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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)

**DISCLOSEABLE TRANSACTION**

**PROPOSED SUBSCRIPTION OF NEW SHARES TO BE ISSUED BY  
PING AN BANK CO., LTD.**

On 6 September 2013, the Company entered into the Share Subscription Agreement with Ping An Bank pursuant to which the Company conditionally agreed to subscribe for not more than 1,323,384,991 Subscription Shares for a cash consideration of not more than RMB 14.8 billion. The Subscription Price shall be RMB11.17, being not less than 90% of the average trading price of the Ping An Bank Shares as quoted on SZSE for the 20 consecutive trading days prior to the date of the announcement of the resolutions of the board of directors of Ping An Bank approving the Share Subscription, and shall be not less than the net asset value per share of Ping An Bank as of 30 June 2013. As at the date of this announcement, the Group in aggregate holds approximately 4,294 million Ping An Bank Shares, representing approximately 52.38% of the existing total issued share capital of Ping An Bank.

The Subscription Shares account for the shareholding of not more than 13.9% of the enlarged issued share capital of Ping An Bank, therefore the Share Subscription constitutes a discloseable transaction of the Company under the Listing Rules as the highest applicable percentage ratio is more than 5% but less than 25%, and the Share Subscription is subject to the reporting and announcement requirements and is exempt from the shareholders' approval requirements under the Listing Rules.

Reference is made to the announcement of the Company dated 17 August 2011 in relation to the proposed subscription of the new shares to be issued by SDB pursuant to the Original Share Subscription Agreement. As the validity period of the relevant resolutions in relation to the original non-public issue of shares considered and approved at the meetings of the board of directors and general meeting of Ping An Bank had expired on 1 September 2013, considering the current market condition and the operating situation of Ping An Bank, the Company entered into the Share Subscription Agreement with Ping An Bank in relation to the proposed Share Subscription on 6 September 2013.

**(A) SHARE SUBSCRIPTION AGREEMENT**

**Date:** 6 September 2013

**Parties:**

(a) Issuer:

Ping An Bank, a joint stock limited company and the Ping An Bank Shares are listed on SZSE. Save for that Ping An Bank is a 52.38% non wholly-owned subsidiary of the Company, to the best of the Directors' knowledge, information and belief having made reasonable enquiries, Ping An Bank is not a connected person of the Company under the Listing Rules.

(b) Subscriber:

The Company

**The Share Subscription**

Pursuant to the Share Subscription Agreement, the Company has conditionally agreed to subscribe for not more than 1,323,384,991 Subscription Shares for a cash consideration of not more than RMB 14.8 billion.

The parties agree that under permissible circumstances, they will finalise the number of Subscription Shares as soon as practicable, and the number of Subscription Shares shall be subject to the final outcome as approved by CSRC.

**Subscription Price**

The Subscription Price shall be RMB 11.17, being not less than 90% of the average trading price of the Ping An Bank Shares as quoted on SZSE for the 20 consecutive trading days prior to the date of the announcement of the resolutions of the board of directors of Ping An Bank approving the Share Subscription, and shall be not less than the net asset value per share of Ping An Bank as of 30 June 2013. The Subscription Consideration shall be determined by multiplying the number of Subscription Shares and the Subscription Price.

If prior to the Completion Date after the signing of the Share Purchase Agreement, there occurs any interest distribution, transfer of capital surplus into share capital or rights issue of Ping An Bank Shares, causing it necessary to make ex-right and ex-dividend adjustments to Ping An Bank Shares, then the Subscription Price shall be adjusted correspondingly in accordance with the formula for calculating the "ex-right (ex-dividend) reference price" as stipulated by the Trading Rules of SZSE, and the number of Subscription Shares shall also be adjusted correspondingly if necessary. In this case, the parties to the Subscription Agreement shall on the Completion Date, enter into a "confirmation letter" to reflect the adjustment in the Subscription Price for each Subscription Share and the number of Subscription Share, if necessary.

The funds for the Share Subscription are derived from funds of the Company that can be applied without any restrictions.

The Board considers the Subscription Price is fair and reasonable and in the interests of the Company's shareholders as a whole.

**Lock Up Period**

The Subscription Shares are subject to a lock up period of 36 months after the end of the issue of the Subscription Shares, during which the Company shall not transfer the Subscription Shares, but

subject to applicable laws, transfers of Subscription Shares between associated entities of the Company (being any entity which directly or indirectly controls the Company, is directly or indirectly controlled by the Company or is under the same control as the Company) are not restricted by the lock up period.

