposed issuance of the Convertible Bonds, after deduction of the expenses relating to the issuance, will be used to replenish the working capital of the Company to support the business development of the Group; and the proceeds will be used for other purposes approved by CIRC (including but not limited to replenishing the capital base to improve the solvency margin of the Company after obtaining approval from CIRC). Such proceeds will be used to replenish the capital base of the Company after conversions conducted by CB Holders. According to the static measurement based on the information as of 31 October 2011 and assuming full conversion of the RMB26 billion Convertible Bonds to be issued, the solvency capital of the Company would reach RMB208.9 billion and the solvency margin ratio would reach 194.9%. This financing will enable the Company to further enhance its risk-preventing capability and sustainable development capability, promote all business segments of the Company to develop in a continuous and rapid manner, and

enhance the steady growth of the profitability and the Shareholder returns.

On 20 December 2011, the resolution in relation to the proposed public issuance of the Convertible Bonds has been duly passed in the meeting of the Board. It is contemplated that the Convertible Bonds would be issued under the General Mandate. The proposed issuance of the Convertible Bonds is further subject to (i) approval from the Shareholders at the EGM by way of a special resolution in accordance with the Articles of Association; and (ii) approvals of the CSRC and other relevant PRC regulatory authorities.

The Company is in compliance with the relevant requirements for the issuance of the convertible corporate bonds in accordance with the Company Law of the PRC, the Securities Law of the PRC, the Administrative Measures for the Issuance of Securities by Listed Companies, and any other relevant law, regulations and legal documents with the force of law. The details of the proposed Convertible Bonds issuance scheme are as follows:

(I) Type of securities to be issued

The type of the securities to be issued by the Company is convertible corporate bonds which can be converted into A Shares. Such Convertible Bonds and A Shares to be converted into upon the conversion of the Convertible Bonds will be listed on SSE.

(II) Issue size

The total amount of the Convertible Bonds will be not more than RMB26 billion. The actual size of the issuance shall be determined by the Board (or the persons authorized by the Board) within the above scope, subject to the authorization granted by the Shareholders at the EGM.

(III) Par value and issue price

The Convertible Bonds will be issued at par with a nominal value of RMB100 each.

(IV) Term

The term of the Convertible Bonds will be six years from the date of issuance.

(V) Interest rate

The interest rate of the Convertible Bonds will be not more than 3%. The methods for determination of the interest rate and actual interest rate for each interest accrual year shall be determined by the Board (or the persons authorized by the Board) with the Sponsors and Lead Underwriters by reference to the PRC government policies, market conditions and the actual conditions of the Company, prior to the issuance of the Convertible Bonds, subject to the authorization granted by the Shareholders at the EGM.

(VI) Method and timing of interest payment

1. Calculation of annual interest

The interest of each interest accrual year (the “**Annual Interest**”) means the interest accrued to the CB Holders in each year on each anniversary of the date of issuance of the Convertible Bonds, calculated based on the aggregate nominal value of the Convertible Bonds.

The formula for calculating the Annual Interest: $I = B \times i$

“I”: denotes the Annual Interest;

“B”: denotes the aggregate nominal value of the Convertible Bonds held by a CB Holder; and

“i”: denotes the interest rate of the Convertible Bonds of that year.

2. Method of interest payment

(1) Interest of the Convertible Bonds will be paid annually, accruing from the date of issuance of the Convertible Bonds.

(2) Interest payment date: The interest is payable annually on each anniversary of the date of issuance of the Convertible Bonds. If such day falls on a statutory holiday or rest day, the interest payment date shall be postponed to the first working day immediately thereafter, provided that no additional interest will be accrued during the period of postponement. The period between an interest payment date and the immediately following interest payment date will be an interest accrual year.

(3) Record date for interest payment: The record date for interest payment in each year will be the last trading date preceding the interest payment date. The Company will pay the interest accrued in that year within five trading days from the interest payment date. The Company will not pay any interest for that year and subsequent interest accrual years to the CB Holders whose Convertible Bonds have been applied to be converted into the A Shares on or before the record date for interest payment.

