

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, the Domestic Shareholders Class Meeting and the H Shares Shareholders Class Meeting held on November 13, 2006

- The Board is pleased to announce that the EGM, the Domestic Shareholders Class Meeting and the H Shares Shareholders Class Meeting were held on Monday, November 13, 2006 at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC. All resolutions as set out in the notices of the EGM, the Domestic Shareholders Class Meeting and the H Shares Shareholders Class Meeting were duly passed.

Reference is made to the announcements of Ping An Insurance (Group) Company of China, Ltd. (the "Company") dated September 26, 2006 and October 11, 2006, the notices of general meetings dated September 26, 2006 and the circular of the Company dated October 16, 2006 (the "Circular"). 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, the Domestic Shareholders Class Meeting and the H Shares Shareholders Class Meeting were held on Monday, November 13, 2006 at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC. All resolutions as set out in the notices of the EGM, the Domestic Shareholders Class Meeting and the H Shares Shareholders Class Meeting were duly passed. Further details of the voting results are set out below.

THE EXTRAORDINARY GENERAL MEETING

Pursuant to the notice of the EGM of the Company dated September 26, 2006, the EGM was held at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC, on November 13, 2006.

The number of issued shares of the Company as at the date of the EGM was 6,195,053,334 shares, which was the total number of Shares entitling Shareholders to attend and vote for or against any of the resolutions proposed at the EGM. There were no restrictions on any Shareholder casting votes on any of the proposed resolutions at the EGM. Shareholders and authorized proxies holding an aggregate of 5,323,406,632 shares, representing approximately 85.93% of the total voting Shares were present at the EGM. The holding of EGM was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles. The EGM was chaired by Mr. Ma Mingzhe, the Chairman of the Board and the Chief Executive Officer of the Company. Computershare Hong Kong Investor Services Limited was appointed by the Company as the scrutineer for the vote taking at the EGM.

The poll results in respect of the proposed resolutions at the EGM were as follows:

SPECIAL RESOLUTIONS		Total number of votes	
		For	Against
1.	Subject to the approval by the Relevant Governing Authorities, which include the CSRC and CIRC, to approve the allotment and issue of A Shares by the Company in the PRC by way of placing and public offering of new shares and/or such other manner as shall be approved by the Relevant Governing Authorities and each of the following terms and conditions for the A Share Issue one by one:		
(1)	Class of Shares: A Shares.	5,323,406,632 (100%)	0 (0%)
	As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(2)	Total number of A Shares to be issued: This issue will not exceed 1.15 billion A shares, including shares, not exceeding 15% of the amount to be underwritten by the lead underwriters, to be allotted pursuant to the over-allotment option to be granted by the Board to the lead underwriters depending on circumstances.	5,323,406,632 (100%)	0 (0%)
	As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(3)	Nominal value: RMB1.00 each.	5,323,406,632 (100%)	0 (0%)
	As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(4)	Target subscribers: Members of the PRC public (i.e. PRC individuals, entities and other institutions) having A share accounts with the Shanghai Stock Exchange (except those prohibited under PRC laws and regulations).	5,323,406,632 (100%)	0 (0%)
	As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(5)	Issue price: The issue price of the A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the A Share Issue and market consultation.	5,323,406,632 (100%)	0 (0%)
	As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(6)	Use of proceeds: Net proceeds from the A Share Issue will be used to replenish the capital of the Company and/or as approved by the Relevant Governing Authorities.	5,323,406,632 (100%)	0 (0%)
	As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(7)	Place of listing: The Shanghai Stock Exchange.	5,323,406,632 (100%)	0 (0%)
	As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

