

*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)

**(I) VOTING RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON MONDAY, JUNE 15, 2015**  
**(II) CHANGE OF DIRECTORS AND SUPERVISORS  
AND**  
**(III) PAYMENT OF 2014 FINAL DIVIDEND**

The Board is pleased to announce that the AGM was held at 2:00 p.m. on Monday, June 15, 2015 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 April 17, 2015 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 2014 (the “**AGM**”) was held at 2:00 p.m. on Monday, June 15, 2015 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 of the Company (the “**Shares**”) entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 9,140,120,705. 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	486
Of which : number of A shareholders	473
number of H shareholders	13
Total number of shares entitled to vote	3,737,281,744 shares

Of which : total number of shares entitled to vote held by A shareholders	1,353,155,552 shares
total number of shares entitled to vote held by H shareholders	2,384,126,192 shares
Percentage to the total number of shares of the Company entitled to vote	40.888757%
Of which : percentage of shares entitled to vote held by A shareholders	14.804570%
percentage of shares entitled to vote held by H shareholders	26.084187%

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 April 17, 2015 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 for the year ended December 31, 2014.	<b>3,730,515,980 (99.818966%)</b>	<b>1,040,700 (0.027846%)</b>	<b>5,725,064 (0.153188%)</b>	<b>3,737,281,744 (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 (the " <b>Supervisory Committee</b> ") for the year ended December 31, 2014.	<b>3,730,515,980 (99.818966%)</b>	<b>1,040,700 (0.027846%)</b>	<b>5,725,064 (0.153188%)</b>	<b>3,737,281,744 (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, 2014.	<b>3,730,522,180 (99.819132%)</b>	<b>1,040,700 (0.027846%)</b>	<b>5,718,864 (0.153022%)</b>	<b>3,737,281,744 (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, 2014.	<b>3,730,515,980 (99.818966%)</b>	<b>1,040,700 (0.027846%)</b>	<b>5,725,064 (0.153188%)</b>	<b>3,737,281,744 (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 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 and to authorize the Board to re-authorize the management of the Company to fix their remuneration.	<b>3,725,345,934 (99.680629%)</b>	<b>6,006,818 (0.160726%)</b>	<b>5,928,992 (0.158645%)</b>	<b>3,737,281,744 (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 election of Directors for the 10th session of the Board.				
6.1	To consider and approve the re-election of Mr. Ma Mingzhe as an Executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,541,550,551 (94.762739%)</b>	<b>184,344,759 (4.932589%)</b>	<b>11,386,434 (0.304672%)</b>	<b>3,737,281,744 (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.					
6.2	To consider and approve the re-election of Mr. Sun Jianyi as an Executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,613,098,052 (96.677165%)</b>	<b>116,636,900 (3.120902%)</b>	<b>7,546,792 (0.201933%)</b>	<b>3,737,281,744 (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.					
6.3	To consider and approve the re-election of Mr. Ren Huichuan as an Executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,641,678,772 (97.441912%)</b>	<b>89,769,980 (2.402012%)</b>	<b>5,832,992 (0.156076%)</b>	<b>3,737,281,744 (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.					
6.4	To consider and approve the	<b>3,686,749,672 (98.647892%)</b>	<b>42,988,980 (1.150274%)</b>	<b>7,543,092 (0.201834%)</b>	<b>3,737,281,744 (100%)</b>

	re-election of Mr. Yao Jason Bo as an Executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.				
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
6.5	To consider and approve the re-election of Mr. Lee Yuansiong as an Executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,686,748,472 (98.647860%)</b>	<b>44,042,280 (1.178458%)</b>	<b>6,490,992 (0.173682%)</b>	<b>3,737,281,744 (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.					
6.6	To consider and approve the re-election of Ms. Cai Fangfang as an Executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,687,404,472 (98.665413%)</b>	<b>42,992,180 (1.150360%)</b>	<b>6,885,092 (0.184227%)</b>	<b>3,737,281,744 (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.					
6.7	To consider and approve the re-election of Mr. Fan Mingchun as a Non-executive Director of the Company to hold office until the expiry of the term	<b>3,644,152,900 (97.508113%)</b>	<b>80,342,310 (2.149752%)</b>	<b>12,786,534 (0.342135%)</b>	<b>3,737,281,744 (100%)</b>