(4) Tax payable on the interest income of a CB Holder shall be borne by such CB Holder.

The Board shall, in accordance with relevant laws and regulations and rules of SSE, determine the ownership of interests and dividends for the year on which the Convertible Bonds are converted into A Shares.

(VII) Conversion period

The conversion period of the Convertible Bonds commences on the first trading day immediately following the expiry of six months after the date of issuance of the Convertible Bonds and ends on the maturity date of the Convertible Bonds.

(VIII) Determination and adjustment of the CB Conversion Price

1. Basis for determining the initial CB Conversion Price

The initial CB Conversion Price of the Convertible Bonds shall not be lower than the average trading price of A Shares for the 20 trading days preceding the date of publication of the Offering Document (in the event that during such 20 trading days, the share price has been adjusted due to ex-rights or ex-dividend, the price of each of these trading days before adjustment shall be adjusted with reference to the ex-rights or ex-dividend share price) and the average trading price of A Shares on the trading day preceding the date of the Offering Document of the Convertible Bonds. The actual initial CB Conversion Price shall be determined by the Board (or the persons authorized by the Board) with the Sponsors and Lead Underwriters by reference to market conditions prior to the issuance of the Convertible Bonds, subject to the General Mandate and the authorization by the Shareholders at the EGM.

2. Method and calculation formulae of adjustments to CB Conversion Price

The CB Conversion Price is subject to adjustment, upon the occurrence of certain events which affect the share capital of the Company, such as distribution of share dividend, capitalization, issuance of new shares (excluding any increase in the share capital as a result of conversion of the Convertible Bonds), rights issue or distribution of cash dividend. The CB Conversion Price will be adjusted based on the following formulae:

Distribution of share dividend or capitalization: $P1 = P0 / (1+n)$;

Issue of new shares or rights issue: $P1 = (P0 + A \times k) / (1+k)$;

Where the two events above occur concurrently: $P1 = (P0 + A \times k) / (1+n+k)$;

Distribution of cash dividend: $P1 = P0 - D$;

Where the three events above occur concurrently: $P1 = (P0 - D + A \times k) / (1+n+k)$.

In the aforesaid formulae, “P0” denotes the initial CB Conversion Price before adjustment; “n” denotes the rate of scrip dividend or capitalization issue; “k” denotes the new share issue rate or rights issue rate; “A” denotes the price of new share issue or rights issue; “D” denotes the cash dividend per share; and “P1” denotes the effective CB Conversion Price after adjustment.

Upon occurrence of any of the abovementioned changes in the shareholdings and/or Shareholder’s interests of the Company, the CB Conversion Price will be adjusted accordingly and in the same order of the occurrence of the changes, and an announcement of the Board resolution shall be made on the publications designated by CSRC and in Hong Kong market (if required) in accordance with the Listing Rules as amended and the Articles of Association. If the CB Conversion Price adjustment date is on or after the date on which a CB Holder applies for conversion of his Convertible Bonds, but before the date of registration of the shares to be issued upon such conversion, then such conversion will be effected based on the adjusted CB Conversion Price.

In the event that the CB Holder’s rights and benefits, or the interests derived from the share conversion are affected by the change in the Company’s share class, quantity and/or Shareholders’ interests due to any possible share repurchase, consolidation, division or any other action which may be undertaken by the Company, the Company will adjust the CB Conversion Price based on the actual situation and in accordance with the principles of fairness, justice, equity so as to fully protect the CB Holders’ interests. The details of adjustments to CB Conversion Price and its implementation measures shall be determined in accordance with the then relevant PRC laws and regulations and the relevant provisions of the securities regulatory authorities.

(IX) Downward adjustment to CB Conversion Price

1. Adjustment right and the magnitude of adjustment

If, during the term of the Convertible Bonds issued hereunder, the closing prices of the A Shares in any 15 trading days out of any 30 consecutive trading days are lower than 80% of the prevailing CB Conversion Price, the Board may propose a downward adjustment to the CB Conversion Price to the Shareholders for their consideration and approval at a general meeting.

