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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) DISTRIBUTION OF INTERIM DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS AND (II) ADJUSTMENT TO CONVERSION PRICE OF CONVERTIBLE BONDS

I. DISTRIBUTION OF INTERIM DIVIDEND

On August 22, 2024, the board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) resolved that the Company will distribute an interim dividend (the “**Interim Dividend**”) of RMB 0.93 per share (tax inclusive) in cash for the six months ended June 30, 2024 to the shareholders of the Company (“**Shareholder(s)**”).

According to the articles of association of the Company, the Board was authorized by the general meeting of the Company to distribute interim dividend, which will be denominated and declared in Renminbi (“**RMB**”). The Interim Dividend for A shares of the Company (“**A Share(s)**”) will be paid in RMB and the Interim Dividend for H shares of the Company (“**H Share(s)**”) will be provided with currency option. The holders of H Shares (“**H Shareholder(s)**”) 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 Interim Dividend for H Shares in RMB, otherwise their Interim 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 Interim Dividend to H Shareholders.

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 Interim Dividend declared for payment to the H Shareholders. The Interim Dividend will be paid by the Receiving Agent and the relevant cheques will be despatched to the Shareholders by ordinary post at their own risk. H Shareholders who are minded to elect to receive the Interim 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's Guidelines for Self-regulation of Listed Companies No.7 – Repurchase of Shares* (《上海證券交易所上市公司自律監管指引第7號—回購股份》) 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 Interim Dividend (see below) in respect of the holders of A Shares (the “**A Shareholder(s)**”), shall not be entitled to the Interim Dividend distribution.

CURRENCY ELECTION FORM FOR THE INTERIM DIVIDEND

It is expected that the Company will issue the currency election form for the Interim Dividend to the H Shareholders on September 12, 2024 to elect to receive the Interim Dividend for H Shares in RMB.

EXPECTED TIMETABLE

The expected timetable for the distribution of the Interim Dividend as set out below is indicative only. The expected timetable is subject to change, and any such change will be announced in separate announcement(s) by the Company as and when appropriate.

Closure of the register of members

Latest time for lodging transfers of H Shares to be qualified for the Interim Dividend	4:30 p.m. on Thursday, September 5, 2024
Closure of register of H Shareholders for the Interim Dividend	Friday, September 6, 2024 to Wednesday, September 11, 2024 (both days inclusive)
Record date of H Shareholders for the Interim Dividend	Wednesday, September 11, 2024
Latest time for H Shareholders to return the currency election form for the Interim Dividend to H Share registrar of the Company	4:30 p.m. on Monday, September 30, 2024
Record date of A Shareholders for the Interim Dividend	Thursday, October 17, 2024

During the above closure period, no transfer of H Shares will be registered. To qualify for the Interim Dividend, all properly completed transfer documents together with the relevant share certificates must be lodged for registration with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the abovementioned latest time and date.

Payment / Distribution

Payment of the Interim Dividend for H Shares	Friday, October 18, 2024
Payment of the Interim Dividend for A Shares	Friday, October 18, 2024

The Company will withhold the enterprise income tax as well as the individual income tax on the Interim Dividend in accordance with the laws for the Shareholders whose name appear on the register of members of H Shares on Wednesday, September 11, 2024. For any dispute over withholding income tax caused by the failure to submit supporting documents within the stipulated time frame, the Company will hold or accept no responsibility. H Shareholders shall either personally or appoint a representative to attend to the procedures in accordance with the provisions of the Tax Law of the People's Republic of China (the “**PRC**”) and the relevant regulations. Detailed arrangements of withholding the enterprise income tax for overseas non-resident enterprises and withholding the

individual income tax for the overseas individual shareholders are set out in the section headed “Significant Events” contained in the announcement of unaudited results for the six months ended June 30, 2024 of the Company, and all investors are requested to read the section carefully. Shareholders are recommended to consult their tax advisors regarding tax implications of holding and disposing H Shares in Mainland China, the Hong Kong Special Administrative Region of the PRC and other countries or regions.

II. ADJUSTMENT TO 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 and July 23, 2024 in relation to the issue of U.S.\$3,500,000,000 0.875% convertible bonds due 2029 (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 Interim Dividend has been approved by the Board on August 22, 2024. With effect from September 12, 2024, being the day immediately after the record date of H Shares, the Conversion Price of the Convertible Bonds will be adjusted from the initial Conversion Price of HK\$43.71 per H Share (the “**Initial Conversion Price**”) to the adjusted Conversion Price of HK\$42.61 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 adjusted Conversion Price of HK\$42.61 per H Share will be 641,343,581 H Shares, representing an increase of 16,139,967 H Shares (the “**Additional Conversion Shares**”) from 625,203,614 H Shares based on the Initial 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 (641,343,581 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, August 22, 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.