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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 FIRST EXTRAORDINARY GENERAL MEETING OF
2012 HELD ON WEDNESDAY, FEBRUARY 8, 2012**

The Board of Directors of the Company is pleased to announce that the EGM was held at 1:30 p.m. on Wednesday, February 8, 2012 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The number of issued shares of the Company as at the date of the EGM was 7,916,142,092, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the EGM.

All resolutions as set out in the notice of the EGM dated December 21, 2011 and the supplemental notice of the EGM dated January 13, 2012 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 first extraordinary general meeting of 2012 of the Company (the “**EGM**”) was held at 1:30 p.m. on Wednesday, February 8, 2012 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The EGM adopted both onsite voting and online voting. The number of issued shares of the Company as at the date of the EGM was 7,916,142,092, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the EGM.

There were 570 shareholders and authorized proxies holding an aggregate of 4,968,896,125 shares (representing 62.7692% of the total voting shares of the Company) present at the EGM. Among those present at the EGM, 563 were A Shareholders and proxies, holding an aggregate of 2,842,211,589 shares (representing 35.9040% of the total share capital of 7,916,142,092 shares of the Company), and 7 were H Shareholders and proxies, holding an aggregate of 2,126,684,536 shares (representing 26.8652% of the total share capital of 7,916,142,092 shares of the Company).

Number of shareholders and authorized proxies attended the meeting	570
Of which: number of A Shareholders	563
: number of H Shareholders	7
Total number of voting shares held	4,968,896,125 shares
Of which: total number of shares held by A Shareholders	2,842,211,589 shares
: total number of shares held by H	2,126,684,536 shares

Shareholders	
Percentage of the total number of voting shares of the Company	62.7692%
Of which: percentage of shares held by A Shareholders	35.9040%
: percentage of shares held by H Shareholders	26.8652%

The holding of the EGM 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 EGM 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 EGM. Some members of the senior management of the Company also attended the EGM. 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 EGM whereas Commerce & Finance Law Offices was appointed as the witnessing lawyer at the EGM.

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 resolutions at the EGM and no shareholder has a material interest in the matter considered at the EGM and is required to abstain from voting at the EGM.

All resolutions as set out in the notice of the EGM dated December 21, 2011 and the supplemental notice of the EGM dated January 13, 2012 were duly passed. The poll results in respect of the resolutions proposed at the EGM were as follows:

SPECIAL RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
1.	To consider and approve "the resolution in relation to the grant of a general mandate on issuance of new shares to the Board"	4,300,324,464 86.5449%	661,884,443 13.3206%	6,687,218 0.1346%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.	To consider and approve each of the following items under "the resolution in relation to the public issuance of A Share convertible corporate bonds"				
2.1	Type of securities to be issued	4,819,013,520 96.9836%	143,666,687 2.8913%	6,215,918 0.1251%	4,968,896,125 100%

As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.2	Issue size	4,819,015,120 96.9836%	143,661,287 2.8912%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.3	Par value and issue price	4,819,045,120 96.9842%	143,631,287 2.8906%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.4	Term	4,819,045,120 96.9842%	143,631,287 2.8906%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.5	Interest rate	4,819,045,620 96.9842%	143,630,787 2.8906%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.6	Method and timing of the interest payment	4,819,045,120 96.9842%	143,631,287 2.8906%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.7	Conversion period	4,819,045,120 96.9842%	143,636,287 2.8907%	6,214,718 0.1251%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.8	Determination and adjustment of the CB Conversion Price	4,819,048,620 96.9843%	144,158,405 2.9012%	5,689,100 0.1145%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.9	Downward adjustment to CB Conversion Price	4,818,234,120 96.9679%	144,969,405 2.9175%	5,692,600 0.1146%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.10	Method for determining the number of Shares for conversion	4,819,069,120 96.9847%	144,134,405 2.9007%	5,692,600 0.1146%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.11	Terms of redemption	4,818,095,620	144,580,787	6,219,718	4,968,896,125

		96.9651%	2.9097%	0.1252%	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.					
2.12	Terms of sale back	4,818,321,501 96.9697%	143,606,687 2.8901%	6,967,937 0.1402%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.13	Entitlement to dividend of the year of conversion	4,818,321,501 96.9697%	143,606,687 2.8901%	6,967,937 0.1402%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.14	Method of issuance and target subscribers	4,818,321,501 96.9697%	143,606,687 2.8901%	6,967,937 0.1402%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.15	Subscription arrangement for the existing A Shareholders	4,818,321,501 96.9697%	143,606,687 2.8901%	6,967,937 0.1402%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.16	The relevant matters of CB Holders' meetings	4,818,321,501 96.9697%	143,606,687 2.8901%	6,967,937 0.1402%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.17	Use of proceeds from the issuance of the Convertible Bonds	4,819,266,220 96.9887%	143,410,187 2.8862%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.18	Special provisions in relation to solvency capital	4,819,069,720 96.9847%	143,606,687 2.8901%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.19	Guarantee and security	4,819,069,720 96.9847%	143,606,687 2.8901%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.20	The validity period of the resolution of the issuance of the Convertible Bonds	4,819,069,120 96.9847%	143,607,287 2.8901%	6,219,718 0.1252%	4,968,896,125 100%

As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
2.21	Matters relating to authorization in connection with the issuance of the Convertible Bonds	4,819,069,720 96.9847%	143,606,687 2.8901%	6,219,718 0.1252%	4,968,896,125 100%
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
ORDINARY RESOLUTIONS					
3.	To consider and approve “the resolution in relation to the feasibility analysis on use of proceeds of the public issuance of A Share convertible corporate bonds”	4,807,906,508 96.7601%	154,232,699 3.1040%	6,756,918 0.1360%	4,968,896,125 100%
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 resolution in relation to the utilization report on the use of proceeds from the previous fund raising activity”	4,807,898,808 96.7599%	154,210,599 3.1035%	6,786,718 0.1366%	4,968,896,125 100%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
ADDITIONAL ORDINARY RESOLUTION					
5.	To consider and approve “the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th Session of the Board”	4,779,281,027 96.1840%	179,380,900 3.6101%	10,234,198 0.2060%	4,968,896,125 100%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

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

Shenzhen, PRC, February 8, 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.