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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)

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN THE PRC

AND

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN THE PRC

The board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) hereby announces that, the Company has recently received the "Approval on the Change of Place of Business of Ping An Insurance (Group) Company of China, Ltd." (Yin Bao Jian Fu [2019] No.924) issued by the China Banking and Insurance Regulatory Commission (the “**CBIRC**”), and the Company’s new principal place of business in the People's Republic of China (the “**PRC**”) has been changed to “47th, 48th, 108th, 109th, 110th, 111th and 112th Floors, Ping An Finance Center, No. 5033 Yitian Road, Futian District, Shenzhen”.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board convened the 9th meeting of the 11th session of the Board on October 24, 2019 and approved, among others, the resolution in relation to the amendments (the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”).

Details of the Proposed Amendments are set out in the Appendix to this announcement.

The Proposed Amendments are subject to the shareholders’ approval at the general meeting of the Company by way of special resolution and will become effective upon approval by the CBIRC.

GENERAL

A circular containing, inter alia, details of the Proposed Amendments and the notice of the extraordinary general meeting will be despatched to the shareholders of the Company in due course.

By order of the Board
Sheng Ruisheng
Joint Company Secretary

Shenzhen, PRC, October 24, 2019

As at the date of this announcement, the executive directors of the Company are Ma Mingzhe, Lee Yuansiong, Ren Huichuan, Yao Jason Bo and Cai Fangfang; the non-executive directors of the Company are Soopakij Chearavanont, Yang Xiaoping, Liu Chong and Wang Yongjian; the independent non-executive directors of the Company are Ge Ming, Ouyang Hui, Ng Sing Yip, Chu Yiyun and Liu Hong.

Appendix:

Particulars of the Proposed Amendments to the Articles of Association

Existing Articles of Association	Revised Articles of Association
<p>Article 51</p> <p><u>No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or five days prior to the reference date set by the Company for the purpose of distribution of dividends.</u></p>	<p>Article 51</p> <p><u>Where PRC laws and regulations and the Stock Exchange Listing Rules stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</u></p>
<p>Article 74</p> <p>When the Company convenes a shareholders' general meeting, a written notice to notify all registered shareholders must be given no later than 45 days before the meeting. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting. <u>Any shareholder intending to attend the meeting shall send a written reply to the Company 20 days before the date of meeting.</u></p> <p>The Company shall report the notice to the CBIRC in writing and by email 10 days prior to the meeting.</p>	<p>Article 74</p> <p>When the Company convenes an annual general meeting, a written notice to notify all registered shareholders must be given no later than 20 business days before the meeting; <u>when the Company convenes an extraordinary general meeting, a written notice to notify all registered shareholders must be given no later than the longer of 10 business days or 15 days before the meeting.</u> Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting.</p> <p>The Company shall report the notice to the CBIRC in writing and by email 10 days prior to the meeting.</p>
<p><u>Article 79</u></p> <p><u>The Company shall calculate the number of voting shares represented by the shareholders who have indicated their intention to attend the shareholders' general meeting based on the written replies received 20 days before the meeting. If the number of such voting shares reaches half of the total number of the Company's voting shares, the Company may convene the shareholders'</u></p>	<p>Delete</p>

Existing Articles of Association	Revised Articles of Association
<p><u>general meeting. Otherwise, the Company shall, within five days, inform the shareholders again of the matters to be considered at the meeting, the date and venue of the meeting by way of public announcement. After making the announcement, the shareholders' general meeting may be convened. Extraordinary general meetings may not decide on matters not specified in the notice or announcement.</u></p>	
<p>Article 82</p> <p>The notice of a shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote thereat) by assigned persons or prepaid mail to the recipient's address shown in the register of shareholders (unless otherwise required by these Articles of Association). For holders of domestic shares, the notice of a shareholders' general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers specified by the China Securities Regulatory Commission <u>on any day from 45 to 50 days prior to the meeting.</u> Once the announcement has been published, all holders of domestic shares shall be deemed to have received notice of the relevant meeting.</p>	<p>Article 81</p> <p>The notice of a shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote thereat) by assigned persons or prepaid mail to the recipient's address shown in the register of shareholders (unless otherwise required by these Articles of Association). For holders of domestic shares, the notice of a shareholders' general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers specified by the China Securities Regulatory Commission. Once the announcement has been published, all holders of domestic shares shall be deemed to have received notice of the relevant meeting.</p>
<p>Article 130</p> <p>When the Company is to hold a class meeting, it shall issue a written notice <u>45 days prior to the meeting</u> informing all the registered shareholders of that class of the matters to be examined at the class meeting as well as the date and place of the meeting. <u>Shareholders who intend to attend the class meeting shall, within 20 days prior to the day of the meeting, deliver a written reply to the Company indicating such intention.</u></p>	<p>Article 129</p> <p>When the Company is to hold a class meeting, it shall issue a written notice <u>in accordance with the time required for notification of an extraordinary general meeting as stipulated in Article 74 of these Articles of Association,</u> informing all the registered shareholders of that class of the matters to be examined at the class meeting as well as the date and place of the meeting.</p> <p>The quorum for a separate class shareholders meeting (other than an adjourned</p>

Existing Articles of Association	Revised Articles of Association
<p><u>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the meeting of shareholders of that class. If not, the Company shall within five days inform the shareholders once again of the agenda, time and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</u></p> <p>The quorum for a separate class shareholders meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p>	<p>meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p>
<p>Article 154</p> <p>The strategy and investment committee, audit and risk management committee, nomination committee and remuneration committee set up under the board of directors shall report to the board of directors.</p>	<p>Article 153</p> <p>The strategy and investment committee, audit and risk management committee, nomination committee, remuneration committee <u>and related party transaction control committee</u> set up under the board of directors shall report to the board of directors.</p>

Note: The numbering of articles of the amended Articles of Association will be re-numbered due to the deletion of certain articles. The amended Articles of Association will also be revised accordingly for any changes in the numbering of the articles with cross-reference made in the original Articles of Association.