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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 (HKD counter) and 82318 (RMB counter)
(Debt Stock Code: 5131)

**(I) VOTING RESULTS OF THE 2024 ANNUAL GENERAL MEETING, THE 2025
FIRST A SHAREHOLDERS' CLASS MEETING AND THE 2025 FIRST
H SHAREHOLDERS' CLASS MEETING HELD ON TUESDAY, MAY 13, 2025**
**(II) APPOINTMENTS OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND**
**(III) PAYMENT OF 2024 FINAL DIVIDEND AND ADJUSTMENT TO THE
CONVERSION PRICE OF CONVERTIBLE BONDS**

References are made to (i) the circular (the “**Circular**”) , the notice of the 2024 annual general meeting (the “**AGM**”) and the notice of the 2025 first class meeting of holders of the H Shares (the “**H Shareholders' Class Meeting**”) dated April 17, 2025 and (ii) the supplemental circular (the “**Supplemental Circular**”) and the supplemental notice of the AGM dated April 25, 2025 of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

The Board is pleased to announce that the AGM, the 2025 first class meeting of holders of the A Shares (the “**A Shareholders' Class Meeting**”) and the H Shareholders' Class Meeting (collectively, the “**Meetings**”) were held on Tuesday, May 13, 2025 at Ping An Hall, Ping An (Shenzhen) Financial Education and Training Center, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, the PRC. Both of the AGM and the A Shareholders' Class Meeting adopted onsite voting and A-share online voting, while the H Shareholders' Class Meeting adopted onsite voting.

The total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM was 18,107,641,995 (A Shares in the Company's repurchased securities account are not entitled to vote at the AGM). The total number of the A Shares entitling the holders to attend and vote on the resolution proposed at the A Shareholders' Class Meeting was 10,660,065,083 (A Shares in the Company's repurchased securities account are not entitled to vote at the A Shareholders' Class Meeting). The total number of the H Shares entitling the holders to attend and vote on the resolution proposed at the H Shareholders' Class Meeting was 7,447,576,912. To the best knowledge, information and belief of the Directors, there were no restrictions on any Shareholder casting votes on any of the proposed resolutions at the Meetings, and there were no Shares entitling the holders to attend the Meetings but had to abstain from voting in favour of any

of the resolutions as set out in Rule 13.40 of the Listing Rules. None of the Shareholders had indicated their intention in the Circular and/or the Supplemental Circular to vote against or to abstain from voting on any of the resolutions. No Shareholder had a material interest in the matters considered at the Meetings and was required under the Listing Rules to abstain from voting at the Meetings.

The Meetings were held in compliance with the requirements of the Company Law, the Rules of the Shareholders' General Meetings of the Listed Companies and the Articles of Association. The Meetings were chaired by Mr. Ma Mingzhe, the chairman of the Board. All Directors, Supervisors and the Company Secretary were present at the Meetings. Members of the senior management and proposed Independent Non-executive Directors also attended the Meetings.

Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed by the Company as the H Share scrutineer for the vote-taking at the AGM and the H Shareholders' Class Meeting, and Beijing Anjie Broad (Shenzhen) Law Firm was appointed as the witness to the Meetings. Beijing Anjie Broad (Shenzhen) Law Firm issued a PRC legal opinion, confirming that the convening of and procedures for holding the Meetings, the eligibility of the persons who convened or attended the Meetings and the voting procedures adopted were in compliance with the relevant laws and regulations, including the Company Law and the Securities Law of the People's Republic of China as well as the Rules of the Shareholders' General Meetings of the Listed Companies and the Articles of Association; and that the poll results of the Meetings are valid.