### **Conditions to the Share Subscription Agreement**

Completion obligations under the Share Subscription Agreement assumed by the parties shall be effective upon the fulfilment of the following conditions (except for item (c) below, the other conditions cannot be waived):

- (a) all the required approvals for the Share Subscription from the relevant competent authorities and approval at the meetings of the board of directors and general meeting of Ping An Bank have been properly obtained and remain effective in all aspects on the Completion Date;
- (b) the relevant competent authorities have not issued, published or executed any laws, regulations, rules, directives, orders or notices which forbid the Share Subscription;
- (c) all representations and warranties given by the Company and Ping An Bank under the Share Subscription Agreement shall remain true and accurate in all material respects on the date of the Share Subscription Agreement and at all times after the date of the Share Subscription Agreement up to and including the Completion Date (as if they have been repeated on the Completion Date).

In the event that the above conditions cannot be fulfilled or waived as appropriate on or before the Long Stop Date, each party shall have the right to terminate the Share Subscription Agreement with immediate effect. Following the termination of the Share Subscription Agreement, the rights and obligations of each party under the Share Subscription Agreement shall terminate at the same time, but the termination shall not affect the rights and obligations of each party that have already occurred on the date of termination.

### **Termination of the Share Subscription Agreement**

At any time prior to the completion of the Share Subscription, in the event that (i) any one party is in material breach of any provision under the Share Subscription Agreement; and (ii) the defaulting party does not remedy the breach within 30 days from the date the non-defaulting party issues a written notice to the defaulting party requesting it to take action to remedy such breach, the non-defaulting party can issue a notice in writing to the defaulting party and elect either to complete the transaction immediately or terminate the Share Subscription Agreement, and is entitled to request the defaulting party to bear responsibility of compensation for loss.

At any time prior to the completion of the Share Subscription, if any fact or circumstance which constitutes a material adverse change has been occurred to Ping An Bank, the Company is entitled to elect either to complete the transaction immediately or terminate the Share Subscription Agreement.

### **Completion of the Share Subscription**

Completion of the Share Subscription shall take place on the seventh Business Day after fulfillment (or waiver as appropriate) of the last condition or another date as agreed by both parties to the Share Subscription Agreement, but shall not be earlier than the date the last condition is fulfilled or waived as appropriate.

Immediately after completion of the Share Subscription, based on the maximum number of Subscription Shares to be subscribed by the Company, the Group will in aggregate own not more

than approximately 59.0% of the total enlarged issued share capital of Ping An Bank and Ping An Bank will continue to be a subsidiary of the Company.

### **Termination of the Original Share Subscription Agreement**

The Original Share Subscription Agreement is terminated on 6 September 2013, being the date of the Share Subscription Agreement.

## **(B) REASONS AND BENEFITS FOR THE SHARE SUBSCRIPTION**

Upon the completion of the Share Subscription, the Company will increase its shareholding in Ping An Bank. The Subscription Consideration will be applied by Ping An Bank to replenish its core capital and increase its capital adequacy ratio so as to meet the capital regulatory requirements and enhance the healthy development of Ping An Bank, which in turn will enhance the capabilities of its banking segment, significantly enhance its cross-selling capabilities within the Group and contribute to the more balanced development among its three major business segments, namely insurance, banking and investment.

The Directors (including the independent non-executive Directors) consider that the Share Subscription Agreement was entered into on normal commercial terms in the ordinary and usual course of business of the Group and that the terms of the Share Subscription Agreement are fair and reasonable and in the best interests of the Group so far as the interests of the shareholders of the Company are concerned.

## **(C) INFORMATION RELATING TO THE GROUP AND PING AN BANK**

### **The Group**

The Company together with its subsidiaries is an insurance and financial services group in the PRC with the ability to provide multiple insurance and financial services and products to corporate and retail customers.

### **Ping An Bank**

Ping An Bank was formerly known as SDB which absorbed and merged with the Original Ping An Bank in June 2012 and renamed Ping An Bank in July 2012. Ping An Bank is a joint stock limited company incorporated and registered in the PRC and the Ping An Bank Shares are listed and traded on SZSE. It is the first commercial bank to issue shares to the general public and be listed on the stock exchange in the PRC. As of 30 June 2013, Ping An Bank had 492 networks. Ping An Bank has established a complete product system and has strong market influence on its main business sectors including corporate banking, retail banking and consumer loans. As at the date of this announcement, the Group in aggregate holds approximately 4,294 million Ping An Bank Shares, representing approximately 52.38% of the existing total issued share capital of Ping An Bank.

