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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. on Receiving the Approval from CIRC Regarding the Issuance of A Share Subordinated Convertible Corporate Bonds”, 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 28, 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.  
ON RECEIVING THE APPROVAL FROM CIRC  
REGARDING THE ISSUANCE OF A SHARE SUBORDINATED  
CONVERTIBLE CORPORATE BONDS**

**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.**

"The resolution in relation to the public issuance of A share convertible corporate bonds" has been approved by the shareholders of the Company at the first extraordinary general meeting of 2012. The Company has recently received "the approval regarding the issuance of A share subordinated convertible corporate bonds of Ping An Insurance (Group) Company of China, Ltd." from the China Insurance Regulatory Commission (the "CIRC") (Bao Jian Cai Kuai [2012] No. 582). Accordingly, the CIRC approved the Company to issue A share subordinated convertible corporate bonds, the total amount of which will be not more than RMB26 billion; the CIRC also required the Company, strictly in compliance with the relevant requirements of the CIRC, to submit the application to securities regulatory department within six months from the date of receipt of the approval, and to report the details to the CIRC within ten working days after the completion of the issuance.

The Board of Directors  
Ping An Insurance (Group) Company of China, Ltd.  
May 28, 2012