	of the 10th Session of the Board.				
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
6.8	To consider and approve the re-election of Ms. Lin Lijun as a Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,635,235,700 (97.269512%)</b>	<b>89,254,010 (2.388206%)</b>	<b>12,792,034 (0.342282%)</b>	<b>3,737,281,744 (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.					
6.9	To consider and approve the re-election of Mr. Soopakij Chearavanont as a Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>2,900,829,222 (77.618692%)</b>	<b>791,345,959 (21.174373%)</b>	<b>45,106,563 (1.206935%)</b>	<b>3,737,281,744 (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.					
6.10	To consider and approve the re-election of Mr. Yang Xiaoping as a Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>2,889,350,449 (77.311550%)</b>	<b>804,408,324 (21.523888%)</b>	<b>43,522,971 (1.164562%)</b>	<b>3,737,281,744 (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.					

6.11	To consider and approve the re-election of Mr. Lu Hua as a Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,636,110,848</b> <b>(97.292928%)</b>	<b>88,384,362</b> <b>(2.364937%)</b>	<b>12,786,534</b> <b>(0.342135%)</b>	<b>3,737,281,744</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.					
6.12	To consider and approve the re-election of Mr. Woo Ka Biu Jackson as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,627,162,993</b> <b>(97.053507%)</b>	<b>103,233,659</b> <b>(2.762266%)</b>	<b>6,885,092</b> <b>(0.184227%)</b>	<b>3,737,281,744</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.					
6.13	To consider and approve the re-election of Mr. Stephen Thomas Meldrum as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,715,772,967</b> <b>(99.424481%)</b>	<b>14,623,685</b> <b>(0.391292%)</b>	<b>6,885,092</b> <b>(0.184227%)</b>	<b>3,737,281,744</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.					
6.14	To consider and approve the re-election of Mr.	<b>3,713,568,527</b> <b>(99.365496%)</b>	<b>16,828,125</b> <b>(0.450277%)</b>	<b>6,885,092</b> <b>(0.184227%)</b>	<b>3,737,281,744</b> <b>(100%)</b>

	Yip Dicky Peter as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.				
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
6.15	To consider and approve the re-election of Mr. Wong Oscar Sai Hung as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,685,044,027</b> <b>(98.602254%)</b>	<b>45,352,625</b> <b>(1.213519%)</b>	<b>6,885,092</b> <b>(0.184227%)</b>	<b>3,737,281,744</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.					
6.16	To consider and approve the re-election of Mr. Sun Dongdong as an Independent Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.	<b>3,684,311,467</b> <b>(98.582652%)</b>	<b>46,085,185</b> <b>(1.233121%)</b>	<b>6,885,092</b> <b>(0.184227%)</b>	<b>3,737,281,744</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.					
6.17	To consider and approve the election of Mr. Ge Ming as an Independent	<b>3,729,233,878</b> <b>(99.784660%)</b>	<b>1,162,774</b> <b>(0.031113%)</b>	<b>6,885,092</b> <b>(0.184227%)</b>	<b>3,737,281,744</b> <b>(100%)</b>

	Non-executive Director of the Company to hold office until the expiry of the term of the 10th Session of the Board.				
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 election of Independent Supervisors and Shareholder Representative Supervisor for the 8th session of the Supervisory Committee.				
7.1	To consider and approve the re-election of Mr. Gu Liji as an Independent Supervisor of the Company to hold office until the expiry of the term of the 8th Session of the Supervisory Committee.	<b>3,722,175,850 (99.595805%)</b>	<b>8,236,302 (0.220382%)</b>	<b>6,869,592 (0.183813%)</b>	<b>3,737,281,744 (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.					
7.2	To consider and approve the re-election of Mr. Peng Zhijian as an Independent Supervisor of the Company to hold office until the expiry of the term of the 8th Session of the Supervisory Committee.	<b>3,722,558,240 (99.606037%)</b>	<b>7,853,912 (0.210150%)</b>	<b>6,869,592 (0.183813%)</b>	<b>3,737,281,744 (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.					
7.3	To consider and approve the re-election of Ms. Zhang Wangjin as a Shareholder Representative Supervisor of the Company to hold office until the expiry of the term of the 8th Session of the Supervisory Committee.	<b>3,722,557,240</b> <b>(99.606010%)</b>	<b>7,853,912</b> <b>(0.210151%)</b>	<b>6,870,592</b> <b>(0.183839%)</b>	<b>3,737,281,744</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 RESOLUTIONS</b>		<b>Number of Shares (%)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total Votes</b>
8.	To consider and approve the profit distribution plan for the year ended December 31, 2014.	<b>3,721,472,086</b> <b>(99.576974%)</b>	<b>2,757,747</b> <b>(0.073791%)</b>	<b>13,051,911</b> <b>(0.349235%)</b>	<b>3,737,281,744</b> <b>(100%)</b>
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
9.	To consider and approve the proposed amendments to the Articles of Association of the Company.	<b>3,719,914,446</b> <b>(99.535296%)</b>	<b>1,109,590</b> <b>(0.029690%)</b>	<b>16,257,708</b> <b>(0.435014%)</b>	<b>3,737,281,744</b> <b>(100%)</b>
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
10.	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	<b>2,517,399,223</b> <b>(67.359097%)</b>	<b>1,075,742,128</b> <b>(28.784079%)</b>	<b>144,140,393</b> <b>(3.856824%)</b>	<b>3,737,281,744</b> <b>(100%)</b>

