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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)

OVERSEAS REGULATORY ANNOUNCEMENT

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

“The Announcement of Ping An Insurance (Group) Company of China, Ltd. regarding the Completion of Share Purchase under the 2018 Key Employee Share Purchase Scheme”, which is published by Ping An Insurance (Group) Company of China, Ltd. on the website of Shanghai Stock Exchange, is reproduced herein for your reference.

By order of the Board

Yao Jun

Company Secretary

Shenzhen, PRC, May 1, 2018

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 Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong, Ge Ming and Ouyang Hui.

**THE ANNOUNCEMENT OF
PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.
REGARDING THE COMPLETION OF SHARE PURCHASE UNDER
THE 2018 KEY EMPLOYEE SHARE PURCHASE SCHEME**

The board of directors (the “Board”) 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.

The Resolution Regarding the Implementation of the Key Employee Share Purchase Scheme was approved at the 16th meeting of the 9th session of the Board held on October 28, 2014 and the first extraordinary general meeting of 2015 held on February 5, 2015, respectively. In accordance with the requirements as stated in the Guiding Opinions on the Pilot Implementation of Employee Share Purchase Schemes by Listed Companies (Zheng Jian Hui Gong Gao [2014] No.33) issued by China Securities Regulatory Commission and the Notice of Shanghai Stock Exchange on Issuing the Guidelines for Information Disclosure for Employee Share Purchase Scheme of Listed Companies (Shang Zheng Fa [2014] No.58), the implementation progress of the 2018 Key Employee Share Purchase Scheme of the Company is set out as follows:

The 2018 Key Employee Share Purchase Scheme of the Company was conducted in the secondary market on April 27, 2018. A total of 9,666,900 A shares of the Company (Stock Code: 601318) were purchased, representing 0.053%% of the total share capital of the Company. The aggregate transaction amount was RMB592,698,901.19 (expenses inclusive) and the average transaction price was approximately RMB61.29 per share.

The total number of personnel who voluntarily participated in the 2018 Key Employee Share Purchase Scheme of the Company were 1,296. Among them, directors, supervisors and senior management of the Company include: MA Mingzhe (Chairman and Chief Executive Officer), SUN Jianyi (Senior Vice Chairman and Executive Vice President), REN Huichuan (Executive Director and President), YAO Jason Bo (Executive Director, Executive Vice President, Chief Financial Officer and Chief Actuary), LEE Yuansiong (Executive Director, Executive Vice President, Deputy Chief Executive Office and Chief Insurance Business Officer), CAI Fangfang (Executive Director and Chief Human Resource Officer), LIN Lijun (Non-executive Director), TAN Sin Yin (Executive Vice President, Deputy Chief Executive Officer, Chief Operating Officer and Chief Information Officer), IP So Lan (Senior Vice President, Chief Internal Auditor, Compliance Officer and Person-in-charge of Auditing), CHEN Kexiang (Senior Vice President), CAO Shifan (Senior Vice President), XIE Yonglin (Senior Vice President), YAO Jun (Chief Legal Officer and Company Secretary), SHENG Ruisheng (Secretary to the Board), PAN Zhongwu and WANG Zhiliang (both being Employee Representative Supervisors). After this share purchase, the shareholding of directors, supervisors, senior management and other staff of the Company under the 2018 Key Employee Share Purchase Scheme of the Company was as follows:

 Holders	Number of shares held (share)	Shares purchased this time/ Total share capital of the Company
Directors, supervisors and senior management	3,358,478	0.018%
Other staff	6,308,422	0.035%
Total	<u>9,666,900</u>	<u>0.053%</u>

The sources of fund for the above share purchase were from the legitimate income and performance-based bonus of the scheme holders.

The lock-up period for the shares purchased under the 2018 Key Employee Share Purchase Scheme is from May 2, 2018 to May 1, 2019. Pursuant to the Key Employee Share Purchase Scheme, after the end of the lock-up period, the actual number of shares shall be vested in the scheme holders subject to the achievement of certain performance targets.

The Board of Directors
Ping An Insurance (Group) Company of China, Ltd.
May 1, 2018