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**PING AN**

Insurance • Banking • Investment

**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 ANNUAL GENERAL MEETING  
HELD ON WEDNESDAY, JUNE 3, 2009**

The board of directors (the “**Board of Directors**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) is pleased to announce that the annual general meeting of the Company for 2008 (the “**AGM**”) was held at 10:00 a.m. on Wednesday, June 3, 2009 at Ping An School of Financial Services, Guanlan, Shenzhen, PRC. The number of issued shares of the Company as at the date of the AGM 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 AGM.

The shareholders and authorized proxies holding an aggregate of 4,400,168,065 shares, representing 59.9066% of the total voting shares of the Company were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the People's Republic of China and the provisions of the Articles of Association of the Company. The AGM was chaired by Mr. Ma Mingzhe, Chairman of the Board of Directors and Chief Executive Officer of the Company. In accordance with the Articles of Association of the Company, voting in respect of the resolutions 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 at the AGM whereas King and Wood was appointed as the witnessing lawyer at the AGM.

To the best knowledge, information and belief of the directors of the Company, there were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM and no shareholder has a material interest in the matter considered at the AGM and is required to abstain from voting at the AGM.

All resolutions as set out in the notice of the AGM dated April 17, 2009 and the supplemental notice of AGM dated May 14, 2009 were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
1.	To consider and approve the report of the Board of Directors of the Company for the year ended December 31, 2008	4,388,861,996 (99.9777%)	4,500 (0.0001%)	975,069 (0.0222%)	4,389,841,565 (100%)
As more than half 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 report of the Supervisory Committee of the Company for the year ended December 31, 2008	4,388,861,996 (99.9777%)	4,500 (0.0001%)	975,069 (0.0222%)	4,389,841,565 (100%)
As more than half 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 annual report and its summary of the Company for the year ended December 31, 2008	4,388,841,796 (99.9772%)	24,700 (0.0006%)	975,069 (0.0222%)	4,389,841,565 (100%)
As more than half 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 report of the auditors and audited financial statements of the Company for the year ended December 31, 2008	4,320,996,389 (99.9769%)	24,707 (0.0006%)	975,069 (0.0226%)	4,321,996,165 (100%)
As more than half 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 profit distribution plan for the year ended December 31, 2008	4,385,257,063 (99.8954%)	3,586,933 (0.0817%)	1,005,069 (0.0229%)	4,389,849,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
6.	To consider and approve the re-appointment of Ernst & Young Hua Ming as the PRC auditors and Ernst & Young as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board of Directors to fix their remuneration	4,387,400,886 (99.9647%)	563,110 (0.0128%)	988,069 (0.0225%)	4,388,952,065 (100%)
As more than half 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 re-election of Mr. Ma Mingzhe as an Executive Director of the Company	4,364,576,282 (99.4740%)	22,104,914 (0.5038%)	975,369 (0.0222%)	4,387,656,565 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
8.	To consider and approve the re-election of Mr. Sun Jianyi as an Executive Director of the Company	4,364,351,282 (99.4688%)	22,329,914 (0.5089%)	975,369 (0.0222%)	4,387,656,565 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
9.	To consider and approve the re-election of Mr. Cheung Chi Yan Louis as an Executive Director of the Company	4,367,391,282 (99.5191%)	20,130,414 (0.4587%)	975,369 (0.0222%)	4,388,497,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
10.	To consider and approve the appointment of Ms. Wang Liping as an Executive Director of the Company	4,367,401,582 (99.5193%)	20,120,414 (0.4585%)	975,069 (0.0222%)	4,388,497,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
11.	To consider and approve the appointment of Mr. Jason Bo Yao as an Executive Director of the Company	4,367,401,582 (99.5193%)	20,120,414 (0.4585%)	975,069 (0.0222%)	4,388,497,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
12.	To consider and approve the re-election of Ms. Lin Lijun as a Non-executive Director of the Company	4,366,111,282 (99.4899%)	21,027,414 (0.4791%)	1,358,369 (0.0310%)	4,388,497,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
13.	To consider and approve the re-election of Mr. Hu Aimin as a Non-executive Director of the Company	4,366,111,282 (99.4899%)	21,027,414 (0.4791%)	1,358,369 (0.0310%)	4,388,497,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
14.	To consider and approve the re-election of Mr. Chen Hongbo as a Non-executive Director of the Company	4,366,111,282 (99.4899%)	21,027,414 (0.4791%)	1,358,369 (0.0310%)	4,388,497,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