The abovementioned proposal is subject to approval of two-thirds of the participating Shareholders with voting rights. Shareholders who hold the Convertible Bonds issued hereunder should abstain from voting. The adjusted CB Conversion Price should be no less than the average trading price of the A Shares for the 20 trading days immediately before the

aforementioned general meeting or the average trading price of the A Shares on the trading day immediately prior that general meeting, and should be also no less than the nominal value per Share or the net asset value per Share based on the latest audited financial statement.

In the event that an adjustment to the CB Conversion Price is made during the aforementioned period of 20 trading days, in respect of the trading days prior to the adjustment, the calculation shall be based on the unadjusted CB Conversion Price and the closing price of the shares on each such day, and in respect of the trading days after the adjustment, the calculation shall be based on the adjusted CB Conversion Price and the closing price of the shares on each such day.

2. Adjustment procedures

If a downward adjustment to the CB Conversion Price is approved, the Company will publish an announcement of the resolutions of the general meeting in relation to magnitude of adjustment, equity record date and conversion suspension period in the newspapers and the website designated by CSRC regarding the information disclosure and in Hong Kong market (if necessary) in accordance with the Listing Rules and the Articles of Association of the Company. Application for conversion of Convertible Bonds with adjusted Conversion Price shall be resumed upon the first trading day after the equity record date, i.e. the CB Conversion Price adjustment date. If the CB Conversion Price adjustment date is on or after the date on which a CB Holder applies for conversion of Convertible Bonds, but before the date of registration of the Shares to be issued upon such conversion, then such conversion application will be effected based on the adjusted CB Conversion Price.

(X) Method for determining the number of Shares for conversion

Where a CB Holder applies to convert the Convertible Bonds held by him during the conversion period, the formula for calculating number of Shares to be issued upon conversion: $Q = V/P$. Any fractional Share shall be rounded down to the nearest whole number.

In the aforesaid formula, “V” denotes the aggregate nominal value of the Convertible Bonds in respect of which the CB Holders apply for conversion; and “P” denotes the prevailing CB Conversion Price as at the date of application for conversion.

Within five trading days from the conversion of the Convertible Bonds, the Company will pay the CB Holders in cash an amount equal to the nominal value of the remaining balance of such Convertible Bonds which are insufficient to be converted into one A Share and the interest accrued on such balance in accordance with the relevant requirements of SSE and such other authorities (please refer to Clause XI “Terms of redemption” for details of the method of calculation of the interest accrued).

(XI) Terms of redemption

1. Terms of redemption at maturity

Within five trading days upon the maturity of the Convertible Bonds issued hereunder, the Company will redeem all the Convertible Bonds from CB Holders which have not been converted into the A Shares by then, at a price calculated at a premium (including the interest accrued in the last interest accrual year) in addition to the nominal value of the Convertible Bonds. The actual premium shall be determined by the Board (or the persons authorized by the Board) with the Sponsors and Lead Underwriters by reference to market conditions prior to the issuance of the Convertible Bonds, subject to the authorization by the Shareholders at the EGM.

2. Terms of conditional redemption

During the conversion period of the Convertible Bonds issued hereunder, if the closing price of the A Shares in at least 15 trading days out of 30 consecutive trading days is equal to or higher than 130% of the prevailing CB Conversion Price, the Company shall have the right to redeem all or part of the outstanding Convertible Bonds which have not been converted into the Shares, at a price equal to the nominal value of the Convertible Bonds plus the interest accrued.

Formula for calculating the then accrued interest is: $IA = B \times i \times t/365$

IA: Accrued interest for the current period;

B: Aggregate nominal value of the Convertible Bonds issued hereunder that are held by the CB Holders and to be redeemed;

i: Interest rate of the Convertible Bonds for current year; and

t: Number of days on which interest is accrued, meaning the actual number of calendar days from the last interest payment date to the redemption date of the current interest accrual year (excluding the redemption date).

In the event that an adjustment to the CB Conversion Price has been implemented in the aforementioned trading days, the calculation shall be made based on unadjusted CB Conversion Price relating to, and the closing price of, each day prior to such adjustment, and on the adjusted Conversion Price relating to, and the closing price of, each day after such adjustment.

