



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Ping An Insurance (Group) Company of China, Limited

Date Submitted 2 May 2012

I. Movements in Authorised Share Capital

Not applicable as the Company was incorporated in the People's Republic of China.

1. Ordinary Shares

(1) Stock code : 2318 Description : H Shares

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u></u> | <u>N/A</u> |

(2) Stock code : 601318 Description : A Shares

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u></u> | <u>N/A</u> |

2. Preference Shares

| | | | |
|-------------------------------------|-----------------------------|--|--|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u></u> | <u>N/A</u> |

3. Other Classes of Shares

| | | | |
|-------------------------------------|-----------------------------------|--|--|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | <u></u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u></u> | <u>N/A</u> |

Total authorised share capital at the end of the month (*State
currency*) : N/A

II. Movements in Issued Share Capital

| | No. of ordinary shares (1) H Shares | (2) A Shares | No. of preference shares | No. of other classes of shares |
|--|---|----------------------|-----------------------------|-----------------------------------|
| Balance at close of preceding month | <u>3,129,732,456</u> | <u>4,786,409,636</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>Nil</u> | <u>Nil</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>3,129,732,456</u> | <u>4,786,409,636</u> | <u>N/A</u> | <u>N/A</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 2. N/A | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| Total A. | | | | | N/A | |
| (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | N/A | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|---|----------------------------|-------------------------------------|--|---|
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| Total B. | | | | | (Ordinary shares) | N/A |
| | | | | | (Preference shares) | N/A |
| | | | | | (Other class) | N/A |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 2. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total C. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A | | |
| 2. N/A | | |
| 3. N/A | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|---------------------------------|--|--|--|---|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | N/A |
| 2. Open offer | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | N/A |
| 3. Placing | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | N/A |
| 4. Bonus issue | | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | N/A |

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|--|--|---|
| 5. | Scrip dividend | At price : State currency _____ | _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 6. | Repurchase of shares | | Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 7. | Redemption of shares | | Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | N/A | N/A |

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | |
|----------------------------|--|--|--|--|---|-----|
| Type of Issue | | | | | | |
| 9. Capital reorganisation | Class of shares issuable _____ (Note 1) | | | | | |
| | Issue and allotment date : (dd/mm/yyyy) | | | (/ /) | | |
| | EGM approval date: (dd/mm/yyyy) | | | (/ /) | | |
| | | | | N/A | N/A | |
| 10. Other (Please specify) | At price : State currency _____ | Class of shares issuable _____ (Note 1) | | | | |
| | | Issue and allotment date : (dd/mm/yyyy) | | | (/ /) | |
| | | EGM approval date: (dd/mm/yyyy) | | | (/ /) | |
| | | | | | N/A | N/A |
| Total E. | | | | (Ordinary shares) | N/A | |
| | | | | (Preference shares) | N/A | |
| | | | | (Other class) | N/A | |

| | | |
|--|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | Nil |
| | (2) | Nil |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

Remarks (if any):

Submitted by: Yao Jun

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*