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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)

**(I) VOTING RESULTS OF THE 2023 ANNUAL GENERAL MEETING HELD ON
THURSDAY, MAY 30, 2024**

**(II) ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS AND THE
SUPERVISORY COMMITTEE**

AND

(III) PAYMENT OF 2023 FINAL DIVIDEND

Reference is made to the circular of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) (the “**Circular**”) and the notice of the 2023 annual general meeting (the “**AGM**” or “**Meeting**”) of the Company (the “**Notice**”) dated April 29, 2024. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the AGM was held at 2:00 p.m. on Thursday, May 30, 2024 at Ping An Hall, Ping An (Shenzhen) Financial Education and Training Center, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, the PRC. The Company allows physical participation (i.e. onsite voting) and A-share online voting for the AGM.

RESULTS OF THE AGM

As at the date of the AGM, the total number of Shares entitling the holders to attend and vote for or against 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). 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 Meeting, and there were no Shares entitling the holders to attend the AGM 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 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 Meeting and was required under the Listing Rules to abstain from voting at the Meeting.

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	1,121
Of which : number of A Shareholders	1,111
number of H Shareholders	10
Total number of Shares entitled to vote	10,308,378,441
Of which : total number of A Shares entitled to vote held by A Shareholders	5,815,453,573
total number of H Shares entitled to vote held by H Shareholders	4,492,924,868
Percentage to the total number of Shares entitled to vote	56.928331
Of which : percentage of A Shares held by A Shareholders to the total number of Shares entitled to vote	32.116018
percentage of H Shares held by H Shareholders to the total number of Shares entitled to vote	24.812313

The AGM was 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 AGM was chaired by Mr. Ma Mingzhe, the chairman of the Board. All Directors, Supervisors and the secretary to the Board were present at the Meeting. Certain members of the senior management and proposed Directors also attended the AGM.

Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed by the Company as the scrutineer for the vote-taking at the AGM whereas Beijing Anjie Broad (Shenzhen) Law Firm was appointed as the witness to the AGM. Beijing Anjie Broad (Shenzhen) Law Firm issued a PRC legal opinion, confirming that the convening of and procedures for holding the AGM, the eligibility of the persons who convened or attended the AGM 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 AGM are valid.

All resolutions as set out in the Notice 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 2023	10,276,157,116	99.687426	2,286,195	0.022178	29,935,130	0.290396
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	10,276,255,516	99.688380	2,187,795	0.021224	29,935,130	0.290396

	Committee of the Company for the Year 2023						
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 2023 and its summary	10,276,38 5,516	99.6896 42	2,055, 995	0.0199 44	29,936 ,930	0.2904 14
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 2023, including the audit report and audited financial statements of the Company for the Year 2023	10,276,42 0,316	99.6899 79	2,005, 995	0.0194 60	29,952 ,130	0.2905 61
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 2023 and the proposed declaration and distribution of final dividends	10,305,33 1,403	99.9704 41	812,51 5	0.0078 82	2,234, 523	0.0216 77
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 Re-appointment of Auditors of the Company for the Year 2024	10,296,62 2,256	99.8859 55	9,517, 062	0.0923 24	2,239, 123	0.0217 21
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 by way of separate resolutions, the Resolution regarding the Election of Non-independent Directors of the 13 th Session of the Board	/					
7.01	To consider and approve the re-election of Mr. Ma Mingzhe as an executive Director to hold office until the expiry of the term of the 13 th session of the Board	9,890,744 ,768	95.9486 00	395,09 7,695	3.8327 82	22,535 ,978	0.2186 18
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

7.02	To consider and approve the re-election of Mr. Xie Yonglin as an executive Director to hold office until the expiry of the term of the 13 th session of the Board	10,075,333,647	97.739268	216,858,768	2.103714	16,186,026	0.157018
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.03	To consider and approve the election of Mr. Michael Guo as an executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	10,075,277,360	97.738722	216,873,055	2.103852	16,228,026	0.157426
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
The appointment of Mr. Michael Guo shall become effective upon the approval from NFRA for his qualification as Director is obtained.							
7.04	To consider and approve the re-election of Ms. Cai Fangfang as an executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	9,991,264,006	96.923721	313,498,309	3.041200	3,616,126	0.035079
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.05	To consider and approve the election of Ms. Fu Xin as an executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	9,884,976,749	95.892645	419,785,626	4.072276	3,616,066	0.035079
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
The appointment of Ms. Fu Xin shall become effective upon the approval from NFRA for her qualification as Director is obtained.							
7.06	To consider and approve the re-election of Mr. Soopakij Chearavanont as a non-executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	9,651,341,767	93.626188	653,420,548	6.338733	3,616,126	0.035079
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.07	To consider and approve the re-election of Mr. Yang	9,070,409,141	87.990649	1,235,732,674	11.987654	2,236,626	0.021697

