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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)

**(I) VOTING RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON WEDNESDAY, JUNE 15, 2016
(II) APPOINTMENT OF SUPERVISOR
AND
(III) PAYMENT OF 2015 FINAL DIVIDEND**

The Board is pleased to announce that the AGM was held at 2:00 p.m. on Wednesday, June 15, 2016 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 March 30, 2016 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 2015 (the “**AGM**”) was held at 2:00 p.m. on Wednesday, June 15, 2016 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 18,280,241,410. 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 there was no Share entitling the holders to attend and vote only against the resolutions proposed at the AGM. 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	248
Of which : number of A shareholders	234
number of H shareholders	14

Total number of shares entitled to vote	7,702,073,863
Of which : total number of shares entitled to vote held by A shareholders	3,258,504,057
total number of shares entitled to vote held by H shareholders	4,443,569,806
Percentage to the total number of shares of the Company entitled to vote	42.13%
Of which : percentage of shares entitled to vote held by A shareholders	17.82%
percentage of shares entitled to vote held by H shareholders	24.31%

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 and the supervisor candidate 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 March 30, 2016 were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
1.	To consider and approve the report of the Board for the year ended December 31, 2015.	7,700,168,673 (99.975264%)	1,325,190 (0.017206%)	580,000 (0.007530 %)	7,702,073,863 (100%)
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 " Supervisory Committee ") for the year ended	7,700,168,673 (99.975264%)	1,325,190 (0.017206%)	580,000 (0.007530%)	7,702,073,863 (100%)

	December 31, 2015.				
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, 2015.	7,700,185,873 (99.975487%)	1,307,990 (0.016983%)	580,000 (0.007530%)	7,702,073,863 (100%)
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, 2015.	7,700,185,873 (99.975487%)	1,307,990 (0.016983%)	580,000 (0.007530%)	7,702,073,863 (100%)
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 profit distribution plan for the year ended December 31, 2015 and the proposed distribution of final dividends.	7,690,858,985 (99.854391%)	1,388,280 (0.018025%)	9,826,598 (0.127584%)	7,702,073,863 (100%)
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 re-appointment of Pricewaterhouse Coopers Zhong Tian LLP as the PRC auditor and Pricewaterhouse Coopers as the international auditor of the Company to hold	7,680,189,355 (99.715862%)	20,410,558 (0.265001%)	1,473,950 (0.019137%)	7,702,073,863 (100%)

	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.				
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 Mr. Huang Baokui as an Independent Supervisor of the Company to hold office until the expiry of the term of the 8th Session of the Supervisory Committee.	7,691,076,165 (99.857211%)	5,541,198 (0.071944%)	5,456,500 (0.070845%)	7,702,073,863 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
SPECIAL RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
8.	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, representing up to limit of 8.15% of the total number of shares of the Company in issue, at a	6,426,725,666 (83.441496%)	1,241,621,353 (16.120611%)	33,726,844 (0.437893%)	7,702,073,863 (100%)

<p>discount (if any) of no more than 10% (rather than 20% as limited under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) to the Benchmark Price (as defined in circular of the Company date March 30, 2016) and authorize the Board to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of H shares.</p>				
<p>As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.</p>				

APPOINTMENT OF SUPERVISOR

The Company is pleased to announce that Mr. Huang Baokui is elected as an Independent Supervisor of the 8th session of the Supervisory Committee, after approval by the shareholders at the AGM. The appointment of Mr. Huang Baokui shall become effective upon the approval of his qualification as Supervisor from China Insurance Regulatory Commission (the "CIRC") is obtained.

Due to personal work arrangement, Mr. Peng Zhijian has tendered his resignation as Supervisor with effect from the date of the effective appointment of Mr. Huang Baokui. Mr. Peng Zhijian has confirmed that he has no disagreement with the Board and Supervisory Committee and there is no other matter that should be brought to the shareholders' attention in relation to his resignation.

The biographies and the emolument information of Mr. Huang Baokui have been set out in the announcement of the Company dated March 15, 2016 and the circular of the Company dated March 30, 2016.

Mr. Huang Baokui will be appointed to hold office until the expiry of the 8th Session of the Supervisory Committee. If Mr. Huang Baokui is appointed as the Supervisor, he will enter into a service contract with the Company upon his appointment.

Save as disclosed above and in the circular of the Company dated March 30, 2016, as at the date of this announcement, there are no other matters relating to the appointment of the Mr. Huang Baokui 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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

PAYMENT OF 2015 FINAL DIVIDEND

The Board is pleased to announce that the Company will distribute a final dividend in cash of RMB0.35 per Share (equivalent to HK\$0.41394 per Share) (inclusive of applicable tax) for the year ended December 31, 2015 to the shareholders of the Company.

According to the Articles of Association, dividend will be denominated and declared in Renminbi. 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 from June 6, 2016 to June 14, 2016 (RMB0.84554 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 final dividend declared for payment to holders of H Shares. The final dividend will be paid by the Receiving Agent and relevant cheques will be despatched to the shareholders by ordinary post at their own risk.

As disclosed in the announcement of Company dated March 15, 2016, the expect timetable for the distribution of final dividend as set out below is indicative only. 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.

Closure of the register of members

Record date of the holders of A Shares for the final dividend Monday, July 4, 2016

Latest time for lodging transfers of the H Shares to qualify for the entitlement of the final dividend 4:30 p.m. on Wednesday, July 6, 2016

Closure of register of the holders of H Shares for the final dividend Thursday, July 7, 2016 to
Tuesday, July 12, 2016 (both days inclusive)

Record date of holders of H Shares for the final dividend Tuesday, July 12, 2016

No transfer of H Shares will be registered during Thursday, July 7, 2016 to Tuesday, July 12, 2016 (both days inclusive). To be eligible to qualify for the final dividend, 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 4:30 p.m. on Wednesday, July 6, 2016.

Payment/distribution

Payment of the Final Dividend for A Shares Tuesday, July 5, 2016

Payment of the Final Dividend for H Shares Thursday, July 28, 2016

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 Tuesday, July 12, 2016. 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 142 to 143 of the 2015 Annual Report dated March 30, 2016.

All investors are requested to read the 2015 Annual Report 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.

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

Shenzhen, PRC, June 15, 2016

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 Lin Lijun, Soopakij Chearavanont, Yang Xiaoping, Xiong Peijin and Liu Chong; the Independent Non-executive Directors are Woo Ka Bui Jackson, Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong and Ge Ming.