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中国平安保险(集团)股份有限公司
Ping An Insurance (Group) Company of China, Ltd.
(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2318)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

“The Announcement of Ping An Insurance (Group) Company of China, Ltd. in relation to the Written Notices from Shareholders”, which is published by Ping An Insurance (Group) Company of China, Ltd. on the website of Shanghai Stock Exchange and certain designated newspapers in the PRC, is reproduced herein for your reference.

By order of the Board
Yao Jun
Company Secretary

Shenzhen, PRC, May 14, 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 Fan Mingchun, Lin Lijun, 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 Carmelo Ka Sze, Chung Yu-wo Danny and Woo Ka Biu Jackson.

**The ANNOUNCEMENT OF
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.
IN RELATION TO
THE WRITTEN NOTICES FROM SHAREHOLDERS**

Special Notice:

The board of directors and all directors of Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as the "Company") confirm that there are no false representations and misleading statements contained in, or material omissions from this announcement, and severally and jointly accept the responsibility for the truthfulness, accuracy and completeness of the contents of this announcement.

As disclosed as public information in the prospectus for the initial public offering of H shares in 2004, the prospectus for the initial public offering of A shares in 2007 and the subsequent regular reports of the Company, the Company has established an employee beneficial ownership program for its participants to make contributions to, and receive unit interests in, an employee investment pool, which in turn makes indirect investments in the Company through Linzhi New Horse Investment Development Co., Ltd. (hereinafter referred to as "New Horse Development") and Linzhi Jingao Industrial Development Co., Ltd. (hereinafter referred to as "Jingao Industrial"). In addition, Ms Wang Liping, the senior vice president of the Company, has entered into the Share Custody and Management Agreement (委託持股及管理公約) with certain senior management and key personnel of the Company, to invest, by Ms Wang Liping and on behalf of all consignors, in Gongbujiangda Jiangnan Industrial Development Co., Ltd. (hereinafter referred to as "Jiangnan Industrial"), which in turn indirectly holds A shares of the Company. On May 14, 2012, the Company received written notices from New Horse Development, Jingao Industrial and Jiangnan Industrial respectively, details are stated as follows:

As informed by New Horse Development, the 55% equity interests held by Ping An Insurance (Group) Company of China, Ltd. Labor Union (hereinafter referred to as "Ping An Labor Union") in New Horse Development had been transferred to Beijing Fengrui Equity Investment Fund (Limited Partnership) (北京豐瑞股權投資基金(有限合夥)); the 5% equity interests held by Jingao Industrial in New Horse Development had been transferred to Tianjin Xinde Rongsheng Trading Co., Ltd.(天津信德融盛商貿有限公司).

As informed by Jingao Industrial, the 60% equity interests held by Ping An Securities Company, Ltd. Labor Union (hereinafter referred to as "Ping An Securities Labor Union") in Jingao Industrial had been transferred to China Foreign Economy and Trade Trust Co., Ltd..

As informed by Jiangnan Industrial, the 38.004% equity interests held by Ms Wang Liping in Jiangnan Industrial had been transferred to Linzhi Zhengda Global Investment Co., Ltd.(林芝正大環球投資有限公司).

As informed by New Horse Development, Jingao Industrial and Jiangnan Industrial, the considerations for the abovementioned equity transfers were determined on the basis of the average closing price of A shares of the Company for the 20 consecutive trading days prior to the signing of the equity transfer agreements. As at May 11, 2012, the registration procedures in relation to the equity transfers were completed.

Moreover, as further informed by New Horse Development, Jingao Industrial and Jiangnan Industrial, following the abovementioned equity transfers, Ping An Labor Union still holds 40% equity interests in New Horse Development; Ping An Securities Labor Union and China Ping An Trust Co., Ltd. Labor Union (hereinafter referred to as “Ping An Trust Labor Union”) hold 20% equity interests in Jingao Industrial respectively; Ms Wang Liping holds 25.336% equity interests in Jiangnan Industrial. Ping An Labor Union, Ping An Securities Labor Union, Ping An Trust Labor Union and Ms Wang Liping have reached the preliminary intent with the above strategic investors respectively in respect of transfer of their remaining shareholdings. The Company will make further disclosure as may be required in due course.

The Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
May 14, 2012