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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

### PROPOSED CHANGE OF DIRECTORS

The Board announces that Mr. Fan Mingchun is proposed to be appointed as a non-executive Director of the Company while Mr. Chen Hongbo shall retire as a non-executive Director of the Company upon the date of the effective appointment of Mr. Fan Mingchun.

### PROPOSED CHANGE OF DIRECTORS

The board (the "**Board**") of directors (the "**Directors**") of Ping An Insurance (Group) Company of China, Ltd. (the "**Company**") received the motion made by Shenzhen Investment Holdings Co., Ltd., a shareholder holds approximately 6.08% interest in the Company, for an additional resolution regarding the proposed appointment of Mr. Fan Mingchun ("**Mr. Fan**") as a non-executive Director to be submitted to the first extraordinary general meeting of the Company of 2012 to be held on February 8, 2012 (the "**EGM**") for approval by the shareholders of the Company.

Mr. Chen Hongbo ("**Mr. Chen**"), the non-executive Director recommended by Shenzhen Investment Holdings Co., Ltd., has retired from Shenzhen Investment Holdings Co., Ltd. Shenzhen Investment Holdings Co., Ltd. has issued the Letter regarding the Change of Directors (Shen Kong Tou Ren Han [2011] No. 31) to the Board to recommend Mr. Fan to be appointed as the non-executive Director of the 8th Session of the Board in place of Mr. Chen. The appointment of Mr. Fan shall become effective upon the approval from the shareholders of the Company at the EGM and the confirmation of his qualification as a non-executive Director from the China Insurance Regulatory Commission are obtained.

Mr. Chen has tendered his resignation as a non-executive Director of the 8th session of the Board due to retirement. Mr. Chen has confirmed that he has no disagreement with the Board and there is no other matter that should be brought to the shareholders' attention in relation to his retirement. Mr. Chen shall retire from the directorship of the Company upon the appointment of Mr. Fan as a non-executive Director becomes effective.

The biographical information of Mr. Fan is set out below:

**Mr. Fan**, aged 49, with a master degree in Political Economy, has been the chairman of the board of directors and the secretary of Party Committee of Shenzhen Investment Holdings Co., Ltd. from January 2011. Mr. Fan has been working and serving as the deputy director and the member of Party Group of Shenzhen Administration for Industry and Commerce (Shenzhen Pricing

Administration) from June 1993 to August 2009. From August 2009 to January 2011, Mr. Fan was the deputy secretary of Party Committee of Futian District, Shenzhen. Mr. Fan has not held any directorships in other publicly listed companies in the last three years.

If Mr. Fan is appointed as a non-executive Director of the Company, he will enter into a service contract with the Company and shall hold office until the expiry of the term of the 8th Session of the Board, during which he will not receive any director fee.

As at the date of this announcement, to the best knowledge and belief of the Directors, Mr. Fan does not have any interests in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed, as at the date of this announcement, Mr. Fan does not have any other major appointment and professional qualifications; nor have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Fan confirms that there is no other matter relating to his proposed appointment that needs to be brought to the attention of the shareholders of the Company, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

Shenzhen, PRC, 12 January 2012

*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.*