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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 2018 SECOND EXTRAORDINARY GENERAL
MEETING HELD ON FRIDAY, DECEMBER 14, 2018
AND
(II) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) is pleased to announce that the 2018 second extraordinary general meeting of the Company (the “**EGM**”) was held at 2:00 p.m. on Friday, December 14, 2018 at Ping An Hall, Ping An School of Financial Management, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, PRC. The EGM adopted both onsite voting and A-share online voting.

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 EGM was 18,280,241,410. To the best knowledge, information and belief of the directors of the Company (the “**Directors**”), there were no restrictions on any shareholder casting votes on any of the proposed resolution at the EGM, and there was no Share entitling the holders to attend and vote only against the resolutions proposed at the EGM. No shareholder had a material interest in the matter considered at the EGM and was required to abstain from voting at the EGM.

The number and ratio of shareholders and authorized proxies present at the EGM are set out as follows:

Number of shareholders and authorized proxies attended the meeting	5,607
Of which : number of A shareholders	5,590
number of H shareholders	17
Total number of shares entitled to vote	7,596,280,735 shares
Of which : total number of shares entitled to vote held by A shareholders	2,430,255,953 shares
total number of shares entitled to vote held by H shareholders	5,166,024,782 shares
Percentage to the total number of shares of the Company entitled to vote	41.554597%

Of which : percentage of shares entitled to vote held by A shareholders	13.294441%
percentage of shares entitled to vote held by H shareholders	28.260156%

The holding of the EGM 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 EGM was chaired by Mr. Ma Mingzhe, chairman of the Board and chief executive officer of the Company. Some of the Directors, the supervisors of the Company (the "**Supervisors**") and the secretary to the Board attended the EGM. Some members of the senior management of the Company and the candidates for election as independent non-executive Director also attended the EGM. 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 EGM whereas Beijing Anjie (Shenzhen) Law Firm was appointed as the witnessing lawyer at the EGM.

All resolutions as set out in the notice of EGM dated October 30, 2018 were duly passed. The poll results in respect of the resolutions proposed at the EGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
1.	To consider and approve the Resolution regarding the Election of Directors of the Company.				
1.01	To consider and approve the 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 11th Session of the Board.	7, 571, 660, 137 (99. 675886%)	3, 083, 471 (0. 040592%)	21, 537, 127 (0. 283522%)	7, 596, 280, 735 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
1.02	To consider and approve the 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 11th Session of the Board.	7, 522, 349, 838 (99. 026749%)	36, 143, 770 (0. 475809%)	37, 787, 127 (0. 497442%)	7, 596, 280, 735 (100%)

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
1.03	To consider and approve the 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 11th Session of the Board.	7, 572, 107, 397 (99.681774%)	3, 110, 511 (0.040948%)	21, 062, 827 (0.277278%)	7, 596, 280, 735 (100%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					
SPECIAL RESOLUTIONS		Number of Shares (%)			
		For	Against	Abstain	Total Votes
2.	To consider and approve the Resolution regarding the Implementation of the Long-term Service Plan.	7, 100, 330, 702 (93.471147%)	278, 246, 621 (3.662932%)	217, 703, 412 (2.865921%)	7, 596, 280, 735 (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.					
3.	To consider and approve the Resolution regarding the Issuing of Debt Financing Instruments.	7, 572, 547, 378 (99.687566%)	3, 793, 090 (0.049934%)	19, 940, 267 (0.262500%)	7, 596, 280, 735 (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.					
4.	To consider and approve the Resolution regarding the Proposed Amendments to the Articles of Association.	7, 567, 847, 875 (99.625700%)	4, 528, 041 (0.059609%)	23, 904, 819 (0.314691%)	7, 596, 280, 735 (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.					

5.	To consider and approve the Plan regarding Share Buy-back and Relevant Authorization.	7, 575, 910, 445 (99.731839%)	4, 553, 047 (0.059937%)	15, 817, 243 (0.208224%)	7, 596, 280, 735 (100%)
<p>As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. Upon approval of the resolution by the general meeting, the relevant organizations and personnel authorized by the general meeting will formulate a specific share buy-back plan, the subsequent price, share class, tranches, quantity, and the execution time of which would need to be determined and is uncertain. Pursuant to the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the specific share buy-back plan is subject to the approval by the A shareholders' class meeting and the H shareholders' class meeting of the Company. As the Shanghai Stock Exchange is currently seeking public opinions on the Implementation Rules on Share Repurchase of Listed Companies. The Company may make improvements and supplements on the specific share buy-back plan in accordance with the subsequent requirements and will submit the same for approval by the general meeting and class meetings of the Company in due course. The Company will implement the relevant share buy-back plan strictly in accordance with the relevant laws, regulations and listing rules, and shall fulfill the obligations of timely information disclosure.</p>					

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company is pleased to announce that Mr. Ng Sing Yip, Mr. Chu Yiyun and Mr. Liu Hong are elected as independent non-executive Directors of the 11th session of the Board, after approval by the shareholders at the EGM. The appointments of Mr. Ng Sing Yip, Mr. Chu Yiyun and Mr. Liu Hong shall become effective upon the approval of their qualifications as Directors from China Banking and Insurance Regulatory Commission are obtained.

The biographies and the emolument information of Mr. Ng Sing Yip, Mr. Chu Yiyun and Mr. Liu Hong have been set out in the announcement of the Company dated October 29, 2018 and the circular of the Company dated November 16, 2018.

Mr. Ng Sing Yip, Mr. Chu Yiyun and Mr. Liu Hong will be appointed to hold office until the expiry of the 11th Session of the Board. If each of Mr. Ng Sing Yip, Mr. Chu Yiyun and Mr. Liu Hong is appointed as the Director, he will enter into a service contract with the Company upon his appointment.

Save as disclosed above, as at the date of this announcement, there are no other matters relating to the appointments of Mr. Ng Sing Yip, Mr. Chu Yiyun and Mr. Liu Hong that need to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

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

Company Secretary

Shenzhen, PRC, December 14, 2018

As at the date of this announcement, the executive Directors are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Yao Jason Bo, Lee Yuansiong 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.