	Xiaoping as a non-executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board						
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.08	To consider and approve the re-election of Mr. He Jianfeng as a non-executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	9,813,077,703	95.195163	491,662,412	4.769542	3,638,326	0.035295
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.09	To consider and approve the re-election of Ms. Cai Xun as a non-executive Director of the Company to hold office until the expiry of the term of the 13 th session of the Board	9,574,274,043	92.878566	730,398,072	7.085479	3,706,326	0.035955
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 by way of separate resolutions, the Resolution regarding the Election of Independent Supervisors of the 11 th Session of the Supervisory Committee	/					
8.01	To consider and approve the re-election of Ms. Zhu Xinrong as an independent Supervisor of the Company to hold office until the expiry of term of the 11 th session of the Supervisory Committee	10,295,589,446	99.875936	768,453	0.007455	12,020,542	0.116609
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
8.02	To consider and approve the re-election of Mr. Liew Fui Kiang as an independent Supervisor of the Company to hold office until the expiry of term of the 11 th session of the Supervisory Committee	10,295,496,946	99.875039	860,953	0.008352	12,020,542	0.116609
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
8.03	To consider and approve the re-election of Mr. Hung Ka	10,294,632,446	99.866652	1,725,953	0.016743	12,020,042	0.116605

	Hai Clement as an independent Supervisor of the Company to hold office until the expiry of term of the 11 th session of the Supervisory Committee						
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	%
9.	To consider and approve the Resolution regarding the Proposed Grant of General Mandate by the General Meeting to the Board to Issue H Shares	10,148,270,673	98.446819	157,865,045	1.531425	2,242,723	0.021756
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 Resolution regarding the Issue of Debt Financing Instruments	7,816,845,978	75.830025	2,485,213,040	24.108671	6,319,423	0.061304
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 Amendments to the Articles of Association	7,170,441,148	69.559351	2,759,026,779	26.764896	378,910,514	3.675753
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			%		
12.	To consider and approve the Resolution regarding the Election of Independent Directors of the 13 th Session of the Board						
12.01	To consider and approve the re-election of Mr. Ng Sing Yip 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						
		9,960,071,311			96.621126		
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

12.02	To consider and approve the re-election of Mr. Chu Yiyun 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	9,961,235,753	96.632422
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
12.03	To consider and approve the re-election of Mr. Liu Hong 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	9,961,523,178	96.635210
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
12.04	To consider and approve the re-election of Mr. Ng Kong Ping Albert 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	9,794,177,154	95.011812
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
12.05	To consider and approve the re-election of Mr. Jin Li 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	9,845,189,786	95.506678
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
12.06	To consider and approve the re-election of Mr. Wang Guangqian 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	10,050,926,335	97.502497
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY COMMITTEE

Re-election and election of Directors and Supervisors

The Company announces that, after approval by the Shareholders of the Company at the AGM, (i) Mr. Ma Mingzhe, Mr. Xie Yonglin, Mr. Michael Guo, Ms. Cai Fangfang and Ms. Fu Xin are elected as executive Directors of the 13th session of the Board; (ii) Mr. Soopakij Chearavanont, Mr. Yang Xiaoping, Mr. He Jianfeng and Ms. Cai Xun are elected as non-executive Directors of the 13th session of the Board; and (iii) Mr. Ng Sing Yip, Mr. Chu Yiyun, Mr. Liu Hong, Mr. Ng Kong Ping Albert, Mr. Jin Li and Mr. Wang Guangqian are elected as independent non-executive Directors of the 13th session of the Board. The appointments of Mr. Michael Guo and Ms. Fu Xin shall become effective upon the approval from NFRA for their qualifications as Directors are obtained.

Ms. Tan Sin Yin and Mr. Yao Jason Bo ceased to be non-executive Directors of the Company and members of the Related Party Transaction Control and Consumer Rights Protection Committee of the Board with effect from the conclusion of the AGM on May 30, 2024. Ms. Tan Sin Yin and Mr. Yao Jason Bo have confirmed that they have no disagreement with the Board and there are no matters in relation to their retirement that need to be brought to the attention of the Shareholders. The Board would like to take this opportunity to thank Ms. Tan Sin Yin and Mr. Yao Jason Bo for their valuable contributions to the Board and the Company during the tenure of their services.

