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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      | 570                  |
|--|----------------------|
| proxies attended the meeting               |                      |
| 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 | 2,842,211,589 shares |
| Shareholders                               |                      |
| : total number of shares held by H         | 2,126,684,536 shares |

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

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:

Number of Shares (%)

| SPECIAL RESOLUTIONS |  | Tumber of Shares (70)     |                         |                      |                       |  |
|---------------------|--|---------------------------|-------------------------|----------------------|-----------------------|--|
|                     |  | For                       | Against                 | Abstain              | <b>Total Votes</b>    |  |
| 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<br>86.5449% | 661,884,443<br>13.3206% | 6,687,218<br>0.1346% | 4,968,896,125<br>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   | 4,819,013,520             | 143,666,687             | 6,215,918            | 4,968,896,125         |  |

2.8913%

0.1251%

100%

96.9836%

issued

| 2.2   | ed as a special resolution.  Issue size   | 4,819,015,120  | 143,661,287  | 6,219,718   | 4,968,896,125   |
|---|---|--|--|---|---|
| 2.2   |   | 96.9836%   | 2.8912%  | 0.1252%   | 100%  |
| As n  | nore than two-thirds of the   |  |  |   |   |
|   | ed as a special resolution.   | votes were east in   | iavour or tims res   | oration, the res  | oration was dary  |
| 2.3   | Par value and issue price   | 4,819,045,120  | 143,631,287  | 6,219,718   | 4,968,896,125   |
|   |   | 96.9842%   | 2.8906%  | 0.1252%   | 100%  |
|   | nore than two-thirds of the ed as a special resolution.   | votes were cast in   | favour of this res   | olution, the reso   | olution was duly  |
| 2.4   | Term  | 4,819,045,120  | 143,631,287  | 6,219,718   | 4,968,896,125   |
|   |   | 96.9842%   | 2.8906%  | 0.1252%   | 100%  |
|   | nore than two-thirds of the ed as a special resolution.   | votes were cast in   | favour of this res   | olution, the reso   | olution was duly  |
| 2.5   | Interest rate   | 4,819,045,620  | 143,630,787  | 6,219,718   | 4,968,896,125   |
|   |   | 96.9842%   | 2.8906%  | 0.1252%   | 100%  |
|   | nore than two-thirds of the ed as a special resolution.   | votes were cast in   | favour of this res   | olution, the reso   | olution was duly  |
| 2.6   | Method and timing of  | 4,819,045,120  | 143,631,287  | 6,219,718   | 4,968,896,12  |
|   | the interest payment  |  |  |   |   |
|   | the interest payment  | 96.9842%   | 2.8906%  | 0.1252%   | 100%  |
|   | nore than two-thirds of the ed as a special resolution.   |  |  |   |   |
|   | nore than two-thirds of the   |  |  |   | olution was duly  |
| passe   | nore than two-thirds of the ed as a special resolution.   | votes were cast in   | favour of this res   | olution, the reso   | olution was duly  |
| passe<br>2.7<br>As n                            | nore than two-thirds of the ed as a special resolution.   | votes were cast in<br>4,819,045,120<br>96.9842%  | favour of this res<br>143,636,287<br>2.8907%   | 6,214,718<br>0.1251%  | 4,968,896,12:   |
| passe<br>2.7<br>As n                            | nore than two-thirds of the ed as a special resolution.  Conversion period  nore than two-thirds of the ed as a special resolution.  Determination and  | votes were cast in<br>4,819,045,120<br>96.9842%  | favour of this res<br>143,636,287<br>2.8907%   | 6,214,718<br>0.1251%  | 4,968,896,123<br>100%<br>olution was duly   |
| 2.7 As n  | nore than two-thirds of the ed as a special resolution.  Conversion period  nore than two-thirds of the ed as a special resolution.  Determination and adjustment of the CB   | votes were cast in  4,819,045,120 96.9842% votes were cast in  | favour of this res  143,636,287  2.8907%  favour of this res   | olution, the reso<br>6,214,718<br>0.1251%<br>olution, the reso  | 4,968,896,123   |
| As n passo 2.8                                  | nore than two-thirds of the ed as a special resolution.  Conversion period  nore than two-thirds of the ed as a special resolution.  Determination and  | votes were cast in  4,819,045,120 96.9842%  votes were cast in  4,819,048,620 96.9843%   | favour of this res<br>143,636,287<br>2.8907%<br>favour of this res<br>144,158,405<br>2.9012%   | 6,214,718<br>0.1251%<br>olution, the reso<br>5,689,100<br>0.1145%   | 4,968,896,12:<br>100%<br>olution was duly<br>4,968,896,12:<br>100%  |
