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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 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

“Shareholders' Return Plan for the Next Three Years of Ping An Insurance (Group) Company of China, Ltd. (2012-2014)”, which is published by Ping An Insurance (Group) Company of China, Ltd. on the website of Shanghai Stock Exchange, is reproduced herein for your reference.

By order of the Board
Yao Jun
Company Secretary

Shenzhen, PRC, July 25, 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.

SHAREHOLDERS' RETURN PLAN FOR THE NEXT THREE YEARS OF

PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.

(2012-2014)

Ping An Insurance (Group) Company of China, Ltd. (the "Company") attaches great importance to providing reasonable investment returns for its investors. The Company has formulated the Shareholders' Return Plan for the next three years (2012-2014) in order to develop a sustainable, stable and scientific return mechanism for its investors as well as to maintain the continuity and stability of its profit distribution policy.

I. Factors Considered for the Shareholders' Return Plan

The Company aims to foster long-term and sustainable development in addition to a balanced relationship between continuous business growth and shareholders' combined returns. To achieve these objectives the Company has formulated the Shareholders' Return Plan by conducting a comprehensive analysis on various factors including the operating environment of the financial industry, the characteristics of capital requirements of financial groups, the requirements of domestic and overseas shareholders, the cost of social funds, the external financing environment and regulatory policies while taking into full consideration the current and future business development, profitability, investment funding requirements, the solvency and capital adequacy ratio of the Company and its subsidiaries and other factors, with a view to develop a sustainable, stable and scientific return mechanism for its investors and maintain the continuity and stability of its profit distribution policy.

II. The Relevant Profit Distribution Policy of the Company

(I) Sequence of Profit Distribution

The profits after tax of the Company shall be distributed in the following sequence: (1) cover losses in the previous year; (2) allocate 10% to statutory revenue reserve; (3) allocate to discretionary revenue reserve; (4) pay dividends to shareholders.

When the accumulated statutory revenue reserve exceeds 50 percent of the Company's registered capital, the Company may cease to make such allocation. If the statutory revenue reserve is not sufficient to cover the losses made in the previous year, the profits of the current year shall be used to cover such losses before allocation to the statutory revenue reserve is made in accordance with the provisions of the previous paragraph. The decision on whether to make any allocation of profit after tax to the discretionary revenue reserve, after making allocation to the statutory revenue reserve, is subject to the resolution at general meetings.

The profits after tax of the Company, after covering the losses and making allocation to the revenue reserve, shall be distributed to the shareholders in accordance with their proportion of shareholdings in the Company.

If it is resolved at the general meeting to distribute profit to shareholders before covering the losses and making allocation to statutory revenue reserve in violation to the provisions of the previous paragraph, the shareholders shall return such distributed profits to the Company.

The shares held by the Company shall not participate in the profit distribution.

(II) Procedures for Considering and Approving Profit Distribution Plans

The profit distribution plans of the Company shall be prepared by the board of directors (the “Board”). Subject to approval by more than 50% of the members of the Board, these plans could be submitted to the general meeting for approval by the shareholders holding more than 50% of the voting rights present at that general meeting.

In preparing profit distribution plans, the Board shall listen to and absorb the views and advice of shareholders (in particular, minority shareholders), independent directors and independent supervisors through various ways. Independent Directors of the Company shall express their independent opinions on these plans. When a particular cash dividends distribution plan is put forward for consideration at a general meeting, a variety of channels shall be provided for communication and exchange of opinions with shareholders (in particular, minority shareholders), whose opinions and demands shall be fully heard. Prompt response shall be given to any issues the minority shareholders are concerned.

