

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)

ANNOUNCEMENT

ADJUSTMENT OF CONVERSION PRICE OF A SHARE CONVERTIBLE CORPORATE BONDS (INCLUDING SUBORDINATED TERMS)

Reference is made to the interim results announcement of Ping An Insurance (Group) Company of China, Ltd. (the "Company") dated August 19, 2014 regarding, inter alia, the board of the Company has resolved to distribute an interim dividend for 2014 of RMB 0.25 (inclusive of tax) per share to all shareholders. The said distribution does not involve the capitalization from capital public reserves.

According to the terms under the prospectus (the "Prospectus") in relation to the public issuance of A share convertible corporate bonds (including subordinated terms) of the Company (the "Ping An Convertible Bonds"), after the issuance of Ping An Convertible Bonds, upon the occurrence of distribution of cash dividends of the Company, the conversion price will be adjusted based on the following formula:

Distribution of cash dividends: $P1 = P0 - D$

Where: "P0" denotes the initial conversion price, "D" denotes the cash dividend per share and "P1" denotes the conversion price after adjustment.

Given the fact that the Company will implement the 2014 A share interim profit distribution plan on September 11, 2014 (being the record date for the A share profit distribution plan), the initial conversion price of Ping An Convertible Bonds will be adjusted from RMB40.88 per share to RMB40.63 per share from September 12, 2014 (being the ex-dividend date for the A share profit distribution plan) with the following formula:

$$P1 = P0 - D = 40.88 - 0.25 = 40.63$$

The conversion price after adjustment shall become effective from September 12, 2014.

The conversion of Ping An Convertible Bonds shall be suspended during the period from September 4, 2014 to September 11, 2014 and shall resume on September 12, 2014.

By Order of the Board
Yao Jun
Company Secretary

Shenzhen, PRC, September 4, 2014

As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Yao Jason Bo, Lee Yuansiong and Cai Fangfang; 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.