RESULTS OF THE AGM

As at the date of 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 AGM	5,986
Of which : number of A Shareholders	5,977
number of H Shareholders	9
Total number of Shares entitled to vote	7,658,156,803
Of which : total number of A Shares entitled to vote held by A Shareholders	3,199,375,332
total number of H Shares entitled to vote held by H Shareholders	4,458,781,471
Percentage to the total number of Shares entitled to vote	42.2924
Of which : percentage of A Shares held by A Shareholders to the total number of Shares entitled to vote	17.6686
percentage of H Shares held by H Shareholders to the total number of Shares entitled to vote	24.6238

All resolutions as set out in the notice and the supplemental notice of the AGM were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

BY WAY OF NON-CUMULATIVE VOTING (ORDINARY RESOLUTIONS)		FOR		AGAINST		ABSTAIN	
		SHARES	%	SHARES	%	SHARES	%
1.	To consider and approve the Report of the Board of Directors of the Company for the Year 2024	7,622,560,261	99.5352	7,013,894	0.0916	28,582,648	0.3732
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 for the Year 2024	7,622,541,643	99.5349	6,999,394	0.0914	28,615,766	0.3737
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 of the Company for the Year 2024 and its summary	7,586,728,306	99.0673	46,360,531	0.6054	25,067,966	0.3273
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 Profit Distribution Plan of the Company for the Year 2024 and the proposed declaration and distribution of final dividends	7,654,894,217	99.9574	2,247,163	0.0293	1,015,423	0.0133
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 Resolution regarding the Re-appointment of Auditors of the Company for the Year 2025	7,585,630,834	99.0530	67,604,255	0.8827	4,921,714	0.0643
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 Development Plan of the	7,654,129,574	99.9474	2,359,715	0.0308	1,667,514	0.0218

	Company for the Years 2025 to 2027						
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
BY WAY OF NON-CUMULATIVE VOTING (SPECIAL RESOLUTIONS)		FOR		AGAINST		ABSTAIN	
		SHARES	%	SHARES	%	SHARES	%
7.	To consider and approve the Resolution regarding the Proposed Grant of General Mandate by the General Meeting to the Board to Issue H Shares	7,603,060 ,478	99.2806	50,300 ,111	0.6568	4,796, 214	0.062 6
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							
8.	To consider and approve the Resolution regarding the Cancellation of Repurchased A Shares, Reduction of Registered Capital and Amendments to the Articles of Association	7,654,715 ,474	99.9551	2,403, 315	0.0313	1,038, 014	0.013 6
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 Resolution regarding the Issue of Domestic Debt Financing Instruments	7,598,883 ,935	99.2260	44,161 ,363	0.5767	15,111 ,505	0.197 3
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							
BY WAY OF CUMULATIVE VOTING (ORDINARY RESOLUTION)		NUMBER OF VOTES CAST			%		
10.	To consider and approve the Resolution regarding the Election of Independent Non-executive Directors of the 13 th Session of the Board						

10.01	To consider and approve the election of Mr. Hong Xiaoyuan as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	7,550,642,313	98.5961
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
10.02	To consider and approve the election of Mr. Song Xianzhong as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	7,553,940,444	98.6391
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
10.03	To consider and approve the election of Mr. Chan Hiu Fung Nicholas as an independent non-executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	6,949,705,931	90.7491
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

RESULTS OF THE A SHAREHOLDERS' CLASS MEETING

As at the date of the A Shareholders' Class Meeting, the number and ratio of A Shareholders and authorized proxies present at the A Shareholders' Class Meeting are set out as follows:

Number of A Shareholders and authorized proxies attended the A Shareholders' Class Meeting	5,977
Total number of A Shares entitled to vote held by A Shareholders who were present at the A Shareholders' Class Meeting	3,199,375,332
Percentage to the total number of A Shares entitled to vote	30.0127

The poll results in respect of the resolution proposed at the A Shareholders' Class Meeting were as follows:

BY WAY OF NON-CUMULATIVE VOTING (SPECIAL RESOLUTION)	FOR		AGAINST		ABSTAIN	
	SHARES	%	SHARES	%	SHARES	%
To consider and approve the Resolution regarding the Cancellation of Repurchased A Shares, Reduction of Registered Capital and Amendments to the Articles of Association	3,196,364,623	99.9059	2,172,698	0.0679	838,011	0.0262
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.						