(III) Conditions and Procedures for Adjustment to Profit Distribution Policy

Where adjustment to our profit distribution policy is required due to inconsistency with applicable laws and regulations, new rules promulgated by the China Securities Regulatory Commission regarding profit distribution policies of listed companies, as well as significant changes in the Company’s external business environment and/or its own state of affairs, it shall be done for the purpose of safeguarding the shareholders' interests and in strict compliance with the decision-making process. To this end, the Board shall work out an adjustment plan based on the Company’s state of affairs and, subject to the relevant regulations of the China Securities Regulatory Commission, submit the same to the general meeting for consideration and approval. Implementation of the adjustment plan is conditional upon approval by shareholders (including their proxies) holding more than two-thirds of the voting rights present at the general meeting.

(IV) Modes and Intervals of Profit Distribution

The Company may distribute dividends in following modes: (1) cash; (2) shares.

Unless otherwise resolved at the general meetings, the Directors can be authorised at the general meeting to distribute interim dividends. Unless otherwise provided by laws and regulations, the amount of interim dividend shall not be more than 50% of the distributable profit as shown in the interim profit and loss account of the Company.

(V) Conditions and Proportion of Profit Distribution

The Company shall attach importance to the reasonable investment returns of investors in terms of its profit distribution. The profit distribution policy of the Company shall maintain its continuity and stability. The accumulated profit to be distributed in cash for any three consecutive years shall not be less than 30% of the average annual distributable profit realized in the three years, provided that the annual profits of the Company after covering the losses and making contributions to the revenue reserve are positive in value and such distributions are in compliance with the prevailing laws and regulations and the requirements of regulatory authorities for solvency ratio. In determining the specific ratio of distribution of cash dividend, the Company shall take into account its profit, cash flow, solvency and operation and business development requirements. The Board shall be responsible for formulating and implementing a distribution plan according to the provisions of the Articles of Association.

(VI) Other Requirements for Profit Distribution

After the resolution regarding the distribution of profit has been approved at the general meeting of the

Company, the Board shall, within 2 months after the general meeting, complete the distribution of dividends (or shares).

Where the Company makes payments of cash dividends and other amounts to the holders of domestic shares, the payments shall be calculated and declared in Renminbi and be paid in Renminbi within two months after declaration of the dividends. Where the Company makes payment of cash dividends and other amounts to the holders of foreign investment shares, the payment shall be calculated and declared in Renminbi and be paid in Renminbi within two months after declaration of the dividends.

Where the Company makes a payment to holders of foreign investment shares in foreign currency, the foreign currency shall be arranged in accordance with the relevant foreign exchange regulations promulgated by the State. Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.

III. Profit Distribution and Usage of Undistributed Profit of the Company in the Last Three Years

(I) Profit Distribution of the Company in the Last Three Years

Profit Distribution of the Company from 2009 to 2011

Item	2011	2010	2009
Cash dividend amount (tax inclusive) (in RMB million)	3,166	4,204	3,395
Net profit attributable to shareholders of the parent company (in RMB million)	19,475	17,311	13,883
Cash dividend as a percentage of the net profit for the year attributable to shareholders of the parent company	16.26%	24.29%	24.45%
Accumulated cash dividend in the last three years as a percentage of the average annual net profit attributable to shareholders of the parent company during the last three years	63.74%		

1. 2009

(1) 2009 Interim Profit Distribution

As authorized by the general meeting (as stated in the Articles of Association), at the 3rd meeting of the Eighth Session of the Board held on 14 August 2009, the 2009 Interim Profit Distribution Plan was considered and approved: to pay the 2009 interim dividend of the Company on the basis of the total number of 7,345,053,334 shares of the Company in issue. The cash dividend per share was RMB0.15, and total dividend payable amounted to RMB1,101,758,000.10.

The abovementioned 2009 Interim Profit Distribution Plan had been implemented in August 2009.

(2) 2009 Annual Profit Distribution

At the 6th meeting of the Eighth Session of the Board of the Company held on 16 April 2010 and the 2009 Annual General Meeting of the Company held on 29 June 2010, the 2009 Annual Profit Distribution Plan was considered and approved: to pay the 2009 final dividend of the Company on the basis of the total

number of 7,644,142,092 shares of the Company in issue. The cash dividend per share was RMB0.30 (tax inclusive), and total dividend payable amounted to RMB2,293,242,627.60.

