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# 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)

### (I) VOTING RESULTS OF THE ANNUAL GENERAL MEETING HELD ON THURSDAY, JUNE 12, 2014

### (II) APPOINTMENT OF EXECUTIVE DIRECTOR AND

### (III) PAYMENT OF 2013 FINAL DIVIDEND

The Board is pleased to announce that the AGM was held at 2:00 p.m. on Thursday, June 12, 2014 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC.

All resolutions as set out in the Notice of AGM dated March 28, 2014 were duly passed.

The board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) is pleased to announce that the annual general meeting of the Company for 2013 (the “**AGM**”) was held at 2:00 p.m. on Thursday, June 12, 2014 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC. The AGM adopted both onsite voting and A-share online voting.

The total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 7,916,142,092. To the best knowledge, information and belief of the directors of the Company (the “**Directors**”), there were no restrictions on any shareholder casting votes on any of the proposed resolution at the AGM and no shareholder had a material interest in the matter considered at the AGM and was required to abstain from voting at the AGM.

The number and ratio of shareholders and authorized proxies present at the AGM are set out as follows:

Number of shareholders and authorized proxies attended the meeting	204
Of which : number of A shareholders	197
number of H shareholders	7
Total number of shares entitled to vote	3,566,245,691 shares

Of which : total number of shares entitled to vote held by A shareholders	1,633,752,066 shares
total number of shares entitled to vote held by H shareholders	1,932,493,625 shares
Percentage to the total number of shares of the Company entitled to vote	45.0503%
Of which : percentage of shares entitled to vote held by A shareholders	20.6382%
percentage of shares entitled to vote held by H shareholders	24.4121%

The holding of the AGM was in compliance with the requirements of the Company Law of the People's Republic of China, the Rules Governing the Shareholders' General Meetings of the Listed Companies and the provisions of the Articles of Association of Ping An Insurance (Group) Company of China, Ltd. (the "**Articles of Association**"). The AGM was chaired by Mr. Ma Mingzhe, Chairman of the Board and Chief Executive Officer of the Company. Some Directors, supervisors (the "**Supervisors**") and the secretary to the Board attended the AGM. Some members of the senior management of the Company also attended the AGM. In accordance with the Articles of Association, voting in respect of the resolutions was conducted by way of poll. Computershare Hong Kong Investor Services Limited, the H share registrar of the Company (the "**H Share Registrar**"), was appointed by the Company as the scrutineer for the vote-taking at the AGM whereas Allbright Law Offices was appointed as the witnessing lawyer at the AGM.

All resolutions as set out in the notice of the AGM dated March 28, 2014 were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Shares (%)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total Votes</b>
1.	To consider and approve the report of the Board of the Company for the year ended December 31, 2013.	<b>3,557,390,370 (99.7517%)</b>	<b>2,039,200 (0.0572%)</b>	<b>6,816,121 (0.1911%)</b>	<b>3,566,245,691 (100%)</b>
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, 2013.	<b>3,557,416,670 (99.7524%)</b>	<b>2,039,300 (0.0572%)</b>	<b>6,789,721 (0.1904%)</b>	<b>3,566,245,691 (100%)</b>
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, 2013.	<b>3,557,417,670</b> <b>(99.7524%)</b>	<b>2,039,200</b> <b>(0.0572%)</b>	<b>6,788,821</b> <b>(0.1904%)</b>	<b>3,566,245,691</b> <b>(100%)</b>
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 the audited financial statements of the Company for the year ended December 31, 2013.	<b>3,557,417,670</b> <b>(99.7524%)</b>	<b>2,039,200</b> <b>(0.0572%)</b>	<b>6,788,821</b> <b>(0.1904%)</b>	<b>3,566,245,691</b> <b>(100%)</b>
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, 2013 and the proposed distribution of final dividend.	<b>3,552,076,546</b> <b>(99.6027%)</b>	<b>7,589,324</b> <b>(0.2128%)</b>	<b>6,579,821</b> <b>(0.1845%)</b>	<b>3,566,245,691</b> <b>(100%)</b>
As more than half 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 re-appointment of Pricewaterhouse Coopers Zhong Tian LLP as the PRC auditor and Pricewaterhouse Coopers as the international auditor of the Company to hold office until the conclusion of the next annual general meeting	<b>3,553,236,404</b> <b>(99.6352%)</b>	<b>5,664,192</b> <b>(0.1588%)</b>	<b>7,345,095</b> <b>(0.2060%)</b>	<b>3,566,245,691</b> <b>(100%)</b>