In addition, if the balance of Convertible Bonds not converted is less than RMB 30 million, the Board may redeem all Convertible Bonds not converted at the par value plus the accrued interest for the current period.

The exercise of conditional redemption right set out above by the Company is conditional upon having met the requirements (if any) of CIRC. The Board (or the persons authorized by the Board) shall be authorized to deal with the matters when it is required to obtain the approval to exercise the conditional redemption right, subject to the authorization by the Shareholders at the EGM.

(XII) Terms of sale back

1. Additional terms of sale back

If the actual use of the proceeds from the issuance of the Convertible Bonds by the Company differs from the description of the use of proceeds set out by the Company in the Offering Document, and such change is considered by CSRC as a deviation in the use of proceeds, the CB Holders will be entitled to a one-off right to sell the Convertible Bonds back to the Company at the nominal value plus the interest accrued. Under this scenario, the CB Holders may sell their Convertible Bonds back to the Company during the sale back period after it is announced by the Company. If the CB Holders do not exercise their sale back rights during the sale back period, such rights to sell back the Convertible Bonds shall automatically lapse.

2. Terms of conditional sale back

Whether including terms of conditional sale back in the issuance of Convertible Bonds shall be determined by the Board (or the persons authorized by the Board) by reference to the requirements of the regulatory authorities and market conditions prior to the issuance of the Convertible Bonds, subject to the authorization by the Shareholders at the EGM. If the issuance of Convertible Bonds include the terms of conditional sale back, the details of the terms shall be determined in full power by the Board (or the persons authorized by the Board) .

(XIII) Entitlement to dividend of the year of conversion

The additional Shares to be issued as a result of the conversion of the Convertible Bonds shall rank *pari passu* with all the existing issued Shares of the Company, and all Shareholders whose names are recorded on the register of members of the Company on the record date for dividend entitlement shall be entitled to receive the dividend for that year.

(XIV) Method of issuance and target subscribers

The detailed method of the issuance of the Convertible Bonds shall be determined by the Board (or the persons authorized by the Board) with the Sponsors and Lead Underwriters, subject to the authorization by the Shareholders at the EGM. The target subscribers of the issuance of the Convertible Bonds are natural persons, legal persons, securities investment funds and other investors that are in compliance with the laws, who have maintained securities accounts with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, except for those prohibited by the PRC laws and regulations.

(XV) Subscription arrangement for the existing A Shareholders

The existing A Shareholders of the Company shall have pre-emptive rights to subscribe for the Convertible Bonds to be issued. The actual amount to be preferentially allocated to the existing A Shareholders shall be determined by the Board (or the persons authorized by the Board) with the Sponsors and Lead Underwriters by reference to market conditions prior to the issuance of the Convertible Bonds, subject to the authorization by the Shareholders at the EGM, and shall be disclosed in the Offering Document.

The remaining portion of the preferential issuance and those which have been given up by the existing A Shareholders of the Company will be subscribed through the combination of offline placement to institutional investors and online issuance through the online pricing system of SSE. The rest of the Convertible Bonds (if any) will be underwritten by the underwriting syndicates.

(XVI) The relevant matters of CB Holders' meetings

A CB Holders' meeting shall be convened by the Board upon the occurrence of any of the following events:

1. the Company proposes to change the terms of the Offering Document;
2. the Company defaults in paying principal amount and interests under the Convertible Bonds on time;
3. the Company undertakes a capital reduction, merger, division, dissolution or files for bankruptcy;
4. other matters which may affect the material interests of the CB Holders.

The Company will stipulate in the Offering Document the measures for protecting the rights of the CB Holders, as well as the members of the CB Holders' meetings, the meeting procedure and the conditions for passing valid resolutions at such meetings, etc.

(XVII) Use of proceeds from the issuance of the Convertible Bonds

The proceeds from the issuance of the Convertible Bonds, after deduction of the expenses relating to the issuance, will be used to replenish the working capital of the Company to support the business development of the Group; and the proceeds will be used for other purposes approved by CIRC (including but not limited to replenishing the capital base to improve the solvency margin of the Company after obtaining approval from CIRC). Such proceeds will be used to replenish the capital base of the Company after conversions conducted by CB Holders.

