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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

#### APPOINTMENT OF DIRECTORS AND SUPERVISORS

The Board is pleased to announce that the qualification of Mr. Ren Huichuan, Mr. Ku Man, Mr. Cheng Siu Hong and Mr. Stephen Thomas Meldrum as Directors of the Company was approved by the CIRC. Accordingly, the appointment of Mr. Ren Huichuan, Mr. Ku Man, Mr. Cheng Siu Hong and Mr. Stephen Thomas Meldrum as Directors of the 9th session of the Board, which was approved by the shareholders of the Company at the AGM held on June 27, 2012, became effective from July 17, 2012.

In addition, the qualification of Mr. Gu Liji, Mr. Sun Fuxin, Mr. Peng Zhijian, Mr. Lin Li, Mr. Sun Jianping, Mr. Zhao Fujun and Mr. Pan Zhongwu as Supervisors of the Company was approved by the CIRC. Accordingly, the appointment of Mr. Gu Liji, Mr. Sun Fuxin, Mr. Peng Zhijian, Mr. Lin Li, Mr. Sun Jianping, Mr. Zhao Fujun and Mr. Pan Zhongwu as Supervisors of the 7th session of the Supervisory Committee became effective from July 17, 2012.

Reference is made to the circular of the Company dated March 28, 2012 (the "Circular"). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise defined.

#### **Appointment of Directors**

As disclosed in the Circular, the appointment of Mr. Ren Huichuan, Mr. Ku Man, Mr. Cheng Siu Hong and Mr. Stephen Thomas Meldrum shall become effective upon the approval from the shareholders of the Company at the AGM and the approval of their qualification as Directors from the China Insurance Regulatory Commission (the "CIRC") are obtained. The said appointment has been approved by the shareholders of the Company at the AGM held on June 27, 2012.

The Company has recently received the approval regarding the qualification of Mr. Ren Huichuan, Mr. Ku Man, Mr. Cheng Siu Hong and Mr. Stephen Thomas Meldrum as Directors of the Company from the CIRC (Bao Jian Fa Gai [2012] No. 829) (the "Directors' Approval"). Accordingly, the appointment of Mr. Ren Huichuan as an Executive Director, Mr. Ku Man as an Executive Director, Mr. Cheng Siu Hong as a Non-executive Director and Mr. Stephen Thomas Meldrum as an Independent Non-executive Director of the 9th session of the Board became effective from July 17, 2012 (being the date of issue of the Directors' Approval).

As at the date of this announcement, Mr. Ren Huichuan was interested in 100,000 A shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the "SFO"). Save as disclosed, as at the date of this announcement, Mr. Ku Man, Mr. Cheng Siu Hong and Mr. Stephen Thomas Meldrum do not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

For further details of the biographies of Mr. Ren Huichuan, Mr. Ku Man, Mr. Cheng Siu Hong and Mr. Stephen Thomas Meldrum, please refer to Appendix I to the Circular.

### **Appointment of Supervisors**

As disclosed in the Circular, the appointment of Mr. Gu Liji, Mr. Sun Fuxin, Mr. Peng Zhijian and Mr. Lin Li shall become effective upon the approval from the shareholders of the Company at the AGM and the approval of their qualification as Supervisors from the CIRC are obtained, and the appointment of Mr. Sun Jianping, Mr. Zhao Fujun and Mr. Pan Zhongwu shall become effective upon the approval of their qualification as Supervisors from the CIRC are obtained. The appointment of Mr. Gu Liji, Mr. Sun Fuxin, Mr. Peng Zhijian and Mr. Lin Li has been approved by the shareholders of the Company at the AGM held on June 27, 2012.

The Company has recently received the approval regarding the qualification of Mr. Gu Liji, Mr. Sun Fuxin, Mr. Peng Zhijian, Mr. Lin Li, Mr. Sun Jianping, Mr. Zhao Fujun and Mr. Pan Zhongwu as Supervisors of the Company from the CIRC (Bao Jian Fa Gai [2012] No. 829) (the "Supervisors' Approval"). Accordingly, the appointment of Mr. Gu Liji, Mr. Sun Fuxin and Mr. Peng Zhijian as Independent Supervisors, Mr. Lin Li as a Supervisor representing the shareholders, and Mr. Sun Jianping, Mr. Zhao Fujun and Mr. Pan Zhongwu as Supervisors representing the employees of the 7th session of the Supervisory Committee became effective from July 17, 2012 (being the date of issue of the Supervisors' Approval).

As at the date of this announcement, (i) Mr. Peng Zhijian was personally interested in 6,600 A shares of the Company; (ii) Mr. Lin Li by virtue of his control over Shenzhen Liye Group Co., Ltd., which held a direct interest in 78,829,088 A shares of the Company, was deemed to be interested in 78,829,088 A shares of the Company; (iii) Mr. Sun Jianping was interested in 27,214 A shares of Shenzhen Development Bank Co., Ltd. (a subsidiary of the Company); and (iv) Mr. Zhao Fujun by virtue of the shareholdings of his wife, who held a direct interest in 1,700 A shares of the Company, was deemed to be interested in 1,700 A shares of the Company. Save as disclosed, as at the date of this announcement, Mr. Gu Liji, Mr. Sun Fuxin and Mr. Pan Zhongwu do not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

For further details of the biographies of the Supervisors, please refer to Appendix II to the Circular.

Save as disclosed in this announcement and the Circular, there is no other matter relating to their appointments as Directors or Supervisors that need 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 Listing Rules.

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

Shenzhen, PRC, July 19, 2012

*As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Ku Man 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 Cheng Siu Hong; the Independent Non-executive Directors are Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Carmelo Ka Sze, Woo Ka Biu Jackson and Stephen Thomas Meldrum.*