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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) PROPOSED DISTRIBUTION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

AND

(ii) PROPOSED APPOINTMENT OF INDEPENDENT SUPERVISOR

PROPOSED DISTRIBUTION OF FINAL DIVIDEND

On March 15, 2016, the Board has proposed to distribute the Final Dividend of RMB0.35 (tax inclusive) per Share, in a total amount of RMB6,398,084,493.50 based on its total share capital of 18,280,241,410 Shares. According to the Articles of Association, the Final Dividend will be denominated and declared in Renminbi. The Final Dividend on A shares will be paid in Renminbi and the Final Dividend on H shares will be paid in Hong Kong dollars. Payment of the Final Dividend is subject to the approval of the Shareholders at the AGM.

PROPOSED APPOINTMENT OF INDEPENDENT SUPERVISOR

On March 15, 2016, the Supervisory Committee has nominated Mr. Huang Baokui as a candidate for election as an Independent Supervisor of the 8th Session of the Supervisory Committee. The Proposed Appointment shall become effective after the approval from the Shareholders at the AGM and the approval of his qualification as Supervisor from China Insurance Regulatory Commission are obtained.

GENERAL

A circular containing, inter alia, details of the proposed distribution of the Final Dividend, the Proposed Appointment and the notice of AGM will be despatched to Shareholders in due course.

I. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

A. Proposed distribution of Final Dividend

On March 15, 2016, the board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) has proposed to distribute a final dividend (the “**Final Dividend**”) of RMB0.35 (tax inclusive) per Share in cash for the year ended December 31, 2015,

in a total amount of RMB6,398,084,493.50 based on its total share capital of 18,280,241,410 Shares. According to the Articles of Association of the Company (the “**Articles of Association**”), the Final Dividend will be denominated and declared in Renminbi. The Final Dividend on A shares will be paid in Renminbi and the Final Dividend on H shares will be paid in Hong Kong dollars. Payment of the Final Dividend is subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting to be held on Wednesday, June 15, 2016 (the “**AGM**”).

B. Expected timetable

The expected timetable for, inter alia, the distribution of 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 holders of A Shares (the “ A Shareholders ”) for the AGM	Friday, May 13, 2016
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Latest time for lodging transfers of the H Shares to qualify for entitlement to attend the AGM	4:30 p.m. on Friday, May 13, 2016
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Closure of the register of the holders of H Shares (the “ H Shareholders ”) for the AGM	Monday, May 16, 2016 to Wednesday, June 15, 2016 (both days inclusive)
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Record date of H Shareholders for the AGM	Wednesday, June 15, 2016
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AGM	2:00 p.m. Wednesday, June 15, 2016
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Record date of the A Shareholders for the Final Dividend	Monday, July 4, 2016
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Latest time for lodging transfers of the H Shares to qualify for the entitlement of the Final Dividend	4:30 p.m. on Wednesday, July 6, 2016
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Closure of register of the H Shareholders for the Final Dividend	Thursday, July 7, 2016 to Tuesday, July 12, 2016 (both days inclusive)
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Record date of H Shareholders for the Final Dividend	Tuesday, July 12, 2016
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During the above closure periods, no transfer of H Shares will be registered. To be eligible to attend the AGM, and 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 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 aforementioned latest time.

Payment/distribution

Payment of the Final Dividend for A Shares

Tuesday, July 5, 2016

Payment of the Final Dividend for H Shares

Thursday, July 28, 2016

II. PROPOSED APPOINTMENT OF INDEPENDENT SUPERVISOR

On March 15, 2016, the supervisory committee of the Company (the "**Supervisory Committee**") has nominated Mr. Huang Baokui as a candidate for election as an independent supervisor of the 8th Session of the Supervisory Committee (the "**Proposed Appointment**"). The Proposed Appointment shall become effective after the approval from the Shareholders at the AGM and the approval of his qualification as Supervisor from China Insurance Regulatory Commission are obtained.

Reference is made to the announcement of the Company dated November 12, 2015, due to personal work arrangement, Mr. Peng Zhijian has tendered his resignation as a supervisor of the Company (the "**Supervisor**"). Mr. Peng Zhijian's resignation as a Supervisor shall be effective from the date of the effective appointment of Mr. Huang Baokui. Mr. Peng Zhijian has confirmed that he has no disagreement with the Board and the Supervisory Committee and there is no other matter that should be brought to the Shareholders' attention in relation to his resignation.

Biographical details of Mr. Huang Baokui are set out below:

Huang Baokui, aged 73, was the Deputy Party Committee Secretary and Disciplinary Committee Secretary of China Merchants Shekou Industrial Zone Co., Ltd. prior to his retirement in January 2003. Mr. Huang was the Deputy General Manager of Shenzhen Huada Electronic Co., Ltd. and held the position of supervisor in various companies including China Merchants Shekou Industrial Zone Co., Ltd., Shenzhen Shekou Anda Industry Co., Ltd., Shenzhen Shekou Telecom Co., Ltd., China Merchants Petrochemical Co., Ltd. (Shenzhen) and China Merchants Logistics Co., Ltd.. Mr. Huang obtained his graduation certificate in Physics from Jilin University and is a senior political engineer.

It is proposed that Mr. Huang Baokui will be appointed to hold office until the expiry of the 8th Session of the Supervisory Committee. If Mr. Huang Baokui is appointed as the Supervisor, he will enter into a service contract with the Company upon his appointment.

It is proposed that Mr. Huang Baokui will receive an annual fee of RMB200,000. In addition, the standard rate of working allowance for the Independent Supervisor for attending the meetings in person (excluding the meetings held by way of written communication) is RMB10,000/time, however attending different meetings during the same meeting period shall not be accumulated and shall be calculated as one time. The Independent Supervisor attending the meeting by proxy shall not receive the allowance for such meeting.

Save as disclosed above, as at the date of the announcement, Mr. Huang Baokui (i) had not held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or has held any other positions within the Group; (ii) had not had any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) had not had any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, as at the date of the announcement, there were no other matters

relating to the Proposed Appointment that need to be brought to the attention of the Shareholders nor was there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

III. GENERAL

A circular containing, inter alia, details of the proposed distribution of the Final Dividend, the Proposed Appointment and the notice of AGM will be despatched to Shareholders in due course.

By order of the Board
Ping An Insurance (Group)
Company of China, Ltd.
Yao Jun
Company Secretary

Shenzhen, PRC, March 15, 2016

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 Woo Ka Biu Jackson, Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong and Ge Ming.