(XVIII) Special provisions in relation to solvency capital

It will be proposed at EGM to authorize the Board (or the persons authorized by the Board) to determine prior to the issuance of the Convertible Bonds, whether the Convertible Bonds will contain the following special provisions in order to satisfy the requirements (if any) of CIRC in relation to the treatment of convertible bonds as the solvency capital of a company:

1. the exercise of conditional redemption right under the Convertible Bonds is conditional upon the obtaining of "confirmation of no objection" by CIRC; and
2. the CB Holders' claims against the Company are subordinated to the claims from other ordinary creditors of the Company.

(XIX) Guarantee and security

There is no guarantee or security in relation to the proposed issuance of the Convertible Bonds.

(XX) The validity period of the resolution of the issuance of the Convertible Bonds

The resolution of the issuance of the Convertible Bonds will be valid for 12 months from the date on which the resolution is approved at the EGM.

(XXI) Matters relating to authorization in connection with the issuance of the Convertible Bonds

To ensure smooth implementation of the issuance of the Convertible Bonds, it will be proposed at EGM to authorize the Board, and the Board will then delegate the authority to the executive Directors, to separately or jointly exercise the full power to deal with the matters in relation to the issuance of the Convertible Bonds under the framework and principles pursuant to the resolutions passed at the EGM and within the validity period of the resolution in respect of the issuance of the Convertible Bonds (and for matters relating to the conversion of the Convertible Bonds, within the conversion period), including but not limited to those set out below:

1. under the scope of General Mandate to issue new Shares passed at the EGM, to formulate and implement the final proposal for the issuance of the Convertible Bonds, including but not limited to: to determine the issuance size, timing of issuance, method of issuance, target investors, interest rate, conversion price, redemption terms, sale back terms, claims sequence and the amount of the Convertible Bonds to be preferentially allocated to the existing A Shareholders of the Company; to formulate and amend the measures for protecting the rights of the CB Holders and the rules of the CB Holders' meetings; to formulate and amend the management principles on use of proceeds and determine the

special accounts for the funds to be raised; and any other matters in relation to the issuance and the conversion of the Convertible Bonds in the future;

2. if the PRC government announces new regulations in relation to the issuance of the Convertible Bonds, or the regulatory authorities have new requirements, or there are changes in market conditions, to adjust the issuance proposal accordingly unless such adjustments are specifically required by the laws, regulations and the Articles of Association to be resolved at a general meeting;
3. to produce, amend and file the application and any other materials in relation to the issuance and listing of the Convertible Bonds according to the requirements of the relevant regulatory authorities;
4. to amend, execute and implement all contracts, agreements and other documents (including but not limited to underwriting and sponsorship agreements and agreements relating to the proceeds from the issuance of the Convertible Bonds) during the course of the issuance of the Convertible Bonds;
5. to amend the relevant provisions of the Articles of Association relating to the issuance of the Convertible Bonds, the registered capital and the paid-in capital of the Company at the appropriate time based on the status of implementation of the issuance and conversion of the Convertible Bonds, and to deal with the matters in relation to the approval of and the filing with the approval authority or the administration for industry and commerce of such amendments, the approval by and the registration with the approval authority or the administration for industry and commerce of the change in the registered capital and the paid-in capital, and the listing of the Convertible Bonds;
6. to the extent permitted by laws and regulations, in accordance with the requirements of the regulatory authorities and in view of the actual conditions of the Company, to appropriately amend, adjust and supplement the terms of the issuance of the Convertible Bonds; and
7. to deal with other relevant matters in relation to the issuance of the Convertible Bonds.

The Shareholders of the Company and potential investors should be aware that the proposed issuance of the Convertible Bonds is subject to the approvals set out above being obtained and various factors including the market conditions, and therefore the proposed issuance of the Convertible Bonds may or may not proceed. Accordingly, they are advised to exercise caution when dealing in the Shares.