| As n passo 2.8                                  | nore than two-thirds of the ed as a special resolution.  Conversion period  The ed as a special resolution.  Determination and adjustment of the CB Conversion Price as a special resolution.  Downward adjustment  Downward adjustment   | votes were cast in  4,819,045,120 96.9842%  votes were cast in  4,819,048,620 96.9843%   | favour of this res<br>143,636,287<br>2.8907%<br>favour of this res<br>144,158,405<br>2.9012%   | 6,214,718<br>0.1251%<br>olution, the reso<br>5,689,100<br>0.1145%   | 4,968,896,123<br>100%<br>olution was duly<br>4,968,896,123<br>100%  |
| As n passe 2.8                                  | nore than two-thirds of the ed as a special resolution.  Conversion period  nore than two-thirds of the ed as a special resolution.  Determination and adjustment of the CB Conversion Price nore than two-thirds of the ed as a special resolution.  | votes were cast in  4,819,045,120 96.9842%  votes were cast in  4,819,048,620 96.9843%  votes were cast in   | favour of this res  143,636,287 2.8907% favour of this res  144,158,405 2.9012% favour of this res   | 6,214,718<br>0.1251%<br>olution, the reso<br>5,689,100<br>0.1145%<br>olution, the reso  | 4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%<br>olution was dul  |
| As n passe 2.8 As n passe 2.9 As n              | nore than two-thirds of the ed as a special resolution.  Conversion period  The ed as a special resolution.  Determination and adjustment of the CB Conversion Price as a special resolution.  Downward adjustment  Downward adjustment   | votes were cast in  4,819,045,120 96.9842%  votes were cast in  4,819,048,620 96.9843%  votes were cast in  4,818,234,120 96.9679%   | favour of this res  143,636,287 2.8907% favour of this res  144,158,405 2.9012% favour of this res  144,969,405 2.9175%  | 6,214,718<br>0.1251%<br>olution, the reso<br>5,689,100<br>0.1145%<br>olution, the reso<br>5,692,600<br>0.1146%  | 4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%  |
| As n passe 2.8  As n passe 2.9  As n passe 2.9  | nore than two-thirds of the ed as a special resolution.  Conversion period  Tonversion period  Tonversion period  Tonversion period  Tonversion period  Tonversion ed as a special resolution.  Determination and adjustment of the CB Conversion Price  Tonversion ed as a special resolution.  Downward adjustment to CB Conversion Price  Tonore than two-thirds of the ed as a special resolution.  Method for  | votes were cast in  4,819,045,120 96.9842%  votes were cast in  4,819,048,620 96.9843%  votes were cast in  4,818,234,120 96.9679%   | favour of this res  143,636,287 2.8907% favour of this res  144,158,405 2.9012% favour of this res  144,969,405 2.9175%  | 6,214,718<br>0.1251%<br>olution, the reso<br>5,689,100<br>0.1145%<br>olution, the reso<br>5,692,600<br>0.1146%  | 4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%  |
| As n passe 2.8  As n passe 2.9  As n passe 2.9  | nore than two-thirds of the ed as a special resolution.  Conversion period  Tonversion period  Tonversion period  Tonversion period  Tonversion period  Tonversion period  Tonversion and adjustment of the CB Conversion Price  Tonversion Price | votes were cast in  4,819,045,120 96.9842%  votes were cast in  4,819,048,620 96.9843%  votes were cast in  4,818,234,120 96.9679%  votes were cast in                         | favour of this res  143,636,287 2.8907% favour of this res  144,158,405 2.9012% favour of this res  144,969,405 2.9175% favour of this res                         | 6,214,718<br>0.1251%<br>olution, the reso<br>5,689,100<br>0.1145%<br>olution, the reso<br>5,692,600<br>0.1146%<br>olution, the reso                         | 4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%<br>olution was dul                         |
| As n passo 2.8  As n passo 2.9  As n passo 2.10 | nore than two-thirds of the ed as a special resolution.  Conversion period  The ed as a special resolution.  Determination and adjustment of the CB Conversion Price as a special resolution.  Downward adjustment to CB Conversion Price than two-thirds of the ed as a special resolution.  Downward adjustment to CB Conversion Price than two-thirds of the ed as a special resolution.  Method for determining the number of Shares for  | votes were cast in  4,819,045,120 96.9842%  votes were cast in  4,819,048,620 96.9843%  votes were cast in  4,818,234,120 96.9679%  votes were cast in  4,819,069,120 96.9847% | favour of this res  143,636,287 2.8907%  favour of this res  144,158,405 2.9012%  favour of this res  144,969,405 2.9175%  favour of this res  144,134,405 2.9007% | 6,214,718<br>0.1251%<br>olution, the reso<br>5,689,100<br>0.1145%<br>olution, the reso<br>5,692,600<br>0.1146%<br>olution, the reso<br>5,692,600<br>0.1146% | 4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100%<br>olution was dul<br>4,968,896,12<br>100% |