(8)	The existing and new Shareholders of the Company after completion of the A Share Issue whose names appear on the register of members of the Company shall be entitled to sharing the Company's undistributed retained profits immediately prior to the completion of the A Share Issue.	5,323,406,632 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(9)	Validity period of this resolution: This special resolution shall be effective for a period of 12 months from the date of the approval by relevant Shareholders at the EGM, the Class Meeting for holders of Domestic Shares and the Class Meeting for holders of H Shares whichever is the last.	5,323,406,632 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(10)	The Board shall be and is authorized to determine and deal with, at its discretion and with full authority, matters in relation to the A Share Issue and listing on the Shanghai Stock Exchange (including but not limited to the specific timing of issue, number of A Shares to be issued, offering mechanism, pricing mechanism, issue price, structure of the issue and the over-allotment option to be granted to the lead underwriters depending on circumstances etc.) and to amend the Articles and other related documents in accordance with comments from the Relevant Governing Authorities.	5,323,406,632 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(11)	The Board shall be and is authorized to, at its discretion and with full authority sign, amend or terminate all necessary documents in relation to the A Share Issue and the listing on the Shanghai Stock Exchange and related agreements (including but not limited to the preliminary prospectus, the prospectus, underwriting agreement, sponsors agreements, listing agreement and any related announcements), effect and carry out necessary formalities (including but not limited to procedures for listing of the A Shares on Shanghai Stock Exchange), following completion of the A Share Issue, handle all registration requirements in relation to changes in the registered capital and amendments to the Articles; and in relation to the A Share Issue and the listing on the Shanghai Stock Exchange, handle all approval, registration, filing, consent procedural matters with all relevant governmental departments and authorities outside of the PRC, sign, execute, amend and complete all documents that should be submitted to all relevant governmental departments, authorities, associations, individuals outside of the PRC, and take and undertake all other necessary, appropriate and suitable actions and matters in connection therewith.	5,323,406,632 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

2.	<p>Subject to the passing of special resolution 1 and conditional upon the completion of the A Shares Issue, (a) to approve the amendments to the Articles as set out in Appendix 1 to the Circular; and (b) to authorize the Board to make further amendments which in its opinion may be necessary, desirable and expedient in accordance with the mandatory requirements of the applicable laws and regulations, and as may be required by the Relevant Governing Authorities, and to apply for approvals from the Relevant Governing Authorities after completion of the A Share Issue.</p> <p>The amended Articles shall come into effect on the date of listing the A Shares issued by the Company when all the relevant approvals from the Relevant Governing Authorities are obtained.</p>	5,323,406,632 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
3.	Subject to the passing of the above special resolution 2:		
(a)	To approve the adoption of the following:		
	(1) procedural rules of Shareholders' meetings as set out in Appendix 2 to the Circular;	5,323,406,632 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
	(2) the procedural rules of Board meetings as set out in Appendix 3 to the Circular;	5,323,406,632 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
	(3) the procedural rules of the Supervisory Committee meetings as set out in Appendix 4 to the Circular.	5,323,406,632 (100%)	0 (0%)
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)	To authorize the Board to make any necessary, appropriate and relevant adjustment to the procedural rules of Shareholders' meetings and the procedural rules of Board meetings in accordance with the mandatory requirement of the laws, rules and regulatory document as updated from time to time, comments from the relevant regulatory authority and the actual circumstances.		
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(c)	To authorize the Supervisory Committee to make any necessary, appropriate and relevant adjustment to the procedural rules of Supervisory Committee meetings in accordance with the mandatory requirement of the laws, rules and regulatory document as updated from time to time, comments from the relevant regulatory authority and the actual circumstances.		
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
The procedural rules as referred to in this special resolution 3 shall come into effect on the date of listing of the A Shares issued by the Company when all the relevant approvals from the Relevant Governing Authorities are obtained.			

THE DOMESTIC SHAREHOLDERS CLASS MEETING

Pursuant to the notice of the Domestic Shareholders Class Meeting dated September 26, 2006, the Domestic Shareholders Class Meeting was held at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC, on November 13, 2006.

The number of issued Domestic Shares as at the date of the Domestic Shareholders Class Meeting was 3,636,409,636 shares, which was the total number of Domestic Shares entitling the holders to attend and vote for or against the resolutions considered at the Domestic Shareholders Class Meeting. There were no restrictions on any holder of Domestic Shares casting votes on any of the proposed resolutions at the Domestic Shareholders Class Meeting. The holders of Domestic Shares and authorized proxies holding an aggregate of 3,607,714,330 shares, representing 99.21% of the total voting Domestic Shares were present at the Domestic Shareholders Class Meeting. The holding of the Domestic Shareholders Class Meeting was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles. The Domestic Shareholders Class Meeting was chaired by Mr. Ma Mingzhe, the Chairman of the Board and the Chief Executive Officer of the Company.

