

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 held on Monday, March 19, 2007

Reference is made to the announcement of the Ping An Insurance (Group) Company of China, Ltd. (the "Company") dated January 30, 2007, the notice of extraordinary general meeting and the circular of the Company (the "Circular"), both dated February 2, 2007. Terms used in this announcement shall, unless otherwise defined, have the same respective meanings as defined in the Circular.

The Board is pleased to announce that the EGM was held at 10:00 a.m. on Monday, March 19, 2007 at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC. 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 any of the resolutions proposed at the EGM.

In accordance with the Listing Rules, voting was conducted by way of poll and HSBC Insurance Holdings Limited, the Hongkong and Shanghai Banking Corporation Limited ("HSBC") and HSBC CCF Financial Products (France) SNC ("HSBC CCF") and their respective associates abstained from voting on the resolutions in relation to the bank deposit arrangements maintained by the Company with HSBC and the bank deposit arrangements maintained by the Company with Ping An Bank Limited at the EGM.

To the best knowledge, information and belief of the Directors, other than HSBC Insurance Holdings Limited, HSBC and HSBC CCF, which held 618,886,334 shares (approximately 8.42%), 613,929,279 shares (approximately 8.36%) and 884,775 shares (approximately 0.012%) in the issued share capital of the Company respectively as at the date of the EGM, no other shareholder has a material interest in the Non-exempt Continuing Connected Transactions and is required to abstain from voting at the EGM.

The shareholders and authorised proxies holding an aggregate of 5,138,094,375 shares, representing approximately 69.95% of the total voting shares of the Company were present 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 EGM was chaired by Mr. Ma Mingzhe, the Chairman of the Board and Chief Executive Officer of the Company. Computershare Hong Kong Investor Services Limited, the Company's H share Registrar, was appointed by the Company as the scrutineer for the vote-taking at the EGM.

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

ORDINARY RESOLUTIONS	Total number of votes	
	For	Against
1. To consider and approve the bank deposit arrangements between the Company and its subsidiaries and The Hongkong and Shanghai Banking Corporation Limited and the proposed annual cap for each of the three years ending December 31, 2009.	3,905,278,762 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2. To consider and approve the bank deposit arrangements between the Company and its subsidiaries and Industrial and Commercial Bank of China Limited and Industrial and Commercial Bank of China (Asia) Limited and the proposed annual cap for each of the three years ending December 31, 2009.	5,138,094,375 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3. To consider and approve the bank deposit arrangements between the Company and its subsidiaries and Ping An Bank Limited and the proposed annual cap for each of the three years ending December 31, 2009.	3,905,278,762 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
4. To consider and approve the appointment of Mr. Wang Zhongfu as an independent non-executive director of the Company.	5,138,094,375 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5. To consider and approve the appointment of Mr. Zhang Hongyi as an independent non-executive director of the Company.	5,138,094,375 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
6. To consider and approve the appointment of Mr. Chen Su as an independent non-executive director of the Company.	5,138,094,375 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
7. To consider and approve the annual directors' fee of RMB200,000 for each of the domestic independent non-executive directors of the Company.	5,138,094,375 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

RESIGNATION OF NON-EXECUTIVE DIRECTORS

The Board announces that Mr. Huang Jianping, Mr. Shi Yuxin and Mr. Dou Wenwei resigned as non-executive Directors. As explained in the Circular, their resignations were subject to and effective upon the approval of the new independent non-executive Directors' appointment by the Company's shareholders at the EGM so as to enable the Company to further enhance its corporate governance. All three Directors have confirmed that they have no disagreement with the Board and there is no matter relating to their resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to thank Mr. Huang, Mr. Shi and Mr. Dou for their valuable contribution to the Company during their tenure of office.

As of the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi and Cheung Chi Yan Louis, the Non-executive Directors are Lin Yu Fen, Cheung Lee Wah, Anthony Philip HOPE, Fan Gang, Lin Lijun, Hu Aimin, Chen Hongbo, Wong Tung Shun Peter and Ng Sing Yip, and the Independent Non-executive Directors are Bao Youde, Kwong Che Keung Gordon, Cheung Wing Yui and Chow Wing Kin Anthony.

By order of the Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
Yao Jun Natalia Seng
Joint Company Secretaries

Shenzhen, PRC, March 19, 2007

“Please also refer to the published version of this announcement in the South China Morning Post”