|                 |  | 96.9651%  | 2.9097%   | 0.1252%   | 100%                                     |
|-----------------|--|---|---|---|--|
|                 | ore than two-thirds of the d as a special resolution.  | votes were cast in  | favour of this res                                      | solution, the reso                                    | lution was duly                          |
| 2.12            | Terms of sale back   | 4,818,321,501   | 143,606,687   | 6,967,937   | 4,968,896,125                            |
|                 |  | 96.9697%  | 2.8901%   | 0.1402%   | 100%                                     |
|                 | ore than two-thirds of the d as a special resolution.  | votes were cast in  | favour of this res                                      | solution, the resc                                    | lution was duly                          |
| 2.13            | Entitlement to dividend  | 4,818,321,501   | 143,606,687   | 6,967,937   | 4,968,896,125                            |
|                 | of the year of conversion  | 96.9697%  | 2.8901%   | 0.1402%   | 100%                                     |
|                 | nore than two-thirds of the ed as a special resolution.  | votes were cast in  | favour of this res                                      | solution, the resc                                    | lution was duly                          |
| 2.14            | Method of issuance and   | 4,818,321,501   | 143,606,687   | 6,967,937   | 4,968,896,125                            |
|                 | target subscribers   | 96.9697%  | 2.8901%   | 0.1402%   | 100%                                     |
| passe           | dore than two-thirds of the das a special resolution.  | votes were cast in  | favour of this res                                      | olution, the reso                                     | 1  |
| 2.15            | Subscription   | 4,818,321,501   | 143,606,687   | 6,967,937   | 4,968,896,125                            |
|                 | arrangement for the existing A Shareholders  | 96.9697%  | 2.8901%   | 0.1402%   | 100%                                     |
|                 | ore than two-thirds of the d as a special resolution.  | votes were cast in  | favour of this res                                      | olution, the reso                                     | lution was duly                          |
| 2.16            | The relevant matters of  | 4,818,321,501   | 143,606,687   | 6,967,937   | 4,968,896,125                            |
|                 | CB Holders' meetings   | 96.9697%  | 2.8901%   | 0.1402%   | 100%                                     |
|                 | ore than two-thirds of the d as a special resolution.  | votes were cast in  | favour of this res                                      | olution, the reso                                     | lution was duly                          |
| 2.17            | Use of proceeds from   | 4,819,266,220   | 143,410,187   | 6,219,718   | 4,968,896,125                            |
|                 | the issuance of the Convertible Bonds  | 96.9887%  | 2.8862%   | 0.1252%   | 100%                                     |
|                 | ore than two-thirds of the d as a special resolution.  | votes were cast in  | favour of this res                                      | solution, the resc                                    | olution was duly                         |
| 2.18            |  |   |   |   |  |
| 2.18            | Special provisions in  | 4,819,069,720   | 143,606,687   | 6,219,718   | 4,968,896,125                            |
| 2.18            | Special provisions in relation to solvency capital   | 4,819,069,720<br>96.9847%                                     | 143,606,687<br>2.8901%                                  | 6,219,718<br>0.1252%                                  | 4,968,896,125<br>100%                    |
| As m            | relation to solvency   | 96.9847%  | 2.8901%   | 0.1252%   | 100%                                     |
| As m<br>passe   | relation to solvency capital nore than two-thirds of the   | 96.9847%  | 2.8901%   | 0.1252%   | 100%                                     |
| As m<br>passe   | relation to solvency capital arore than two-thirds of the das a special resolution.  | 96.9847%<br>votes were cast in                                | 2.8901% favour of this res                              | 0.1252% colution, the resc                            | 100%<br>olution was duly                 |
| As m passe 2.19 | relation to solvency capital arore than two-thirds of the das a special resolution.  | 96.9847%<br>votes were cast in 1<br>4,819,069,720<br>96.9847% | 2.8901%<br>favour of this res<br>143,606,687<br>2.8901% | 0.1252%<br>colution, the reso<br>6,219,718<br>0.1252% | 100% Plution was duly 4,968,896,125 100% |
| As m passe 2.19 | relation to solvency capital fore than two-thirds of the ed as a special resolution.  Guarantee and security fore than two-thirds of the | 96.9847%<br>votes were cast in 1<br>4,819,069,720<br>96.9847% | 2.8901%<br>favour of this res<br>143,606,687<br>2.8901% | 0.1252%<br>colution, the reso<br>6,219,718<br>0.1252% | 100% Plution was duly 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  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"  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"  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 use of proceeds from the previous fund raising activity."  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 Mingehun as a non-executive director of the 8th second of the Resolution of Mr. Fan Mingehun as a non-executive director of the 8th second of the Resolution of Mr. Fan Mingehun as a non-executive director of the Bth second of Mr. Fan Mingehun as a non-executive director of the Bth second of Mr. Fan Mingehun as a non-executive director of the Bth second of Mr. Fan Mingehun as a non-executive director of the Bth second of Mr. Fan Mingehun as a non-executive director of the Bth second of Mr. Fan Mingehun as a non-executive director of the Bth second of Mr. Fan Mingehun as a non-executive director of the Bth second of Mr. Fan Mingehun as a non-executive director of the Bth second of Mr. Fan Mingehun as a non-executive d |       | 4 4 4 1 64                |                     | 0 0.1:             | 11                 | 1 1 1            |