The abovementioned 2009 Annual Profit Distribution Plan had been implemented in July 2010.

2. 2010

(1) 2010 Interim Profit Distribution

As authorized by the general meeting (as stated in the Articles of Association), at the 9th meeting of the Eighth Session of the Board held on 24 August 2010, the 2010 Interim Profit Distribution Plan was considered and approved: to pay the 2010 interim dividend of the Company on the basis of the total number of 7,644,142,092 shares of the Company in issue. The cash dividend per share was RMB0.15 (tax inclusive), and total dividend payable amounted to RMB1,146,621,313.80.

The abovementioned 2010 Interim Profit Distribution Plan had been implemented in September 2010.

(2) 2010 Annual Profit Distribution

At the 14th meeting of the Eighth Session of the Board of the Company held on 29 March 2011 and the 2010 Annual General Meeting of the Company held on 16 June 2011, the 2010 Annual Profit Distribution Plan was considered and approved: to pay the 2010 final dividend of the Company on the basis of the total number of 7,644,142,092 shares of the Company in issue. The cash dividend per share was RMB0.40 (tax inclusive), and total dividend payable amounted to RMB3,057,656,836.80.

The abovementioned 2010 Annual Profit Distribution Plan had been implemented in July 2011.

3. 2011

(1) 2011 Interim Profit Distribution

As authorized by the general meeting (as stated in the Articles of Association), at the 16th meeting of the Eighth Session of the Board held on 17 August 2011, the 2011 Interim Profit Distribution Plan was considered and approved: to pay the 2011 interim dividend of the Company on the basis of the total number of 7,916,142,092 shares of the Company in issue. The cash dividend per share was RMB0.15 (tax inclusive), and total dividend payable amounted to RMB1,187,421,313.80.

The abovementioned 2011 Interim Profit Distribution Plan had been implemented in September 2011.

(2) 2011 Annual Profit Distribution

At the 20th meeting of the Eighth Session of the Board of the Company held on 15 March 2012 and the 2011 Annual General Meeting of the Company held on 27 June 2012, the 2011 Annual Profit Distribution Plan was considered and approved: to pay the 2011 final dividend of the Company on the basis of the total number of 7,916,142,092 shares of the Company in issue. The cash dividend per share was RMB0.25 (tax inclusive), and total dividend payable amounted to RMB1,979,035,523.00.

The abovementioned 2011 Annual Profit Distribution Plan had been implemented in July 2012.

(II) Use of the Undistributed Profit for the Past Three Years

The Company's undistributed profit for the past three years was mainly retained as an internally-generated capital to help maintain a reasonable solvency adequacy ratio. They were also used to make capital injection to our specialized subsidiaries, so as to maintain a reasonable level of solvency

adequacy ratio or capital adequacy ratio of our subsidiaries.

IV. Profit distribution plan for 2012-2014

(I) The profit shall be distributed in cash or in shares, pursuant to the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and other laws and regulations, as well as the relevant requirements of the securities regulatory authority of the jurisdiction where the Company's shares are listed and the Articles of Association.

(II) In the next three years (2012-2014), on the condition that the annual profits of the Company after covering the losses and making contributions to the revenue reserve are positive in value and such distributions are in compliance with the prevailing laws and regulations and the requirements of regulatory authorities for solvency ratio, the cash dividend to be paid by the Company for each profitable fiscal year will be fixed at 15% - 30% of the audited net profit attributable to shareholders of the parent company (as determined in accordance with the PRC Accounting Standards or the International Financial Reporting Standards, whichever is the lower).

(III) The particular plan of profit distribution for each year will be prepared by the Board according to the Company's operational and business development needs after taking into account the profits and cash flow of the Company and the solvency or capital adequacy ratio of the Company and its subsidiaries. It will be implemented in accordance with the Articles of Association.