



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Ping An Insurance (Group) Company of China, Ltd.

Date Submitted 1 December 2014

I. Movements in Authorised Share Capital

Not applicable as the Company was incorporated in the People's Republic of China.

1. Ordinary Shares

(1) Stock code : 2318 Description : H Shares			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A		N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A		N/A
(2) Stock code : 601318 Description : A Shares			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A		N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A		N/A

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>                    </u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>	<u>                    </u>	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>                    </u>	<u>N/A</u>

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>                    </u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>	<u>                    </u>	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>                    </u>	<u>N/A</u>

Total authorised share capital at the end of the month (*State currency*) : N/A

## II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1) H Shares	(2) A Shares		
Balance at close of preceding month	<u>3,129,732,456</u>	<u>4,786,480,291</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>Nil</u>	<u>3,605</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>3,129,732,456</u>	<u>4,786,483,896</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
( / / )						
shares						
(Note 1)						
2. N/A						
( / / )						
shares						
(Note 1)						
3. N/A						
( / / )						
shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>N/A</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. N/A _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. N/A _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. N/A _____ _____						
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
Total B. (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. A Share Convertible Corporate Bonds (including subordinated terms) (the "Ping An Convertible Bonds")</p>						
<p>(Term of Ping An Convertible Bonds: from 22 November 2013 to 22 November 2019)</p>						
<p>(Conversion period of Ping An Convertible Bonds: from 23 May 2014 to 22 November 2019)</p>						
<p>Stock code (if listed) Class of shares issuable (<i>Note 1</i>)</p>	<p>RMB 113005</p>	<p>25,997,108,000</p>	<p>147,000</p>	<p>25,996,961,000</p>	<p>3,605 A Shares</p>	<p>639,846,443 A Shares</p>
<p>Subscription price EGM approval date (if applicable) (dd/mm/yyyy)</p>		<p>From May 23, 2014 to June 26, 2014, the conversion price was RMB41.33; from June 27, 2014 to September 11, 2014, the conversion price was RMB40.88; the conversion price has been adjusted to RMB 40.63 since September 12, 2014, subject to adjustment</p>				
<p>2. N/A</p>						
<p>Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)</p>						
<p>3. N/A</p>						
<p>Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price</p>						

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total C. (Ordinary shares)	3,605 A Shares	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
( / / )		
shares ( <i>Note 1</i> )		
2. N/A		
( / / )		
shares ( <i>Note 1</i> )		
3. N/A		
( / / )		
shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
3. Placing	At price : HK\$ <u>62.00 per H Share</u>	Class of shares issuable H Shares (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (12/06/2014) (dd/mm/yyyy)	<u>N/A</u>	<u>594,056,000*</u>
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	_____ Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>        </u> N/A	<u>        </u> N/A
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>        </u> N/A	<u>        </u> N/A
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>        </u> N/A	<u>        </u> N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>        </u> N/A	<u>        </u> N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
Total E.		(Ordinary shares) N/A	(Preference shares) N/A
		(Other class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) Nil
	(2) 3,605 A Shares
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

\* Pursuant to the placing agreement entered into between the Company and Morgan Stanley & Co. International plc dated 30 November 2014, 594,056,000 new H Shares will be allotted and issued by the Company upon the completion of the placing. Details of the placing were disclosed in the announcement of the Company dated 30 November 2014.

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Submitted by: Yao Jun

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*