The poll results in respect of the proposed resolutions at the Domestic Shareholders Class Meeting were as follows:

SPECIAL RESOLUTIONS		Total number of votes	
		For	Against
Conditional upon the approval of the same by the Shareholders at the EGM and subject to the approval by the Relevant Governing Authorities, which include the CSRC and CIRC, to approve the allotment and issue of A Shares by the Company in the PRC by way of placing and public offering of new shares an/or such other manner as shall be approved by the Relevant Governing Authorities and each of the following terms and conditions for the A Share Issue one by one:			
(1)	Class of Shares: A Shares.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(2)	Total number of A Shares to be issued: This issue will not exceed 1.15 billion A shares, including shares, not exceeding 15% of the amount to be underwritten by the lead underwriters, to be allotted pursuant to the over-allotment option to be granted by the Board to the lead underwriters depending on circumstances.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(3)	Nominal value: RMB1.00 each.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(4)	Target subscribers: Members of the PRC public (i.e. PRC individuals, entities and other institutions) having A share accounts with the Shanghai Stock Exchange (except those prohibited under PRC laws and regulations).	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

(5)	Issue price: The issue price of the A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the A Share Issue and market consultation.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(6)	Use of proceeds: Net proceeds from the A Share Issue will be used to replenish the capital of the Company and/or as approved by the Relevant Governing Authorities.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(7)	Place of listing: The Shanghai Stock Exchange.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(8)	The existing and new Shareholders of the Company after completion of the A Share Issue whose names appear on the register of members of the Company shall be entitled to sharing the Company's undistributed retained profits immediately prior to the completion of the A Share Issue.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(9)	Validity period of this resolution: This special resolution shall be effective for a period of 12 months from the date of the approval by relevant Shareholders at the EGM, the Class Meeting for holders of Domestic Shares and the Class Meeting for holders of H Shares whichever is the last.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(10)	The Board shall be and is authorized to determine and deal with, at its discretion and with full authority, matters in relation to the A Share Issue and listing on the Shanghai Stock Exchange (including but not limited to the specific timing of issue, number of A Shares to be issued, offering mechanism, pricing mechanism, issue price, structure of the issue and the over-allotment option to be granted to the lead underwriters depending on circumstances etc.) and to amend the Articles and other related documents in accordance with comments from the Relevant Governing Authorities.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

(11)	The Board shall be and is authorized to, at its discretion and with full authority sign, amend or terminate all necessary documents in relation to the A Share Issue and the listing on the Shanghai Stock Exchange and related agreements (including but not limited to the preliminary prospectus, the prospectus, underwriting agreement, sponsors agreements, listing agreement and any related announcements), effect and carry out necessary formalities (including but not limited to procedures for listing of the A Shares on Shanghai Stock Exchange), following completion of the A Share Issue, handle all registration requirements in relation to changes in the registered capital and amendments to the Articles; and in relation to the A Share Issue and the listing on the Shanghai Stock Exchange, handle all approval, registration, filing, consent procedural matters with all relevant governmental departments and authorities outside of the PRC, sign, execute, amend and complete all documents that should be submitted to all relevant governmental departments, authorities, associations, individuals outside of the PRC, and take and undertake all other necessary, appropriate and suitable actions and matters in connection therewith.	3,607,714,330 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

THE H SHARES SHAREHOLDERS CLASS MEETING

Pursuant to the notice of the H Shares Shareholders Class Meeting dated September 26, 2006, the H Shares Shareholders Class Meeting was held at 6th Floor, Ping An Building, Ba Gua No. 3 Road, Shenzhen, PRC, on November 13, 2006.