	and to authorize the Board to fix their remuneration.				
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 appointment of Ms. Cai Fangfang as an Executive Director of the Company to hold office until the expiry of the term of the 9th Session of the Board.	<b>3,514,441,377</b> <b>(98.5474%)</b>	<b>27,409,493</b> <b>(0.7686%)</b>	<b>24,394,821</b> <b>(0.6840%)</b>	<b>3,566,245,691</b> <b>(100%)</b>
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 adjustment of basic remuneration of the Independent Supervisors of the Company.	<b>3,547,112,626</b> <b>(99.4635%)</b>	<b>3,244,196</b> <b>(0.0910%)</b>	<b>15,888,869</b> <b>(0.4455%)</b>	<b>3,566,245,691</b> <b>(100%)</b>
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 RESOLUTION</b>		<b>Number of Shares (%)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total Votes</b>
9.	To consider and approve the grant of a general mandate to the Board 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 to make corresponding amendments to the Articles of Association as it	<b>2,816,362,607</b> <b>(78.9728%)</b>	<b>743,167,463</b> <b>(20.8389%)</b>	<b>6,715,621</b> <b>(0.1883%)</b>	<b>3,566,245,691</b> <b>(100%)</b>

	thinks fit so as to reflect the new capital structure upon the allotment or issuance of H shares.				
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					

## APPOINTMENT OF EXECUTIVE DIRECTOR

The Company is pleased to announce that Ms. Cai Fangfang is elected as an Executive Director of the 9th Session of the Board after approval by the shareholders at the AGM. The appointment of Ms. Cai Fangfang shall become effective upon the approval of her qualification as Director from China Insurance Regulatory Commission is obtained. Mr. Ku Man shall resign as an Executive Director of the Company upon the date of the effective appointment of Ms. Cai Fangfang. Mr. Ku Man has confirmed that he has no disagreement with the Board and there is no other matter that should be brought to the shareholders' attention in relation to his resignation.

The biographies of Ms. Cai Fangfang is set out below:

**CAI Fangfang**, aged 40, has been the Vice Chief Human Resource Officer of the Company since September 2013 and the Executive Vice President of Ping An School of Financial Services since April 2014. Ms. Cai joined the Company in July 2007. She was the Vice Chief Financial Officer and General Manager of the Corporate Planning Department of the Company from February 2012 to September 2013 and successively held the positions of Vice General Manager and General Manager of the Remuneration Planning and Management Department of the Human Resource Centre of the Company from October 2009 to February 2012. Ms. Cai has been a non-executive director of Ping An Bank Co., Ltd. since January 2014 and is also currently a director of a number of controlled subsidiaries of the Company including Ping An Life Insurance Company of China, Ltd., Ping An Property & Casualty Insurance Company of China, Ltd. and Ping An Asset Management Co., Ltd.. Prior to joining the Company, Ms. Cai served as the consulting director of Wyatt Wyatt Consultancy (Shanghai) Ltd. and the audit director on financial industry of British Standards Institution Management Systems Certification Co. Ltd., etc. Ms. Cai holds a Master's degree in Accounting from The University of New South Wales.

Ms. Cai Fangfang is elected as an Executive Director to hold office until the expiry of the term of the 9th Session of the Board. According to the Articles of Association, the term of each session of the Board is three years. Ms. Cai Fangfang will enter into a director's service contract with the Company. Ms. Cai Fangfang will not receive any director's fee but will receive salary based on her executive position, the exact amount of which is determined with reference to market conditions, her position and duties as well as the remuneration policy of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Cai Fangfang (i) has not held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have any interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above and in the circular of the Company dated March 28, 2014, as at the date of this announcement, there are no other matters relating to the appointment of Ms. Cai Fangfang that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

#### **PAYMENT OF 2013 FINAL DIVIDEND**

The Board is pleased to announce that the Company will distribute a final dividend of RMB0.45 per share (equivalent to HK\$0.5667 per share) (inclusive of applicable tax) for the year ended December 31, 2013 to holders of H shares whose names appeared on the register of members of H shares of the Company on Wednesday, July 2, 2014 (the “**Record Date**”). The registration date and arrangements in relation to the rights of holders of A shares to receive the final dividend for the year ended December 31, 2013 will be separately announced in the PRC.

In order to determine the list of holders of H shares who are entitled to receive the final dividend for the year ended December 31, 2013, the Company’s register of members of H shares will be closed from Friday, June 27, 2014 to Wednesday, July 2, 2014, both days inclusive. In order to qualify for the final dividend, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar at or before 4:30 p.m. on Thursday, June 26, 2014. The address of the transfer office of H Share Registrar is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

According to the Articles of Association, dividend will be denominated and declared in Renminbi. Dividend on A shares will be paid in Renminbi and dividend on H shares will be paid in Hong Kong dollars. The relevant exchange rate will be the average middle exchange rate of Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the week (June 5 to 11, 2014) prior to the date of declaration of the final dividend (RMB0.794018 equivalent to HK\$1.00).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to the Receiving Agent the final dividend declared for payment to holders of H shares. The final dividend will be paid by the Receiving Agent and relevant cheques will be despatched on or before August 8, 2014 to holders of H shares whose names appear on the register of members of the Company on the Record Date by ordinary post at their own risk.