According to Ping An Bank's published 2012 annual report, the net asset value of Ping An Bank amounted to approximately RMB84,799 million as of 31 December 2012. Its net profit before and after taxation and extraordinary items in 2012 amounted to approximately RMB17,551 million and RMB13,511 million, respectively; and net profit before and after taxation and extraordinary items in 2011 amounted to approximately RMB13,257 million and RMB10,390 million, respectively. The unaudited net asset value of Ping An Bank as of 30 June 2013 amounted to approximately RMB 91,542 million according to Ping An Bank's published 2013 interim report.

**(D) LISTING RULES IMPLICATIONS**

The Subscription Shares account for the shareholding of not more than 13.9% of the enlarged issued share capital of Ping An Bank, therefore the Share Subscription constitutes a discloseable transaction of the Company under the Listing Rules as the highest applicable percentage ratio is more than 5% but less than 25%, and the Share Subscription is subject to the reporting and announcement requirements and is exempt from the shareholders' approval requirements under the Listing Rules.

**(E) DEFINITIONS**

“A Share(s)”	A share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on SSE
“Board”	the board of Directors of the Company
“Business Days”	means any day (excluding a Saturday, Sunday and other public holidays) on which banks in the PRC are generally open for business throughout their normal business hours
“Company”	Ping An Insurance (Group) Company of China, Ltd., a joint stock limited company duly incorporated in the PRC with limited liability, the A Shares of which are listed on SSE and the H Shares of which are listed on Hong Kong Stock Exchange
“Completion Date”	the seventh Business Day after fulfillment (or waiver as appropriate) of the last condition under the Share Subscription Agreement or another date as agreed by both parties (but shall not be earlier than the date the last condition under the Share Subscription Agreement is fulfilled or waived as appropriate)
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	H share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on Hong Kong Stock Exchange
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Long Stop Date"	except for other date that is agreed in writing by the parties to the Share Subscription Agreement, the date when either party provides the other with acceptable evidence proving that the relevant authorities do not approve the Share Subscription or other date from which the Share Subscription Agreement shall terminate with immediate effect

“Original Ping An Bank”	The original Ping An Bank Co., Ltd., became a subsidiary of SDB in July 2011, before that, it was a subsidiary of the Company. It was deregistered on June 12, 2012 due to absorption merger by SDB
“Original Share Subscription Agreement”	the agreement dated 17 August 2011 entered into between the Company and SDB in relation to the subscription of new shares to be issued by SDB to the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Ping An Bank”	Ping An Bank Co., Ltd., a joint stock limited liability company established in the PRC, whose shares are listed and traded on SZSE, and a 52.38% non wholly-owned subsidiary of the Company as at the date of this announcement
“Ping An Bank Share(s)”	A share(s) of RMB1.00 each in the share capital of Ping An Bank which is/are listed and traded on SZSE
“SDB”	The original Shenzhen Development Bank Co., Ltd., an associate of the Company since May 2010, became a subsidiary of the Company in July 2011. On July 27, 2012, its name was changed to “Ping An Bank Co., Ltd.”
“SSE”	The Shanghai Stock Exchange
“Share Subscription”	the subscription of the Subscription Shares by the Company pursuant to the Share Subscription Agreement
“Share Subscription Agreement”	the agreement dated 6 September 2013 entered into between the Company and Ping An Bank in relation to the Share Subscription
"Subscription Consideration"	the total consideration for the Subscription which shall be of not more than RMB 14.8 billion
“Subscription Price”	the subscription price per each Subscription Share which shall be RMB11.17, being not less than 90% of the average trading price of the Ping An Bank Shares as quoted on SZSE for the 20 consecutive trading days prior to the date of the announcement of the resolutions of the board of directors of Ping An Bank approving the Share Subscription, and shall be not less than the net asset value per share of Ping An Bank as of 30 June 2013
“Subscription Shares”	new Ping An Bank Shares to be issued by Ping An Bank to the Company pursuant to the Share Subscription Agreement
“SZSE”	The Shenzhen Stock Exchange
“%”	per cent.

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

Shenzhen, PRC, 6 September 2013

*As at the date of this announcement, 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.*