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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rules 13.09 and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

“The Announcement regarding the Results of Redemption and Delisting of Ping An Convertible Bonds of Ping An Insurance (Group) Company of China, Ltd.”, which is published by Ping An Insurance (Group) Company of China, Ltd. on the website of Shanghai Stock Exchange and certain designated newspapers in the PRC, is reproduced herein for your reference.

By Order of the Board  
**Yao Jun**  
*Company Secretary*

Shenzhen, PRC, January 12, 2015

*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.*

Stock Code: 601318  
Stock Code: 113005

Stock Short Name: China Ping An Serial No.: Lin 2015-006  
Stock Short Name: Ping An Convertible Bonds

## **THE ANNOUNCEMENT REGARDING THE RESULTS OF REDEMPTION AND DELISTING OF PING AN CONVERTIBLE BONDS OF PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.**

The board of directors (the "Board of Directors") and all directors of Ping An Insurance (Group) Company of China, Ltd. (the "Company") confirm that there are no false representations and misleading statements contained in, or material omissions from this announcement, and severally and jointly accept the responsibility for the truthfulness, accuracy and completeness of the contents of this announcement.

### **Important Information:**

- Redemption amount: RMB34,431,000 (344,310 convertible bonds)
- Total amount of redemption payment: RMB34,479,203.4
- Redemption Payment Date: January 15, 2015
- Delisting date of convertible bond: January 15, 2015

### **1. Announcements relating to the redemption of the Ping An Convertible Bonds**

#### **(i) Redemption conditions**

For the 30 consecutive trading days during the period from November 11, 2014 to December 22, 2014, the closing price of the Company's A shares is not less than 130% of the conversion price of the Ping An Convertible Bonds on the relevant days (the conversion price being RMB40.63 per share from November 11, 2014 to December 9, 2014, and RMB41.22 per share since December 10, 2014) for 15 trading days (December 2, 2014 to December 22, 2014), and according to the prospectus in relation to the public issuance of A share convertible corporate bonds (including subordinated terms) of the Company, the redemption conditions of the Ping An Convertible Bonds have been satisfied.

#### **(ii) Announcements**

The Board of Directors is authorized by the general meeting of the Company, and the Board of Directors then further delegated the authority to the executive directors of the Company to handle entirely, individually or jointly, the matters related to the Ping An Convertible Bonds. According to the resolution passed by all the executive directors of the Company, it is decided that the Company will exercise its right of early redemption of the Ping An Convertible Bonds, and to redeem all the outstanding Ping An Convertible Bonds held by holders who are registered on the redemption record date. On December 24, 2014, December 25, 2014, December 26, 2014, December 27, 2014, December 31, 2014, January 7, 2015, January 8, 2015 and January 9, 2015 respectively, the Company has published the announcement regarding the redemption of Ping an Convertible Bonds and subsequent reminder

announcements. Among the announcements:

(1) Redemption record date and target of redemption: The target of the redemption is the Ping An Convertible Bonds registered with the China Securities Depository Clearing Corporation Limited Shanghai Branch (herein referred to as "CSDCCL Shanghai Branch") after trading hours of the Shanghai Stock Exchange on January 9, 2015.

(2) Redemption Price: RMB100.140 per bond (including the accrued interest and interest tax accrued thereon).

The formula for calculating the accrued interest is:  $IA = B \times i \times t / 365$

IA: means accrued interest;

B: means the face value of the convertible bonds issued and held by holders of the convertible bonds, i.e. RMB100 per bond;

i: means the interest rate of the convertible bonds on the relevant year, i.e. 1%;

t: means the actual number of days calculated from the last interest payment date (November 22, 2014) to the date of redemption in the relevant year (January 12, 2015) (inclusive of the first day but exclusive of the last day).

The accrued interest for the relevant period =  $B \times i \times t / 365 = 100 \times 1\% \times 51 / 365 =$  RMB0.140 per bond.

For individual investors and securities investments fund holding Ping An Convertible Bonds and entitled to interest for the current period, after the Company deducts 20% withholding income tax, the actual redemption price is RMB100.112 per bond; for qualified foreign institutional investors (QFII) holding Ping an Convertible Bonds and entitled to interest for the current period, after the Company deducts 10% withholding income tax, the actual redemption price is RMB100.126 per bond; for other investors holding Ping An Convertible Bonds not mentioned above, the Company shall not deduct any withholding income tax, and the actual redemption price will be RMB100.140 per bond.

(3) Redemption payment date: January 15, 2015

## **2. Effects of the redemption of the Ping An Convertible Bonds to the Company**

(i) As of January 9, 2015, the outstanding Ping An Convertible Bonds registered with the "CSDCCL Shanghai Branch amounts to RMB34,431,000 (344,310 convertible bonds), accounting for 0.13243% of the total value of RMB26 billion of Ping An Convertible Bonds. And certain Ping An Convertible Bonds were converted into 629,922,613 A shares in aggregate, accounting for 7.95744% of the total number of 7,916,142,092 issued shares before conversion of Ping An Convertible Bonds, and 6.89184% of the total number of 9,140,120,705 issued shares as at January 9, 2015.

(ii) Starting from January 12, 2015, Ping An Convertible Bonds shall cease to be traded or converted; and the RMB34,431,000 worth of 344,310 Ping An Convertible Bonds that is outstanding shall be frozen.

(iii) Redemption status

- (1) Redemption amount: RMB34,431,000 (344,310 convertible bonds)
- (2) Total amount of redemption payment: RMB34,479,203.4
- (3) Redemption Payment Date: January 15, 2015

(iv) Effects of the redemption to the Company

The total redemption value of the redemption of the Company amounts to RMB34,431,000, accounting for 0.13243% of the total value of RMB26 billion of Ping An Convertible Bonds. The cash outflow from financing activities of the Company is affected by RMB34,479,203.4, but the use of funds by the Company is not significantly affected.

As at January 9, 2015, out of the RMB26 billion worth of Ping An Convertible Bonds issued by the Company on November 22, 2013, a total of RMB25,965,569,000 of Ping An Convertible Bonds were converted into 629,922,613 A shares, accounting for 7.95744% of the total number of 7,916,142,092 issued shares before conversion of Ping An Convertible Bonds.

After completion of the redemption of the Ping An Convertible Bonds, the total share capital of the Company will increase to 9,140,120,705 shares<sup>1</sup>, increasing the capital of the Company and making the Company less susceptible to risks, but at the same time diluting the earnings per share of the Company.

### **3. Matter subsequent to the redemption of the Ping An Convertible Bonds**

Starting from January 15, 2015, Ping An Convertible Bonds (113005), Ping An Converted Shares (191005) will be delisted from the Shanghai Stock Exchange.

The Board of Directors  
Ping An Insurance (Group) Company of China, Ltd.  
January 12, 2015

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<sup>1</sup> The changes in the total share capital of the Company due to the non-public issuance of 594,056,000 new H shares of the Company on December 8, 2014, in addition to the conversion of Ping An Convertible Bonds.