

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**PING AN**

Insurance · Banking · Investment

# 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

### PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

The Board announces that Mr. Xiong Peijin is proposed to be appointed as a Non-executive Director of the Company in place of Mr. Fan Mingchun who has tendered his resignation with effect from the date of the effective appointment of Mr. Xiong Peijin.

### PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) received the motion made by Shenzhen Investment Holdings Co., Ltd. (“**Shenzhen Investment**”), a shareholder that holds approximately 5.27% interest in the Company, for an additional ordinary resolution regarding the proposed appointment of Mr. Xiong Peijin (“**Mr. Xiong**”) as a non-executive Director to be submitted to the second extraordinary general meeting of the Company of 2015 (the “**EGM**”) to be held on December 17, 2015 for approval by the shareholders of the Company.

Since Mr. Fan Mingchun (“**Mr. Fan**”), the Non-executive Director of the 10th Session of the Board recommended by Shenzhen Investment, has tendered his resignation due to his personal work arrangement, Shenzhen Investment has issued the Letter regarding the Change of Directors (Shen Tou Kong Ren Han [2015] No. 22) to the Board to recommend Mr. Xiong to be appointed as the Non-executive Director of the 10th Session of the Board in place of Mr. Fan. The appointment of Mr. Xiong shall become effective upon the approval from the shareholders of the Company at the EGM and the approval of his qualification as a Non-executive Director from the China Insurance Regulatory Commission is obtained.

Mr. Fan has confirmed that he has no disagreement with the Board and there is no other matter that should be brought to the shareholders’ attention in relation to his resignation. The resignation of Mr. Fan as a Non-executive Director shall take effect from the date of the effective appointment of Mr. Xiong.

The biographical information of Mr. Xiong is set out below:

**Mr. Xiong Peijin**, aged 50, currently the director, general manager and deputy secretary of the Party Committee of Shenzhen Investment, and he is also the non-executive director of Guotai Junan Securities Company Limited, whose shares are listed on the Shanghai Stock Exchange. Mr. Xiong had served as the director, general manager and deputy secretary of the Party Committee of Shenzhen Special Economic Zone Construction and Development Group Co., Ltd. from July 2011 to May 2014 and the director of Shenzhen Capital Group Co., Ltd. from June 2010 to September 2012. Mr. Xiong had previously been the general economist and member of the Party Committee of Shenzhen Municipal People's Government State-owned Assets Supervision and Administration Commission, financial director of Shenzhen International Trust and Investment Co., Ltd. (深圳國際信托投資有限公司), chairman of the supervisory committee and financial director of Shenzhen Nanyou (Holdings) Co., Ltd., leader of the financial director working group of Shenzhen International Trust and Investment Co., Ltd., appointed by the Shenzhen Investment Holding Corporation (深圳市投資管理公司), financial director and director of Shenzhen State-Owned Duty Free Commodity (Group) Co., Ltd. (深圳市國有免稅商品(集團)有限公司) and director and financial director of Shenzhen SPEC Biopharmaceutical Industry Company Ltd. (深圳市斯貝克生物藥業有限公司), etc. Mr. Xiong obtained a master degree of Administration Management from Sun Yat-sen University and an executive master of Business Administration degree from Guanghua School of Management, Peking University. He is a qualified senior accountant and has the qualification of certified public accountant in China.

It is proposed that Mr. Xiong shall be appointed as a Non-executive Director to hold office until the expiry of the term of the 10th Session of the Board, during which he will not receive any director fee. According to the Articles of Association of the Company, the term of each session of the Board is three years and Directors are eligible for re-election upon completion of their term subject to the stipulations in the Articles of Association.

If Mr. Xiong was elected as the Director, he will enter into a service contract with the Company after his appointment.

As at the date of this announcement, to the best knowledge and belief of the Directors, Mr. Xiong is deemed to be interested in an aggregate of 107,000 A shares of the Company and an aggregate of 180,658 shares of Ping An Bank (a controlled subsidiary of the Company), the shares of which are listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Xiong (i) has not held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or has held any other positions within the Group; (ii) has not had any relationship with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) has not had any other interests in the shares of the Company or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Xiong confirmed that there is no other matter relating to his proposed appointment that needs to be brought to the attention of the shareholders of the Company, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

Shenzhen, PRC, November 27, 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 Woo Ka Biu Jackson, Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong and Ge Ming.*