RESULTS OF THE H SHAREHOLDERS' CLASS MEETING

As at the date of the H Shareholders' Class Meeting, the number and ratio of H Shareholders and authorized proxies present at the H Shareholders' Class Meeting are set out as follows:

Number of H Shareholders and authorized proxies attended the H Shareholders' Class Meeting	3
Total number of H Shares entitled to vote held by H Shareholders who were present at the H Shareholders' Class Meeting	4,443,356,715
Percentage to the total number of H Shares entitled to vote	59.6618

The poll results in respect of the resolution proposed at the H Shareholders' Class Meeting were as follows:

BY WAY OF NON-CUMULATIVE VOTING (SPECIAL RESOLUTION)	FOR		AGAINST		ABSTAIN	
	SHARES	%	SHARES	%	SHARES	%
To consider and approve the Resolution regarding the Cancellation of Repurchased A Shares, Reduction of Registered Capital and Amendments to the Articles of Association	4,442,656,431	99.9843	458,984	0.0103	241,300	0.0054
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.						

APPOINTMENTS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company announces that, the Shareholders approved the appointments of Mr. Hong Xiaoyuan (“**Mr. Hong**”), Mr. Song Xianzhong (“**Mr. Song**”) and Mr. Chan Hiu Fung Nicholas (“**Mr. Chan**”) as Independent Non-executive Directors of the 13th session of the Board at the AGM and to hold offices until the expiry of the 13th session of the Board. The appointments of Mr. Hong, Mr. Song and Mr. Chan shall become effective upon the approval from NFRA for their qualifications as Directors is obtained.

The biography and the emolument information of the appointed Directors have been set out in the Circular.

Save as disclosed above and in the Circular, as at the date of this announcement, there are no other matters relating to the appointments of Mr. Hong, Mr. Song and Mr. Chan that need to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

PAYMENT OF 2024 FINAL DIVIDEND AND ADJUSTMENT TO CONVERSION PRICE OF CONVERTIBLE BONDS

(I) PAYMENT OF 2024 FINAL DIVIDEND

According to the resolution approved by the AGM, the Company will distribute a final dividend (the “**Final Dividend**”) in cash of RMB1.62 per Share (tax inclusive) for the year ended December 31, 2024 to the Shareholders. For further details of the Final Dividend, please refer to the announcement of the Company dated March 19, 2025 (the “**Announcement**”).

According to the Announcement and the Articles of Association, the Final Dividend will be denominated and declared in RMB. The Final Dividend for A Shares will be paid in RMB and the Final Dividend for H Shares will be provided with currency option. H Shareholders will be given the option to elect to receive all (but not part, save in the case of Hong Kong Securities Clearing Company Nominees Limited, which may elect to receive part of its entitlement in RMB) of the Final Dividend for H Shares in RMB, otherwise their Final Dividend for H Shares will be paid in Hong Kong dollars. The relevant exchange rate will be the average middle exchange rate of converting RMB to Hong Kong dollars as announced by The People’s Bank of China for five business days (exclusive of the despatch date) prior to the date of despatch the currency election form for the Final Dividend to the H Shareholders.

It is expected that the Company will further issue the currency election form for the Final Dividend to the H Shareholders on May 26, 2025 to elect to receive the Final Dividend for H Shares in RMB.

The Company has appointed the Bank of China (Hong Kong) 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 the H Shareholders. The Final Dividend will be paid by the Receiving Agent and relevant cheques will be dispatched to the Shareholders by ordinary post at their own risk. H Shareholders who are intended to elect to receive the Final Dividend in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honored for payment upon presentation outside Hong Kong.

According to the *Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies (No. 7) – Repurchase of Shares* and other relevant regulations, the A Shares registered

in the Company's repurchased securities account, if any, after the trading hours on the record date for the Final Dividend in respect of the A Shareholders shall not be entitled to the distribution of the Final Dividend.

The Company will withhold the enterprise income tax as well as the individual income tax for H Shareholders on the cash dividend as required by law. 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 timeframe, and the H Shareholders 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 detailed arrangement for the enterprise income tax withholding of overseas non-resident enterprise Shareholders and individual income tax withholding of overseas individual Shareholders is set out in pages 167-168 of the 2024 Annual Report of the Company dispatched on April 17, 2025.