The Company further announces that, the Shareholders approved the appointment of Ms. Zhu Xinrong, Mr. Liew Fui Kiang and Mr. Hung Ka Hai Clement as independent Supervisors of the 11th session of the Supervisory Committee at the AGM. In addition, at the employee representatives' general meeting held by the Company on March 21, 2024, Mr. Sun Jianyi and Mr. Wang Zhiliang were elected as employee representative Supervisors of the 11th session of the Supervisory Committee.

The biographies and the emolument information of the re-elected and elected Directors and independent Supervisors have been set out in the Circular.

According to the Articles of Association, the term of each session of the Board and the Supervisory Committee is three years. Each Director and Supervisor will enter into a service contract with the Company.

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 abovementioned Directors and Supervisors 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.

Election of the Chairman of the Board of Directors and the Chairman of the Supervisory Committee

On May 30, 2024, the first meeting of the 13th session of the Board approved to re-elect Mr. Ma Mingzhe as the chairman of the Board, and the first meeting of the 11th session of the Supervisory Committee approved to re-elect Mr. Sun Jianyi as the chairman of the Supervisory Committee.

The Appointment of the Specialized Committees of the 13th session of the Board

On May 30, 2024, as approved by the first meeting of the 13th session of the Board, the appointment of the specialized committees of the 13th session of the Board is as follows:

- a. Nomination and Remuneration Committee of the Board
Chairman: Mr. Jin Li

Members: Mr. Ng Sing Yip, Mr. Chu Yiyun, Mr. Liu Hong, Mr. Wang Guangqian

b. Audit and Risk Management Committee of the Board

Chairman: Mr. Ng Kong Ping Albert

Members: Mr. Yang Xiaoping, Mr. Ng Sing Yip, Mr. Chu Yiyun, Mr. Wang Guangqian

c. Related Party Transaction Control and Consumer Rights Protection Committee of the Board

Chairman: Mr. Ng Sing Yip

Members: Mr. Ng Kong Ping Albert, Mr. Jin Li, Mr. Wang Guangqian, Ms. Cai Fangfang

d. Strategy and Investment Committee of the Board

Chairman: Mr. Ma Mingzhe

Members: Mr. Yang Xiaoping, Mr. He Jianfeng, Mr. Liu Hong, Mr. Jin Li

Re-appointment of Senior Management

On May 30, 2024, as approved by the first meeting of the 13th session of the Board, the senior management and key personnel re-appointed by the Company is as follows:

Mr. Xie Yonglin was re-appointed as the Co-Chief Executive Officer and the President of the Company. Mr. Michael Guo was re-appointed as the Co-Chief Executive Officer and the Senior Vice President of the Company. Ms. Cai Fangfang was re-appointed as the Senior Vice President of the Company. Mr. Huang Baoxin was re-appointed as the Senior Vice President of the Company. Ms. Fu Xin was re-appointed as the Senior Vice President of the Company. Ms. Zhang Zhichun was re-appointed as the Chief Financial Officer (Financial Director) of the Company. Mr. Sheng Ruisheng was re-appointed as the Board Secretary. Mr. Sun Jianping was re-appointed as the Chief Human Resources Officer of the Company. Ms. Zhang Xiaolu was re-appointed as the Compliance Officer of the Company. Mr. Benjamin Deng was re-appointed as the Chief Investment Officer and Assistant President of the Company. Mr. Guo Shibang was re-appointed as the Chief Risk Officer and Assistant President of the Company. Mr. Huang Yuqiang was re-appointed as the General Manager of Audit and Supervision Department and Person-in-charge of Auditing of the Company.

PAYMENT OF 2023 FINAL DIVIDEND

According to the resolution approved by the AGM, the Company will distribute a final dividend (the “**Final Dividend**”) in cash of RMB1.50 per Share (tax inclusive) for the year ended December 31, 2023 to the Shareholders. For further details of the Final Dividend, please refer to the announcement of the Company dated March 21, 2024 (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 June 19, 2024 to elect to receive the Final Dividend for H Shares in RMB.

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 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.

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 169-170 of the 2023 Annual Report of the Company dispatched on April 29, 2024.

All investors are requested to read the 2023 Annual Report of the Company carefully. Shareholders are recommended to consult their tax advisors in mainland China, Hong Kong and other tax implications regarding their holding and disposing of H Shares.

By order of the Board
Sheng Ruisheng
Company Secretary

Shenzhen, the PRC, May 30, 2024

As at the date of this announcement, the executive directors of the Company are Ma Mingzhe, Xie Yonglin 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.