	Board to make corresponding amendments to the Articles of Association as it 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.					

## CHANGE OF DIRECTORS AND SUPERVISORS

The Company is pleased to announce that Mr. Ma Mingzhe, Mr. Sun Jianyi, Mr. Ren Huichuan, Mr. Yao Jason Bo, Mr. Lee Yuansiong and Ms. Cai Fangfang are elected as Executive Directors of the 10th session of the Board, Mr. Fan Mingchun, Ms. Lin Lijun, Mr. Soopakij Chearavanont, Mr. Yang Xiaoping and Mr. Lu Hua are elected as Non-executive Directors of the 10th session of the Board, and Mr. Woo Ka Biu Jackson, Mr. Stephen Thomas Meldrum, Mr. Yip Dicky Peter, Mr. Wong Oscar Sai Hung, Mr. Sun Dongdong and Mr. Ge Ming are elected as Independent Non-executive Directors of the 10th session of the Board, after approval by the shareholders at the AGM. Each of the Independent Non-executive Directors has met the independence requirements as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The appointment of Mr. Ge Ming shall become effective upon the approval of his qualification as Director from China Insurance Regulatory Commission (the "**CIRC**") is obtained.

The Company is also pleased to announce that, Mr. Gu Liji and Mr. Peng Zhijian are elected as Independent Supervisors of the 8th session of the Supervisory Committee; Ms. Zhang Wangjin is elected as a Shareholder Representative Supervisor, after approval by the shareholders at the AGM. The employees' representatives meeting of the Company was held on January 23, 2015 and each of Mr. Pan Zhongwu and Mr. Gao Peng was elected as Employee Representative Supervisor. The appointment of Mr. Gao Peng shall become effective upon the approval of his qualification from CIRC is obtained.

Ms. Li Zhe did not stand for re-election as Director of the Company due to personal work arrangement, and Mr. Tang Yunwei and Mr. Lee Carmelo Ka Sze did not stand for re-election as Directors of the Company due to their terms of office as the Independent Non-executive Directors will exceed 6 years. The term of office of Ms. Li Zhe has expired upon the conclusion of the AGM, and the term of office of Mr. Tang Yunwei and Mr. Lee Carmelo Ka Sze shall expire upon the effective appointment of Mr. Ge Ming. Mr. Lin Li, Mr. Sun Jianping and Mr. Zhao Fujun did not stand for re-election as Supervisors due to personal work arrangement. The term of office of Mr. Lin Li has expired upon the conclusion of the AGM, and the term of office of Mr. Sun Jianping and Mr. Zhao Fujun shall expire upon the effective appointment of Mr. Gao Peng. The retiring Directors and Supervisors confirm that there is no disagreement between them and the Company and there is no matter in relation to their retirements that need to be brought to the attention of the shareholders of the Company.

The Board and the Supervisory Committee would like to take this opportunity to thank all members of the 9th session of the Board and the 7th session of the Supervisory Committee, especially Ms. Li Zhe, Mr. Tang Yunwei, Mr. Lee Carmelo Ka Sze, Mr. Lin Li, Mr. Sun Jianping and Mr. Zhao Fujun for their valuable contribution to the Company during the tenure of their services and to welcome Mr. Ge Ming to join the Board and Mr. Gao Peng to join the Supervisory Committee.

The biographies and the emolument information of the re-elected and elected Directors and Supervisors have been set out in the appendices of the circular of the Company dated April 17, 2015.