|--|-------|---------------------------|---------------------|--------------------|--------------------|------------------|
| authorization in connection with the issuance of the Convertible Bonds  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"  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"  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.  Abolitional Resolution in relation to the use of proceeds from the previous fund raising activity"  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  |       |                           | votes were cast in  | tavour of this res | solution, the resc | olution was duly |
| authorization in connection with the issuance of the Convertible Bonds  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"  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"  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"  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   | 2.21  | Matters relating to       | 4,819,069,720       | 143,606,687        | 6,219,718          | 4,968,896,125    |
| 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"  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution in relation to the utilization report on the use of proceeds from the previous fund raising activity"  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"  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  |       |                           |                     |                    | -                  |                  |
| 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"  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"  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"  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   |       |                           | 70.701770           | 2.050170           | 0.125270           | 10070            |
| 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   |       |                           |                     |                    |                    |                  |
| 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"  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"  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed 3.1035% 0.1366% 100%  154,210,599 6,786,718 0.1366% 100%  154,210,599 6,786,718 0.1366% 100%  154,210,599 6,786,718 0.1366% 100%  154,210,599 0.1366% 0.1366% 100%  154,210,599 0.1366%  154,210,599 0.13 |       |                           |                     |                    |                    |                  |
| 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"  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"  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed 3.1035% 0.1366% 100%  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   |       |                           | votes were cast in  | favour of this res | solution, the reso | olution was duly |
| 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"  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"  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed 3.1035% 0.1366% 100%  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   |       | ORDINARY                  |                     |                    |                    |                  |
| approve "the resolution in relation to the feasibility analysis on use of proceeds of the public issuance of A Share convertible corporate bonds"  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"  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.  Abbitonary Resolution  To consider and approve "the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th  |       |                           |                     |                    |                    |                  |
| approve "the resolution in relation to the feasibility analysis on use of proceeds of the public issuance of A Share convertible corporate bonds"  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"  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   | 3     | To consider and           | 4 807 906 508       | 154 232 699        | 6 756 918          | 4 968 896 125    |
| In relation to the feasibility analysis on use of proceeds of the public issuance of A Share convertible corporate bonds"  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"  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  To consider and approve "the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th   | J.    | approve "the resolution   |                     |                    |                    |                  |
| use of proceeds of the public issuance of A Share convertible corporate bonds."  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."  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  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as 10,234,198 (10,234,198) (10,234,198) (10,2060%) (10,2060%)  |       |                           | 90.700170           | 3.1040/0           | 0.130070           | 10070            |
| 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"  As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed 3.1035% 0.1366% 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   |       |                           |                     |                    |                    |                  |