#### **Enterprise Income Tax Withholding of Overseas Non-Resident Enterprises**

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the People’s Republic of China which came into effect on January 1, 2008 and its implementing rules, the Company shall be obligated to withhold 10% enterprise income tax when it distributes 2013 final dividend to non-resident enterprise holders of H shares, including Hong Kong Securities Clearing Company Nominees Limited, as appeared on the Company’s register of members of H shares on the Record Date; after the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Company’s confirmation with the relevant tax authorities of such opinion, the Company will not withhold any enterprise income tax when it distributes 2013 final dividend to resident enterprise holders of H shares appeared on the Company’s register

of members of H shares on the Record Date.

If any resident enterprise (as defined in the Enterprise Income Tax Law of the People's Republic of China) appeared on the Company's register of members of H shares which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Company withhold the said 10% enterprise income tax, it shall submit to the H Share Registrar at or before 4:30 p.m. on Thursday, June 26, 2014 a legal opinion, issued by a PRC qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status.

### **Individual Income Tax Withholding of Overseas Individual Shareholders**

The Circular on the Questions Concerning Tax on the Profits Earned by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners from the Transfer of Stocks (Stock Rights) and on Dividend Income (Guo Shui Fa [1993] No. 45) was repealed on January 4, 2011, and therefore individual holders of H shares who hold the Company's H shares and whose names appear on the register of members of H shares of the Company can no longer be exempted from PRC individual income tax. Upon the confirmation of the Company after having made consultation with the relevant tax authorities, and pursuant to the applicable provisions of the Individual Income Tax Law of the People's Republic of China and its implementation regulations, the individual resident shareholders outside the PRC shall pay individual income tax upon their receipt of distribution of dividend and bonus in respect of the shares issued by domestic non-foreign investment enterprises in Hong Kong, which shall be withheld by obligors on behalf of such individual shareholders by law. Those individual resident shareholders outside the PRC may, however, enjoy relevant preferential treatments in accordance with the provisions of applicable tax agreements signed between the countries where they belong to by virtue of residential identification and the PRC as well as the tax arrangements made between the Mainland China and Hong Kong (Macau).

Pursuant to the aforesaid tax regulations and the Notice of the State Administration of Taxation on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348), the Company shall generally be obligated to withhold individual income tax at the tax rate of 10% when it distributes 2013 final dividend to individual holders of H shares appeared on the Company's register of members of H shares on the Record Date. However, if stated in the tax regulations and relevant tax agreements otherwise, the Company will withhold individual income tax based on their dividend at the relevant tax rate and in accordance with the procedures as stipulated.

If individual holders appeared on the Company's register of members of H shares, and who are citizens from the countries applying a tax rate of less than 10% under tax agreements, are not applicable to be withheld individual tax at the rate of 10% by the Company, the Company may handle applications on their behalf for preferential treatments as stipulated in relevant agreements pursuant to the Notice of the State Administration of Taxation on Issues about the Administrative Measures for Non-residents to Enjoy the Treatments of Tax Treaties (for Trial Implementation) (Guo Shui Fa [2009] No. 124). Qualifying shareholders are required to submit to the H Share Registrar at or before 4:30 p.m. on Thursday, June 26, 2014 a written authorization and relevant evidencing documents, which shall be handed on by the Company to the applicable tax authorities for approval, and then excess portion of the tax amounts withheld can be refunded.

The Company will withhold the enterprise income tax as well as the individual income tax for

shareholders as required by law on the basis of the Company's register of members of H shares on the Record Date. The Company assumes no liability and will not deal with any dispute over income tax withholding triggered by failure to submit proof materials within the stipulated time frame, and holders of H shares shall either personally or appoint a representative to attend to the procedures in accordance with the applicable tax regulations and relevant provisions of the PRC.

All investors are requested to read this announcement carefully. Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

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

Shenzhen, PRC, June 12, 2014

*As at the date of this notice, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Ku Man, Yao Jason Bo and Lee Yuansiong; the Non-executive Directors are Fan Mingchun, Lin Lijun, Li Zhe, Soopakij Chearavanont, Yang Xiaoping and Lu Hua; the Independent Non-executive Directors are Tang Yunwei, Lee Carmelo Ka Sze, Woo Ka Biu Jackson, Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung and Sun Dongdong.*