According to the Articles of Association, the term of each session of the Board and Supervisory Committee is three years. Each Director and Supervisor will enter into a service contract with the Company.

Save as disclosed above and in the circular of the Company dated April 17, 2015, as at the date of this announcement, there are no other matters relating to the appointment of the above Directors and Supervisors 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) of the Listing Rules.

#### **PAYMENT OF 2014 FINAL DIVIDEND AND ISSUE OF SHARES BY WAY OF CONVERSION OF CAPITAL RESERVE**

The Board is pleased to announce that (i) the Company will distribute a final dividend of RMB0.50 per Share (equivalent to HK\$0.6336 per Share) (inclusive of applicable tax) for the year ended December 31, 2014 to shareholders (the "**Cash Dividend**"); and (ii) the Company will issue a total of 9,140,120,705 new shares of the Company (the "**Bonus Shares**"), in a total amount of RMB9,140,120,705, by way of conversion of capital reserve of the Company on the basis of ten (10) Bonus Shares for every ten (10) existing Shares (the "**Bonus Issue**").

According to the Articles of Association, Cash Dividend will be denominated and declared in Renminbi. Cash 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 8 to 14, 2015) prior to the date of declaration of the final dividend (RMB0.78908 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 Cash Dividend declared for payment to holders of H shares. The Cash Dividend will be paid by the Receiving Agent and relevant cheques will be despatched to the shareholders by ordinary post at their own risk.

The Company will withhold the enterprise income tax as well as the individual income tax for shareholders on the Cash Dividend as required by law on the basis of the Company's register of members of H shares on the record date (as set out below). 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. The details arrangement for the enterprise income

tax withholding of overseas non-resident enterprises and individual income tax withholding of overseas individual shareholders has been set out in pages 140 to 141 of the 2014 Annual Report dated April 17, 2015.

In addition, the taxation information in respect of the issue of new H shares under the Bonus Issue (the "**Bonus H Shares**") has been set out in the circular of the Company dated April 17, 2015 (the "**Circular**").

All investors are requested to read the 2014 Annual Report and the Circular 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.

### **EXPECTED TIMETABLE FOR DISTRIBUTION OF CASH DIVIDEND AND BONUS ISSUE**

The expected timetable for, inter alia, the Bonus Issue and the distribution of Cash Dividend as set out below is indicative only and has been prepared on the assumption that all conditions of the Bonus Issue will be fulfilled. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate. Unless the context otherwise requires, the expressions set out in the below timetable have the same meaning to those as defined in the Circular:

A Share Record Date for the Bonus A Shares and the Cash Dividend	Friday, July 24, 2015
Last day of dealings in the Shares cum-entitlement to the Bonus H Shares, the Bonus A Shares and the Cash Dividend	Friday, July 24, 2015
First day of dealings in the H Shares ex-entitlement to the Bonus H Shares, the Bonus A Shares and the Cash Dividend	Monday, July 27, 2015
Payment of Cash Dividend for A Shares	Monday, July 27, 2015
Expected despatch date of share certificates of Bonus A Shares	Monday, July 27, 2015
Expected first day of listing of, and dealing in the Bonus A Shares	Tuesday, July 28, 2015
Latest time for lodging transfers of the H Shares to qualify for entitlement to the Bonus H Shares and the Cash Dividend	4:30 p.m., Tuesday, July 28, 2015
H Shareholders' register closed for the Bonus H Shares and the Cash Dividend	Wednesday, July 29 to Monday, August 3, 2015 (both days inclusive)
H Share Record Date for the Bonus H Shares and the Cash Dividend	Monday, August 3, 2015

H Shareholders' register re-opens Tuesday, August 4, 2015

Expected despatch date of share certificates of Bonus H Shares Tuesday, August 4, 2015

Expected first day of listing of, and dealing in the Bonus H Shares 9:00 a.m., Wednesday, August 5, 2015

Payment of Cash Dividend for H Shares Thursday, August 13, 2015

During the above closure period, no transfer of H Shares will be registered. To be eligible to qualify for the Cash Dividend and the Bonus H Shares, all properly completed transfer documents together with the relevant share certificates must be lodged for registration with the H Share Registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the aforementioned latest time.

#### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The resolution in relation to the amendments to the Articles of Association was approved by the shareholders at the AGM. The amendments to the Articles of Association will become effective upon the approval by the CIRC and other regulatory bodies.

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

Shenzhen, PRC, June 15, 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, 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.*