15.	To consider and approve the re-election of Mr. Wong Tung Shun Peter as a Non-executive Director of the Company	4,366,494,582 (99.4986%)	21,027,414 (0.4791%)	975,069 (0.0222%)	4,388,497,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
16.	To consider and approve the re-election of Mr. Ng Sing Yip as a Non-executive Director of the Company	4,358,239,084 (99.3295%)	28,442,412 (0.6482%)	975,069 (0.0222%)	4,387,656,565 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
17.	To consider and approve the re-election of Mr. Clive Bannister as a Non-executive Director of the Company	4,359,897,514 (99.3526%)	27,434,482 (0.6252%)	975,069 (0.0222%)	4,388,307,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
18.	To consider and approve the appointment of Ms. Li Zhe as a Non-executive Director of the Company	4,366,121,282 (99.4901%)	21,017,414 (0.4789%)	1,358,369 (0.0310%)	4,388,497,065 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
19.	To consider and approve the re-election of Mr. Chow Wing Kin Anthony as an Independent Non-executive Director of the Company	4,371,783,051 (99.6319%)	15,177,407 (0.3459%)	975,069 (0.0222%)	4,387,935,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
20.	To consider and approve the re-election of Mr. Zhang Hongyi as an Independent Non-executive Director of the Company	4,371,782,851 (99.6319%)	15,177,407 (0.3459%)	975,269 (0.0222%)	4,387,935,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
21.	To consider and approve the re-election of Mr. Chen Su as an Independent Non-executive Director of the Company	4,371,419,951 (99.6236%)	15,177,407 (0.3459%)	1,338,169 (0.0305%)	4,387,935,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
22.	To consider and approve the re-election of Mr. Xia Liping as an Independent Non-executive Director of the Company	4,371,783,051 (99.6319%)	15,177,407 (0.3459%)	975,069 (0.0222%)	4,387,935,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
23.	To consider and approve the appointment of Mr. Tang Yunwei as an Independent Non-executive Director of the Company	4,382,086,258 (99.6076%)	16,267,000 (0.3698%)	995,269 (0.0226%)	4,399,348,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
24.	To consider and approve the appointment of Mr. Lee Ka Sze Carmelo as an Independent Non-executive Director of the Company	4,370,591,896 (99.6047%)	16,348,362 (0.3726%)	995,269 (0.0227%)	4,387,935,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
25.	To consider and approve the appointment of Mr. Chung Yu-wo Danny as an Independent Non-executive Director of the Company	4,382,828,258 (99.6245%)	15,525,000 (0.3529%)	995,269 (0.0226%)	4,399,348,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
26.	To consider and approve the Directors' emolument plan for the Board of Directors	4,386,789,046 (99.9620%)	679,200 (0.0155%)	988,069 (0.0225%)	4,388,456,315 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
27.	To consider and approve the appointment of Mr. Gu Liji as an Independent Supervisor of the Company	4,387,077,758 (99.9772%)	5,500 (0.0001%)	995,269 (0.0227%)	4,388,078,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
28.	To consider and approve the re-election of Mr. Sun Fuxin as an Independent Supervisor of the Company	4,387,077,758 (99.9772%)	5,500 (0.0001%)	995,269 (0.0227%)	4,388,078,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
29.	To consider and approve the appointment of Mr. Song Zhijiang as a Supervisor of the Company representing the shareholders of the Company	4,382,267,190 (99.8676%)	4,816,068 (0.1098%)	995,269 (0.0227%)	4,388,078,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Shares (%)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total Votes</b>
30.	To consider and approve the Supervisors' emolument plan for the Supervisory Committee	4,388,276,458 (99.9737%)	179,000 (0.0041%)	975,069 (0.0222%)	4,389,430,527 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
<b>SPECIAL RESOLUTIONS</b>		<b>Number of Shares (%)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total Votes</b>
31.	To consider and approve the proposed amendments to the Articles of Association of the Company, and to authorize the Board of Directors to make further amendments which in its opinion may be necessary, desirable and expedient in accordance with the applicable laws and regulations, and as may be required by the China Insurance Regulatory Commission and other relevant Authorities	4,390,077,496 (99.9766%)	52,000 (0.0012%)	975,069 (0.0222%)	4,391,104,565 (100%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
32.	To give a general mandate to the Board of Directors to issue, allot and deal with additional H shares not exceeding 20% of the H shares of the Company in issue and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares	4,066,746,401 (92.4225%)	332,446,295 (7.5553%)	975,369 (0.0222%)	4,400,168,065 (100%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
<b>ADDITIONAL ORDINARY RESOLUTION</b>		<b>Number of Shares (%)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total Votes</b>
33.	To consider and approve the appointment of Mr. Peng Zhijian as an Independent Supervisor of the Company	4,365,288,896 (99.9760%)	51,100 (0.0012%)	995,569 (0.0228%)	4,366,335,865 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