| 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"  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 was duly passed as an ordinary resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th  |       |                           |                     |                    |                    |                  |
| 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"  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  To corporate bonds"  4,807,898,808 96.7599% 154,210,599 3.1035% 0.1366% 0.1366% 100%  100%  10,234,198 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"  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  |       |                           |                     |                    |                    |                  |
| 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"  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 Mingehun as a non-executive director of the 8th  A,807,898,808   154,210,599   6,786,718   4,968,896,125   100%  B,7599%   3.1035%   0.1366%   100%  C,7599%   3.1035%   0.1366%   100%  C,7698,896,125   100%  | Ac m  | •                         | were cast in favour | of this resolution | the resolution     | was duly passed  |
| approve "the resolution in relation to the utilization report on the use of proceeds from the previous fund raising activity"  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  Application to the decident of the state of the resolution in relation to the election of the 8th  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   |       | ordinary resolution.      | were east in lavour | or this resolution | i, the resolution  | was duly passed  |
| in relation to the utilization report on the use of proceeds from the previous fund raising activity"  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  100%  100%  100%  100%  100%  100%  | 4.    |                           | 4,807,898,808       | 154,210,599        | 6,786,718          | 4,968,896,125    |
| utilization report on the use of proceeds from the previous fund raising activity"  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  AS more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as 179,380,900 and 10,234,198 and 10,23 |       |                           | 96.7599%            | 3.1035%            | 0.1366%            | 100%             |
| report on the use of proceeds from the previous fund raising activity"  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  To consider and approve "4,779,281,027 96.1840% 3.6101% 0.2060% 100% 100%  |       |                           |                     |                    |                    |                  |
| proceeds from the previous fund raising activity"  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  Proceeds from the previous fund raising activity"  4.779,281,027 179,380,900 10,234,198 0.2060% 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  To consider and approve "the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th  To consider and approve "the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th   |       |                           |                     |                    |                    |                  |
| 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  To consider and approve 4,779,281,027 96.1840% 3.6101% 0.2060% 100%  |       | *                         |                     |                    |                    |                  |
| 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    ADDITIONAL ORDINARY RESOLUTION  4,779,281,027 96.1840% 179,380,900 3.6101% 0.2060% 100%   |       | -                         |                     |                    |                    |                  |
| 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  | As m  | ore than 50% of the votes | were cast in favour | of this resolution | , the resolution   | was duly passed  |
| RESOLUTION         4,779,281,027         179,380,900         10,234,198         4,968,896,125           5.         "the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th         96.1840%         3.6101%         0.2060%         100%  | as an | 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  4,779,281,027 96.1840%  179,380,900 3.6101%  10,234,198 0.2060%  4,968,896,125 100%   | ADD   | ITIONAL ORDINARY          |                     |                    |                    |                  |
| "the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th  "the resolution in relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th  "3.6101% 0.2060% 100% 100%   |       |                           |                     |                    |                    |                  |
| relation to the election of Mr. Fan Mingchun as a non-executive director of the 8th  | 5.    |                           | 4,779,281,027       | 179,380,900        | 10,234,198         | 4,968,896,125    |
| of Mr. Fan Mingchun as a non-executive director of the 8th   |       |                           | 96.1840%            | 3.6101%            | 0.2060%            | 100%             |
| as a non-executive director of the 8th   |       |                           |                     |                    |                    |                  |
| director of the 8th  |       | _                         |                     |                    |                    |                  |
| Session of the Doord"  |       |                           |                     |                    |                    |                  |
| Session of the Board   |       | Session of the Board"     |                     |                    |                    |                  |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed   |       |                           | were cast in favour | of this resolution | , the resolution   | was duly passed  |
| as an ordinary resolution.   | 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.