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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 FOR 2018,  
THE 2019 FIRST A SHAREHOLDERS' CLASS MEETING  
AND THE 2019 FIRST H SHAREHOLDERS' CLASS MEETING  
HELD ON MONDAY, APRIL 29, 2019  
AND  
(II) PAYMENT OF 2018 FINAL DIVIDEND**

The board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) announces that the annual general meeting of the Company for 2018 (the “**AGM**”), the 2019 first A shareholders’ class meeting (the “**A Shareholders’ Class Meeting**”) and the 2019 first H shareholders’ class meeting (the “**H Shareholders’ Class Meeting**”, together with the AGM and A Shareholders’ Class Meeting, the “**Meetings**”) of the Company were held on Monday, April 29, 2019 at Ping An Hall, Ping An School of Financial Management, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, 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 holding of the Meetings 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 Meetings were chaired by Mr. Ma Mingzhe, chairman of the Board and chief executive officer of the Company. Some of the directors (the “**Directors**”) and all of the supervisors of the Company (the “**Supervisors**”) and the secretary to the Board attended the Meetings. Certain members of the senior management of the Company also attended the Meetings. 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 Meetings whereas Beijing Anjie (Shenzhen) Law Firm was appointed as the witnessing lawyer at the Meetings.

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. The total number of A shares of the Company (the “**A Shares**”) entitling the holders to attend and vote on the resolutions proposed at the A Shareholders’ Class Meeting was 10,832,664,498. The total number of H shares of the Company (the “**H Shares**”) entitling the holders to attend and vote on the resolutions 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 resolution at the Meetings, and there was no Share entitling the holders to attend and vote only against the resolutions proposed at the Meetings. No shareholder had a material interest in the matters considered at the Meetings and therefore none was required to abstain from voting at the Meetings.

## 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	1,214
Of which : number of A shareholders	1,210
number of H shareholders	4
Total number of Shares entitled to vote	7,814,329,660
Of which : total number of A Shares entitled to vote held by A shareholders	2,584,083,700
total number of H Shares entitled to vote held by H shareholders	5,230,245,960
Percentage to the total number of Shares entitled to vote	42.747410%
Of which : percentage of A Shares entitled to vote held by A shareholders	14.135939%
percentage of H Shares entitled to vote held by H shareholders	28.611471%

The resolutions as set out in the notice of AGM dated March 15, 2019 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 of Directors of the Company for the year 2018.	7,786,510,921 (99.644004%)	637,800 (0.008161%)	27,180,939 (0.347835%)	7,814,329,660 (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 for the year 2018.	7,786,448,621 (99.643206%)	637,800 (0.008162%)	27,243,239 (0.348632%)	7,814,329,660 (100%)
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 2018 and its summary.	7,786,468,321 (99.643458%)	637,800 (0.008162%)	27,223,539 (0.348380%)	7,814,329,660 (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 Final Accounts of the Company for the year 2018 including the Audit Report and Audited Financial Statements of the Company for the year 2018.	7,786,450,021 (99.643224%)	639,200 (0.008180%)	27,240,439 (0.348596%)	7,814,329,660 (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 of the Company for the year 2018 and the proposed distribution of final dividends.	7,793,732,895 (99.736423%)	195,200 (0.002498%)	20,401,565 (0.261079%)	7,814,329,660 (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 Resolution regarding the Appointment of Auditors of the Company for the year 2019, re-appointing PricewaterhouseCoopers Zhong Tian LLP as the PRC auditor and PricewaterhouseCoopers as the international auditor of the Company to hold office until the conclusion of the next annual general meeting and authorizing the Board to re-authorize the management of the Company to fix their remuneration.	7,787,067,950 (99.651132%)	5,154,975 (0.065968%)	22,106,735 (0.282900%)	7,814,329,660 (100%)
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 Development Plan of the Company for the Year 2019-2021.	7,792,232,425 (99.717222%)	367,096 (0.004697%)	21,730,139 (0.278081%)	7,814,329,660 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
8.	To consider and approve the Performance Evaluation of the Independent Non-executive Directors for the Year 2018 (including the Performance Report of the Independent Non-executive Directors for the Year	7,786,078,225 (99.638466%)	638,800 (0.008175%)	27,612,635 (0.353359%)	7,814,329,660 (100%)