## **CHANGES IN DIRECTORS**

At the AGM, the election and re-election of all the director candidates were duly approved by shareholders of the Company. According to the relevant regulatory requirements, the appointment of each of Mr. Ma Mingzhe, Mr. Sun Jianyi, Mr. Cheung Chi Yan, Mr. Hu Aimin, Mr. Chen Hongbo, Mr. Wong Tung Shun Peter, Mr. Ng Sing Yip, Mr. Clive Bannister, Mr. Chow Wing Kin Anthony, Mr. Zhang Hongyi, Mr. Chen Su and Mr. Xia Liping as director of the 8th Session of the Board of Directors took effect on the date of passing of the resolutions at the AGM, and the appointment qualification of each of Ms. Wang Liping, Mr. Jason Bo Yao, Ms Lin Lijun, Ms. Li Zhe, Mr. Tang Yunwei, Mr. Lee Ka Sze Carmelo and Mr. Chung Yu-wo Danny as director of the Company is still subject to the approval of the China Insurance Regulatory Commission (“CIRC”).

In accordance with the articles of association of the Company, the terms of appointment of each of Mr. Lin Yu Fen, Mr. Cheung Lee Wah, Mr. Fan Gang, Mr. Bao Youde, Mr. Kwong Che Keung Gordon and Mr. Cheung Wing Yui, all being directors of the 7th Session of the Board of Directors, expired at the AGM, and they did not offer themselves for re-election at the AGM due to personal reasons. The retiring directors therefore ceased to be a director of the Company immediately after conclusion of the AGM. The retiring directors confirm that there is no disagreement between them and the Company and there is no matter in relation to their retirements that need to be brought to the attention of the shareholders of the Company. The Board of Directors would like to thank them for their contribution to the success of the Company.

## **CHANGES IN SUPERVISORS**

In accordance with the articles of association of the Company, the terms of appointment of Mr. Xiao Shaolian, being Chairman of the 5th Session of Supervisory Committee, and each of Mr. Dong Likun, Ms. Duan Weihong, Mr. Lin Li, Mr. Che Feng, Mr. Hu Jie and Mr. Du Jianguan, each being supervisor of the 5th Session of the Supervisory Committee, expired at the AGM and they did not offer themselves for re-election at the AGM due to personal reasons. The retiring supervisors confirm that there is no disagreement between them and the Company and there is no matter in relation to their retirements that need to be brought to the attention of the shareholders. The Supervisory Committee and the Board of Directors would like to thank them for their contribution to the success of the Company.