The number of issued H Shares as at the date of the H Shares Shareholders Class Meeting was 2,558,643,698 shares, which was the total number of H Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the H Shares Shareholders Class Meeting. There were no restrictions on any holder of H Shares casting votes on any of the proposed resolutions at the H Shares Shareholders Class Meeting. The holders of H Shares and authorized proxies holding an aggregate of 1,744,225,220 shares, representing 68.17% of the total voting H Shares were present at the H Shares Shareholders Meeting. The holding of the H Shares Shareholders Class Meeting was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles. The H Shares Shareholders Class Meeting was chaired by Mr. Ma Mingzhe, the Chairman of the Board and the Chief Executive Officer of the Company. Computershare Hong Kong Investor Services Limited was appointed by the Company as the scrutineer for the vote taking at the H Shares Shareholders Class Meeting.

The poll results in respect of the proposed resolutions at the H Shares Shareholders Class Meeting were as follows:

SPECIAL RESOLUTIONS		Total number of votes	
		For	Against
Conditional upon the approval of the same by the Shareholders at the EGM and by the holders of Domestic Shares at the Domestic Shareholders Class Meeting and subject to the approval by the Relevant Governing Authorities, which include the CSRC and CIRC, to approve the allotment and issue of A Shares by the Company in the PRC by way of placing and public offering of new shares an/or such other manner as shall be approved by the Relevant Governing Authorities and each of the following terms and conditions for the A Share Issue one by one:			
(1)	Class of Shares: A Shares.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(2)	Total number of A Shares to be issued: This issue will not exceed 1.15 billion A shares, including shares, not exceeding 15% of the amount to be underwritten by the lead underwriters, to be allotted pursuant to the over-allotment option to be granted by the Board to the lead underwriters depending on circumstances.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(3)	Nominal value: RMB1.00 each.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(4)	Target subscribers: Members of the PRC public (i.e. PRC individuals, entities and other institutions) having A share accounts with the Shanghai Stock Exchange (except those prohibited under PRC laws and regulations).	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(5)	Issue price: The issue price of the A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the A Share Issue and market consultation.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(6)	Use of proceeds: Net proceeds from the A Share Issue will be used to replenish the capital of the Company and/or as approved by the Relevant Governing Authorities.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(7)	Place of listing: The Shanghai Stock Exchange.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

(8)	The existing and new Shareholders of the Company after completion of the A Share Issue whose names appear on the register of members of the Company shall be entitled to sharing the Company's undistributed retained profits immediately prior to the completion of the A Share Issue.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(9)	Validity period of this resolution: This special resolution shall be effective for a period of 12 months from the date of the approval by relevant Shareholders at the EGM, the Class Meeting for holders of Domestic Shares and the Class Meeting for holders of H Shares whichever is the last.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(10)	The Board shall be and is authorized to determine and deal with, at its discretion and with full authority, matters in relation to the A Share Issue and listing on the Shanghai Stock Exchange (including but not limited to the specific timing of issue, number of A Shares to be issued, offering mechanism, pricing mechanism, issue price, structure of the issue and the over-allotment option to be granted to the lead underwriters depending on circumstances etc.) and to amend the Articles and other related documents in accordance with comments from the Relevant Governing Authorities.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
(11)	The Board shall be and is authorized to, at its discretion and with full authority sign, amend or terminate all necessary documents in relation to the A Share Issue and the listing on the Shanghai Stock Exchange and related agreements (including but not limited to the preliminary prospectus, the prospectus, underwriting agreement, sponsors agreements, listing agreement and any related announcements), effect and carry out necessary formalities (including but not limited to procedures for listing of the A Shares on Shanghai Stock Exchange), following completion of the A Share Issue, handle all registration requirements in relation to changes in the registered capital and amendments to the Articles; and in relation to the A Share Issue and the listing on the Shanghai Stock Exchange, handle all approval, registration, filing, consent procedural matters with all relevant governmental departments and authorities outside of the PRC, sign, execute, amend and complete all documents that should be submitted to all relevant governmental departments, authorities, associations, individuals outside of the PRC, and take and undertake all other necessary, appropriate and suitable actions and matters in connection therewith.	1,744,225,220 (100%)	0 (0%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

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 Huang Jianping, Lin Yu Fen, Cheung Lee Wah, Anthony Philip HOPE, Dou Wenwei, Fan Gang, Lin Lijun, Shi Yuxin, 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, November 13, 2006

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