

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING, H SHAREHOLDERS CLASS MEETING AND A SHAREHOLDERS CLASS MEETING HELD ON FRIDAY, AUGUST 7, 2009

Reference is made to the notice of the extraordinary general meeting (the “**EGM**”), the notice of H Shareholders Class Meeting and the circular (the “**Circular**”), of the Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) all dated 23 June 2009. Terms used in this announcement shall, unless otherwise defined, have the same respective meanings as defined in the Circular.

The Board of Directors is pleased to announce that the EGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting were held on Friday, August 7, 2009 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The EGM and A Shareholders Class Meeting were conducted by way of a combination of on-site voting and online voting. H Shareholders Class Meeting was conducted by way of on-site voting. On-site meeting was convened at 10:00 am on 7 August 2009, and time of online voting began from 9:30 am to 11:30 am and from 1:00 pm to 3:00 pm on 7 August 2009. The EGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting were chaired by Mr. Ma Mingzhe, Chairman of the Board of Directors and Chief Executive Officer of the Company. Directors, supervisors and certain members of the senior management of the Company also attended the EGM and the Class Meetings.

In accordance with the Articles of Association of the Company, voting in respect of the resolutions put forward to the general meeting was conducted by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share Registrar, was appointed by the Company as the scrutineer for the vote-taking and lawyers of the Shenzhen Branch of Beijing Deheng Law Office was appointed as the witnessing lawyers at the EGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting, respectively.

EGM

The number of issued Shares of the Company as at the date of the EGM was 7,345,053,334 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution proposed at the EGM. There were 610 shareholders and authorized proxies who participated the on-site EGM and in the online voting, holding an aggregate of 5,592,823,470 shares, representing approximately 76.1441% of the total issued share capital of the Company. Among which, there were 605 A Shareholders and authorized proxies of the holders of A Shares, holding 3,834,710,399 Shares, representing approximately 52.2081% of the total issued share capital of the Company; and 5 H Shareholders and authorized proxies of the holders of H Shares, holding 1,758,113,071 Shares, representing approximately 23.9360% of the total issued share capital of the Company.

To the best knowledge, information and belief of the directors of the Company, there were no restrictions on any Shareholder casting votes on the proposed resolution at the EGM and no shareholder has a material interest in the matter considered at the EGM and is required to abstain from voting at the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company.

The special resolution as set out in the notice of the EGM was duly passed. The poll results in respect of the special resolution proposed at the EGM were as follows:

SPECIAL RESOLUTION	Number of Shares (%)			
	For	Against	Abstain	Total Votes
To approve the granting to the Directors of the Company a specific mandate to issue the Consideration Shares	5,578,810,590 (99.7494%)	13,897,780 (0.2485%)	115,100 (0.0021%)	5,592,823,470 (100%)
As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

A SHAREHOLDERS CLASS MEETING

The number of issued A Shares of the Company as at the date of the A Shareholders Class Meeting was 4,786,409,636 A Shares, which was the total number of A Shares entitling the holders of A Shares to attend and vote for or against the resolution proposed at the A Shareholders Class Meeting. 605 A Shareholders and authorized proxies participated the on-site A Shareholders Class Meeting and in the online voting, holding an aggregate of 3,834,710,399 A Shares, representing approximately 80.1166% of the total voting A Shares of the Company.

To the best knowledge, information and belief of the directors of the Company, there were no restrictions on any A Shareholder casting votes on the proposed resolution at the A Shareholders Class Meeting and no A Shareholder has a material interest in the matter considered at the A Shareholders Class Meeting and is required to abstain from voting at the A Shareholders Class Meeting. The holding of the A Shareholders Class Meeting was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company.

The special resolution as set out in the notice of the A Shareholders Class Meeting published on the website of the Shanghai Stock Exchange on 23 June and 10 July 2009 respectively was duly passed. The poll results in respect of the special resolution proposed at the A Shareholders Class Meeting were as follows:

SPECIAL RESOLUTION	Number of A Shares (%)			
	For	Against	Abstain	Total Votes
To approve the granting to the Directors of the Company a specific mandate to issue the Consideration Shares	3,833,984,019 (99.9811%)	611,280 (0.0159%)	115,100 (0.0030%)	3,834,710,399 (100%)
As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

H SHAREHOLDERS CLASS MEETING

The number of issued H Shares of the Company as at the date of the H Shareholders Class Meeting was 2,558,643,698 H Shares, which was the total number of H Shares entitling the holders of H Shares to attend and vote for or against the resolution proposed at the H Shareholders Class Meeting. 7 H Shareholders and authorized proxies holding an aggregate of 1,751,176,413 H Shares, representing approximately 68.4416% of the total voting H Shares of the Company were present at the H Shareholders Class Meeting.

To the best knowledge, information and belief of the directors of the Company, there were no restrictions on any H Shareholder casting votes on the proposed resolution at the H Shareholders Class Meeting and no H Shareholder has a material interest in the matter considered at the H Shareholders Class Meeting and is required to abstain from voting at the H Shareholders Class Meeting. The holding of the H Shareholders Class Meeting was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company.

The special resolution as set out in the notice of the H Shareholders Class Meeting was duly passed. The poll results in respect of the special resolution proposed at the H Shareholders Class Meeting were as follows:

SPECIAL RESOLUTION	Number of H Shares (%)			
	For	Against	Abstain	Total Votes
To approve the granting to the Directors of the Company a specific mandate to issue the Consideration Shares	1,733,228,913 (98.9751%)	17,947,500 (1.0249%)	0 (0%)	1,751,176,413 (100%)
As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

As the witnessing lawyers at the EGM and the Class Meetings, lawyers of the Shenzhen Branch of Beijing Deheng Law Office issued a legal opinion for the meetings pursuant to which, the convening and the proceedings of the meetings, the capacities of the persons attended the meetings and the person convening the meetings, the resolutions of the meetings, the voting procedures and the voting results were in compliance with the relevant laws, rules and regulations such as “Company Law of the People’s Republic of China”, “Securities Law of the People’s Republic of China”, “Rules of Shareholders’ Meetings of Listed Companies”, and the requirements of “Articles of Association of the Ping An Insurance (Group) Company of China, Ltd.” and “Procedural Rules of Shareholders’ meetings of the Ping An Insurance (Group) Company of China, Ltd.”; the resolutions passed at the meetings are legally valid.

By order of the Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
Yao Jun
Company Secretary

Shenzhen, PRC, August 7, 2009

As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Cheung Chi Yan Louis, Wang Liping and Jason Bo Yao, the Non-executive Directors are Lin Lijun, Hu Aimin, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip, Clive Bannister and Li Zhe, the Independent Non-executive Directors are Chow Wing Kin Anthony, Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Ka Sze Carmelo and Chung Yu-wo Danny.