At the AGM, the election and re-election of all the supervisor candidates were duly approved by shareholders of the Company. According to the relevant regulatory requirements, the appointment of each of Mr. Gu Liji, Mr. Sun Fuxin, Mr. Peng Zhijian and Mr. Song Zhijiang as supervisor of the 6th Session of the Supervisory Committee of the Company took effect on the date of passing of the resolutions at the AGM, and together with the supervisors representing employees of the Company, namely Mr. Ren Huichuan, Mr. Ding Xinmin and Ms. Wang Wenjun, form the 6th Session of the Supervisory Committee of the Company. The newly appointed supervisors will hold office until the expiry of the 6th Session of the Supervisory Committee. The particulars of the newly appointed supervisors are set out below:



**GU Liji**, 61, is currently an Executive Director of China Merchants Technology Holdings Limited and China Merchants Technology Investment Co., Ltd. (Shenzhen) and the vice chairman of Shenzhen Nanshan District Technology Committee. Before retirement in October 2008, Mr. Gu had served as the Managing Director of China International Marine Containers (Group) Co., Ltd., the Chairman and President of Merchants Shekou Port Service Co., Ltd., the Vice Chairman of the Company, a Director of China Merchants Bank Co., Ltd. and China Merchants Group Ltd., the Managing Director of China Merchants Shekou Industrial Zone Co., Ltd., Hoi Tung Marine Machinery Suppliers Limited and China Merchants Technology Group, and the Chairman of China Merchants Technology Holdings Limited. Mr. Gu is a senior economist, and has obtained the Advanced Management Program AMP (151) certificate from the School of Management, Harvard University of the United States. Mr. Gu is a part-time professor at the Shenzhen Graduate School of Tsinghua University. Mr. Gu also holds a Master of Engineering degree in Management Science from University of Science and Technology of China and a Bachelor's degree in Engineering from Tsinghua University.

**PENG Zhijian**, 60, a senior economist. He is currently the party committee secretary and governor of Guangdong Regulatory Bureau of China Banking Regulatory Commission. Mr. Peng started his working career in 1969, and consecutively served as the party unit secretary and governor of People's Bank of China ("PBC") Wuzhou Branch, the deputy governor, governor and party committee secretary of PBC Guangxi Branch, the deputy party committee secretary and deputy governor of PBC Guangzhou Regional Branch. He also served as the governor of PBC Shenzhen Central Branch, the party secretary and governor of PBC Wuhan Regional Branch and the head of the State Administration of Foreign Exchange Hubei Bureau. Mr. Peng was a visiting professor of Guangxi University and a part-time professor of the Financial Engineering Research Center of South China University of Technology and the School of Economics and Management of Jinan University. In addition, Mr. Peng currently also serves as a member of People's Political Consultative Conference Standing Committee of Guangdong Province, the deputy director of the Economic Committee for People's Political Consultative Conference of Guangdong Province, and executive director of the Seventh Congress of the Chinese Monetary Society and the Sixth General Assembly of the Institute of Chinese Money. Mr. Peng holds a Master's degree in Financial Investment from Guangxi Normal University.

**SONG Zhijiang**, 38, currently serves as the Chief Investment Officer of Shenzhen Liye Group Co., Ltd. He previously served as the project manager in investment banking headquarters of Guoxin Securities Co., Ltd. and the Director of the Great Wall Office of Agricultural Bank of China. Mr. Song was previously engaged in risk management work in the loan department of Shenzhen Branch of Agricultural Bank of China. Mr. Song holds a Master's degree in Economics from Nankai University.

The emolument plan for the supervisors of the new session of the Supervisory Committee have been disclosed in the circular of the Company dated April 17, 2009. Save as stated above, none of the above supervisors has held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or has held any other positions with the Group. Furthermore, none of the above supervisors has any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, as at the date of this announcement, none of them had any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there are no other matters relating to the appointment of the above supervisors that need to be brought to the attention of the shareholders nor is there any information nor is there any information to be disclosed pursuant to any of the requirements of Rules 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

Shenzhen, PRC, June 3, 2009

*As at 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 Hu Aimin, Chen Hongbo, Wong Tung Shun Peter, Ng Sing Yip and Clive Bannister, the Independent Non-executive Directors are Chow Wing Kin Anthony, Zhang Hongyi, Chen Su and Xia Liping.*