All investors are requested to read the 2024 Annual Report of the Company carefully. Shareholders are recommended to consult their tax advisors on tax implications in mainland China, Hong Kong and other countries and regions regarding their holding and disposing of H Shares.

(II)ADJUSTMENT TO THE CONVERSION PRICE OF U.S.\$3,500,000,000 0.875% CONVERTIBLE BONDS DUE 2029

References are made to the announcements of the Company dated July 22, 2024, July 23, 2024 and August 22, 2024 in relation to the issue of U.S.\$3,500,000,000 0.875% convertible bonds due 2029 (the “**Convertible Bonds**”) and the initial adjustment to the conversion price of the Convertible Bonds.

The terms and conditions of the Convertible Bonds as set out in the offering circular of the Company dated July 15, 2024 (the “**CB Terms and Conditions**”) provided, among other things, that if the Company pays or makes any Capital Distribution (as defined in the CB Terms and Conditions), the Conversion Price (as defined in the CB Terms and Conditions) shall be adjusted by multiplying the Conversion Price in force immediately before such Capital Distribution by the following fraction:

$$\frac{A - B}{A}$$

Where:

- A. is the aggregate number of Ordinary Shares (as defined in the CB Terms and Conditions) of all classes in issue multiplied by their respective Current Market Price (as defined in the CB Terms and Conditions) per Ordinary Share of such class on the date on which the Capital Distribution is first publicly announced; and
- B. is the Fair Market Value (as defined in the CB Terms and Conditions) of the aggregate Capital Distribution.

Such adjustment shall become effective on the date that such Capital Distribution is actually made or, if a record date is fixed therefor, immediately after such record date, provided that if there are

different effective dates for different classes of Ordinary Shares, the effective date of the H Shares shall prevail.

The Final Dividend has been approved by the AGM on May 13, 2025. With effect from May 24, 2025, being the day immediately after the record date of H Shares, the Conversion Price of the Convertible Bonds will be adjusted from the initial adjusted Conversion Price of HK\$42.61 per H Share (the “**Initial Adjusted Conversion Price**”) to the second adjusted Conversion Price of HK\$41.19 per H Share (the “**Adjustment**”), in accordance with the CB Terms and Conditions. Save for the abovementioned Adjustment to the Conversion Price, the other terms of the Convertible Bonds remain unchanged.

As at the date of this announcement, the aggregate principal amount under the Convertible Bonds that remains outstanding is U.S.\$3,500,000,000. Immediately following the Adjustment, the maximum number of H Shares issuable by the Company upon full conversion of the Convertible Bonds at the second adjusted Conversion Price of HK\$41.19 per H Share will be 663,453,508 H Shares, representing an increase of 22,109,927 H Shares (the “**Additional Conversion Shares**”) from 641,343,581 H Shares based on the Initial Adjusted Conversion Price.

The Additional Conversion Shares will be issued and allotted pursuant to the general mandate approved by the Shareholders at 2023 annual general meeting of the Company held on May 30, 2024 (the “**General Mandate**”). The Company is entitled to issue and allot a maximum of 744,757,691 H Shares pursuant to the General Mandate, which is sufficient to cover the maximum number of Conversion Shares to be issued after the Adjustment of the Conversion Price pursuant to the CB Terms and Conditions (currently 663,453,508 H Shares).

Application will be made to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) for the listing of, and permission to deal in, the Additional Conversion Shares on the Hong Kong Stock Exchange.

By order of the Board
Sheng Ruisheng
Company Secretary

Shenzhen, the PRC, May 13, 2025

As at the date of this announcement, the executive directors of the Company are Ma Mingzhe, Xie Yonglin, Michael Guo, Fu Xin and Cai Fangfang; the non-executive directors of the Company are Soopakij Chearavanont, Yang Xiaoping, He Jianfeng and Cai Xun; the independent non-executive directors of the Company are Ng Sing Yip, Chu Yiyun, Liu Hong, Ng Kong Ping Albert, Jin Li and Wang Guangqian.