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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

I. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

On February 20, 2020, the board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) proposed to distribute a final dividend (the “**Final Dividend**”) of RMB1.30 (tax inclusive) per share in cash for the year ended December 31, 2019. 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 of the Company (the “**A Shares**”) will be paid in Renminbi and the Final Dividend on H shares of the Company (the “**H Shares**”) will be paid in Hong Kong dollars. The proposed distribution of the Final Dividend is subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting (the “**AGM**”) to be held on Thursday, April 9, 2020.

According to the Detailed Rules for Implementation of Share Repurchase by Listed Companies promulgated by the Shanghai Stock Exchange (上海證券交易所《上市公司回購股份實施細則》) 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 of the holders of A Shares (the “**A Shareholders**”) for the Final Dividend (see below), shall not be entitled to the distribution of the Final Dividend.

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 A Shareholders for the AGM Monday, March 9, 2020

Latest time for lodging transfers of the H Shares to qualify for entitlement to attend the AGM 4:30 p.m. on Monday, March 9, 2020

Closure of the register of the holders of H Shares (the “ H Shareholders ”) for the AGM	Tuesday, March 10, 2020 to Thursday, April 9, 2020 (both days inclusive)
Record date of H Shareholders for the AGM	Thursday, April 9, 2020
AGM	2:00 p.m. on Thursday, April 9, 2020
Record date of the A Shareholders for the Final Dividend	Thursday, May 7, 2020
Latest time for lodging transfers of the H Shares to qualify for the entitlement of the Final Dividend	4:30 p.m. on Monday, May 11, 2020
Closure of register of the H Shareholders for the Final Dividend	Tuesday, May 12, 2020 to Friday, May 15, 2020 (both days inclusive)
Record date of H Shareholders for the Final Dividend	Friday, May 15, 2020

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	Friday, May 8, 2020
Payment of the Final Dividend for H Shares	Monday, June 8, 2020

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board convened the 11th meeting of the 11th session of the Board on February 20, 2020 and approved, among others, the resolution in relation to the amendments (the “**Proposed Amendments**”) to the Articles of Association.

As the "Resolution regarding the Amendments of the Articles of Association of Ping An Insurance (Group) Company of China, Ltd. (the “**Previous Amendments**”)” considered and approved at the 2019 first extraordinary general meeting held on December 10, 2019 has not been approved by the China Banking and Insurance Regulatory Commission, the Company intends to make Proposed Amendments to the Articles of Association based on the Previous Amendments.

Details of the Proposed Amendments are set out as follows:

Articles of Association Before Proposed Amendments	Articles of Association After Proposed Amendments
<p>Article 153 The strategy and investment committee, audit and risk management committee, nomination committee, remuneration committee and related party transaction control committee set up under the board of directors shall report to the board of directors.</p>	<p>Article 153 The strategy and investment committee, audit and risk management committee, nomination committee, remuneration committee, related party transaction control committee <u>and consumer rights protection committee</u> set up under the board of directors shall report to the board of directors.</p>

The Proposed Amendments are subject to the shareholders' approval at the AGM by way of special resolution and will become effective upon approval by the China Banking and Insurance Regulatory Commission.

III. GENERAL

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

By order of the Board
Sheng Ruisheng
Joint Company Secretary

Shenzhen, PRC, February 20, 2020

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