	2018).				
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>
9.	To consider and approve the Resolution regarding the Issue of Debt Financing Instruments.	7,792,876,717 (99.725467%)	451,004 (0.005771%)	21,001,939 (0.268762%)	7,814,329,660 (100%)
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 Resolutions regarding the Share Repurchase Plan of the Company and the Proposed Grant of General Mandate for the Repurchase of Shares of the Company.				
10.01	To consider and approve the Share Repurchase Plan of the Company.	7,686,390,894 (98.362767%)	107,493,810 (1.375599%)	20,444,956 (0.261634%)	7,814,329,660 (100%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
10.02	To consider and approve the Proposed Grant of General Mandate for the Repurchase of Shares of the Company to the Board with a maximum amount of no more than 10% of the total number shares of the Company in issue.	7,762,849,312 (99.341206%)	33,803,809 (0.432587%)	17,676,539 (0.226207%)	7,814,329,660 (100%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
11.	To consider and approve the Resolution regarding the Proposed Grant of the General Mandate by the General Meeting to the Board to Issue H Shares, i.e. the grant of a general mandate to the Board to allot, issue and deal with additional H shares not exceeding 20% of the aggregate nominal amount 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 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 and authorize the Board to make corresponding	5,840,983,533 (74.747084%)	1,953,484,792 (24.998750%)	19,861,335 (0.254166%)	7,814,329,660 (100%)

	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.					

### 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	1, 210
Total number of A Shares entitled to vote held by A shareholders who were present at the A Shareholders' Class Meeting	2, 585, 484, 176
Percentage to the total number of A Shares entitled to vote	23. 867481%

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

SPECIAL RESOLUTIONS	Number of Shares (%)				
	For	Against	Abstain	Total Votes	
1.	To consider and approve the Resolutions regarding the Shares Repurchase Plan of the Company and the Proposed Grant of General Mandate for the Repurchase of Shares of the Company.				
1.01	2, 571, 46 0, 704 (99. 457 608%)	11, 033, 2 83 (0. 4267 39%)	2, 990, 1 89 (0. 115 653%)	2, 585, 4 84, 176 (100%)	
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
1.02	2, 576, 45 1, 122 (99. 650 624%)	6, 029, 56 5 (0. 2332 09%)	3, 003, 4 89 (0. 116 167%)	2, 585, 4 84, 176 (100%)	
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					

### 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	4
Total number of H Shares entitled to vote held by H shareholders who were present at the H Shareholders' Class Meeting	5, 216, 489, 851
Percentage to the total number of H Shares entitled to vote	70.042779%

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

SPECIAL RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
1.	To consider and approve the Resolutions regarding the Shares Repurchase Plan of the Company and the Proposed Grant of General Mandate for the Repurchase of Shares of the Company.				
1.01	To consider and approve the Shares Repurchase Plan of the Company.	5,087,758,974 (97.532232%)	113,764,627 (2.180865%)	14,966,250 (0.286903%)	5,216,489,851 (100%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					
1.02	To consider and approve the Proposed Grant of General Mandate for the Repurchase of Shares of the Company to the Board with a maximum amount of no more than 10% of the total number shares of the Company in issue.	5,159,332,474 (98.904294%)	42,429,127 (0.813366%)	14,728,250 (0.282340%)	5,216,489,851 (100%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.					

#### PAYMENT OF 2018 FINAL DIVIDEND

The Board announces that the Company will distribute a final dividend (the “**Final Dividend**”) in cash of RMB1.10 per Share (equivalent to approximately HK\$1.284144 per Share) (inclusive of applicable tax) for the year ended December 31, 2018 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 April 22, 2019 to April 26, 2019 (RMB0.856602 equivalent to HK\$1.00). The Company has appointed the 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 dispatched to the shareholders by ordinary post at their own risk.

As disclosed in the announcement of Company dated March 12, 2019, the expected timetable for the distribution of the 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 A Shareholders for the Final Dividend	Wednesday, May 22, 2019
Latest time for lodging transfers of the H Shares to qualify for the entitlement of the Final Dividend	4:30 p.m. on Friday, May 24, 2019
Closure of register of the H Shareholders for the Final Dividend	Saturday, May 25, 2019 to Thursday, May 30, 2019 (both days inclusive)
Record date of H Shareholders for the Final Dividend	Thursday, May 30, 2019

During the above closure periods, no transfer of H Shares will be registered. 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, Wan Chai, Hong Kong no later than the aforementioned latest time.

### **Payment/distribution**

Payment of the Final Dividend for A Shares	Thursday, May 23, 2019
Payment of the Final Dividend for H Shares	Friday, June 28, 2019

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 Thursday, May 30, 2019. 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 enterprises and individual income tax withholding of overseas individual shareholders is set out in pages 132 to 134 of the 2018 Annual Report dispatched on March 28, 2019.

All investors are requested to read the 2018 Annual Report carefully. Shareholders are recommended to consult their tax advisors on PRC, Hong Kong and other tax implications regarding their holding and disposing of H Shares.

By order of the Board  
**Ma Mingzhe**  
*Chairman and Chief Executive Officer*

Shenzhen, PRC, April 29, 2019

*As at the date of this announcement, the executive Directors are Ma Mingzhe, Sun Jianyi, Lee Yuansiong, Ren Huichuan, Yao Jason Bo and Cai Fangfang; the non-executive Directors are Soopakij Chearavanont, Yang Xiaoping, Liu Chong and Wang Yongjian; the independent non-executive Directors are Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong, Ge Ming and Ouyang Hui.*