(C) IMPLICATIONS OF ISSUANCE OF CONVERTIBLE BONDS UNDER THE PRC REGULATORY REQUIREMENTS

The proposed issuance of the Convertible Bonds by the Company may lead to issuance of new A Shares upon conversion of the Convertible Bonds. The exact number of A Shares to be issued as a result of the conversion of Convertible Bonds is subject to various factors, including the CB Conversion Price. The Board recognizes that conversion of the Convertible Bonds into new A Shares will result in dilution of the interests of the existing Shareholders in the share capital of Company.

Under the relevant PRC laws and regulations, the proposed issuance of the Convertible Bonds is subject to the approval of the Shareholders at the EGM and the obtaining of the approvals from the relevant PRC regulatory authorities.

(D) IMPLICATIONS OF ISSUANCE OF CONVERTIBLE BONDS UNDER HONG KONG REGULATORY REQUIREMENTS

Save that the subscribers of the Convertible Bonds may be existing A Shareholders, all subscribers of the Convertible Bonds shall be third parties independent of the Company and its connected persons (as defined under the Listing Rules) and shall not be a connected persons of the Company.

The Board anticipates that the Company will continue to maintain sufficient public float in compliance with the minimum requirement of the Listing Rules as applicable to the Company.

(E) EGM

A notice convening the EGM to be held at 1:30 p.m. on Wednesday, 8 February 2012 at the Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong province, PRC, a form of proxy for use at the EGM and a reply slip will be despatched by the Company on 21 December 2011 and published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.pingan.com>).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to approve the proposed grant of the General Mandate and the proposed issuance of Convertible Bonds at the EGM.

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company's register of members will be closed from Monday, 9 January 2012 to Wednesday, 8 February 2012 both days inclusive, during which period no transfer of Shares will be effected. H Shareholders whose names appear on the Company's register of members on Monday, 9 January 2012 are entitled to attend the EGM. In order to attend and vote at the meeting, H Shareholders of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (the "**H Share Registrar**") at or before 4:30 p.m. on Friday, 6 January 2012. The address of the transfer office of the H Share Registrar is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A circular containing, among other things, further details of the proposed grant of the General Mandate and the proposed issuance of Convertible Bonds and other information as required under the Listing Rules will be further despatched by the Company as soon as practicable on or before 9 January 2012.

(F) DEFINITIONS

"A Share(s)"	A Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on SSE
"A Shareholder(s)"	holders of A Share(s)
"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"CB Conversion Price"	the price at which the new A shares will be issued upon conversion of the Convertible Bonds, as may be adjusted from time to time

“CB Holder(s)”	holder(s) of the Convertible Bonds
“CIRC”	China Insurance Regulatory Commission
“Company”	Ping An Insurance (Group) Company of China, Ltd., a joint stock limited company duly incorporated in the PRC with limited liability, the A Shares of which are listed on SSE and the H Shares of which are listed on Hong Kong Stock Exchange
“Company Law”	the Company Law of the PRC
“Convertible Bonds”	convertible corporate bonds in the total amount of not more than RMB26 billion which are convertible into new A Shares, proposed to be issued by the Company in the PRC
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting to be convened by the Company on Wednesday, 8 February 2012 to consider, and if thought fit, to approve, among other things, the proposed grant of the General Mandate and the proposed issuance of the Convertible Bonds
“General Mandate”	the proposed general mandate to allot, issue and/or deal with A Shares and/or H Shares up to the limit of 20% of the aggregate nominal amount of each of the A Shares and/or H Shares in issue on the date of the passing of the relevant resolution
“Group”	the Company and its subsidiaries
“H Shares”	H Shares of RMB1.00 each in the capital of the Company which is/are listed and traded on Hong Kong Stock Exchange
“H Shareholder(s)”	holders of H Share(s)
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Lead Underwriters”	lead underwriters of the issuance of the Convertible Bonds of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Offering Document”	the offering memorandum in relation to the proposed issuance of the Convertible Bonds
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“SSE”	The Shanghai Stock Exchange
“Share(s)”	share of RMB1.00 each in the capital of the Company
“Shareholders”	holder(s) of the Shares
“Sponsors”	sponsors of the issuance of the Convertible Bonds of the Company
“%”	per cent.

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

Shenzhen, PRC, 20 December 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.