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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 ANNUAL GENERAL MEETING FOR 2020 HELD ON THURSDAY, MARCH 25, 2021

(II) ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY COMMITTEE

AND

(III) PAYMENT OF 2020 FINAL DIVIDEND

Reference is made to the circular of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) dated March 4, 2021 (the “**Circular**”) and the notice of the annual general meeting of the Company dated February 24, 2021 (the “**Notice**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the annual general meeting of the Company for 2020 (the “**AGM**” or “**Meeting**”) was held at 2:00 p.m. on Thursday, March 25, 2021 at Ping An Hall, Ping An School of Financial Management, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, the PRC. The Company allows physical participation (i.e. onsite voting) and A-share online voting for the AGM.

RESULTS OF THE AGM

As at the date of the AGM, the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 18,210,234,607 (A Shares in the Company's repurchased securities account are not entitled to vote at the AGM). To the best knowledge, information and belief of the Directors, there were no restrictions on any Shareholder casting votes on any of the proposed resolution at the Meeting, and there were no Shares entitling the holders to attend the AGM but had to abstain from voting in favour of any of the resolutions as set out in Rule 13.40 of the Listing Rules. None of the Shareholders had indicated their intention in the Circular to vote against or to abstain from voting on any of the resolutions. No Shareholder had a material interest in the matters considered at the Meeting and was required under the Listing Rules to abstain from voting

at the Meeting.

As at the date of the AGM, the number and ratio of Shareholders and authorized proxies present at the AGM are set out as follows:

Number of Shareholders and proxies attended the meeting	1,199
Of which : number of A Shareholders	1,192
number of H Shareholders	7
Total number of Shares entitled to vote	10,797,514,985
Of which : total number of Shares entitled to vote held by A shareholders	5,040,776,131
total number of Shares entitled to vote held by H shareholders	5,756,738,854
Percentage to the total number of Shares entitled to vote	59.293662
Of which : percentage of shares held by A Shareholders to the total number of Shares entitled to vote	27.681006
percentage of Shares held by H shareholders to the total number of Shares entitled to vote	31.612656

The AGM was held in compliance with the requirements of the Company Law, the Rules Governing the Shareholders' General Meetings of the Listed Companies and the Articles of Association. The AGM was chaired by Mr. Ma Mingzhe, the chairman of the Board. All Directors, Supervisors and the secretary of the Board attended the Meeting. Certain members of the senior management and Director candidates also attended the AGM. In accordance with the Articles of Association, any votes of the Shareholders at the AGM shall be taken by poll. Computershare Hong Kong Investor Services Limited, the H Share Registrar, was appointed by the Company as the scrutineer for the vote-taking at the AGM whereas Beijing Anjie (Shenzhen) Law Firm was appointed as the witness to the AGM. Beijing Anjie (Shenzhen) Law Firm issued a PRC legal opinion, confirming that the convening of and procedures for holding the AGM, the voting procedures adopted and the eligibility of the persons who convened or attended the AGM were in compliance with the relevant laws and regulations, including the Company Law and the Securities Law of the People's Republic of China as well as the Rules Governing the Shareholders' General Meetings of the Listed Companies and the Articles of Association; and that the poll results are valid.

All resolutions as set out in the Notice were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS	FOR		AGAINST		ABSTAIN	
	SHARES	%	SHARES	%	SHARES	%

1.	To consider and approve the Report of the Board of Directors of the Company for the year 2020.	10,766,795,778	99.715497	2,295,537	0.021260	28,423,670	0.263243
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
2.	To consider and approve the Report of the Supervisory Committee of the Company for the year 2020.	10,766,793,478	99.715476	2,297,437	0.021278	28,424,070	0.263246
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
3.	To consider and approve the Annual Report of the Company for the year 2020 and its summary.	10,766,816,778	99.715692	2,296,037	0.021264	28,402,170	0.263044
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
4.	To consider and approve the Report of Final Accounts of the Company for the year 2020, including the Audit Report and Audited Financial Statements of the Company for the year 2020.	10,766,811,778	99.715646	2,300,237	0.021303	28,402,970	0.263051
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
5.	To consider and approve the Profit Distribution Plan of the Company for the year 2020 and the proposed distribution of final dividends.	10,792,398,005	99.952610	426,088	0.003946	4,690,892	0.043444
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
6.	To consider and	10,736,07	99.43098	53,319,173	0.493809	8,120,447	0.075207

	approve the Resolution regarding the Appointment of Auditors of the Company for the year 2021, appointing Ernst & Young Hua Ming LLP as the PRC auditor of the Company and Ernst & Young as the international auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to fix their remuneration.	5,365	4				
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.	To consider and approve the Performance Evaluation Report of the Independent Non-executive Directors for the year 2020.	10,768,271,590	99.729166	767,725	0.007110	28,475,670	0.263724
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
8.	To consider and approve the Resolution regarding the Election of Directors for the 12 th Session of the Board.						
	8.01 To consider and approve the re-election of Mr. Ma Mingzhe as an executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,518,047,722	97.411745	236,346,421	2.188896	43,120,842	0.399359
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an							

ordinary resolution.							
	8.02 To consider and approve the re-election of Mr. Xie Yonglin as an executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,528,191,251	97.505688	237,866,912	2.202978	31,456,822	0.291334
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.03 To consider and approve the re-election of Ms. Tan Sin Yin as an executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,530,185,430	97.524157	235,874,833	2.184529	31,454,722	0.291314
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.04 To consider and approve the re-election of Mr. Yao Jason Bo as an executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,462,606,047	96.898278	303,451,116	2.810379	31,457,822	0.291343
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.05 To consider and approve the re-election of Ms. Cai Fangfang as an executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,509,769,962	97.335081	256,287,201	2.373576	31,457,822	0.291343
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.06 To consider and	9,595,315,	88.86596	1,166,079,4	10.799516	36,119,922	0.334521

	approve the re-election of Mr. Soopakij Chearavanont as a non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	636	3	27			
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.07 To consider and approve the re-election of Mr. Yang Xiaoping as a non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	9,277,921,596	85.926453	1,488,320,467	13.783916	31,272,922	0.289631
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.08 To consider and approve the re-election of Mr. Wang Yongjian as a non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,433,457,212	96.628319	332,560,951	3.079977	31,496,822	0.291704
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.09 To consider and approve the election of Mr. Huang Wei as a non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,432,361,207	96.618168	333,112,656	3.085087	32,041,122	0.296745
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
The appointment of Mr. Huang Wei shall become effective upon the approval of his qualification as Director from the CBIRC being obtained.							

	8.10 To consider and approve the re-election of Mr. Ouyang Hui as an independent non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,693,348,185	99.035271	97,766,208	0.905451	6,400,592	0.059278
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.11 To consider and approve the re-election of Mr. Ng Sing Yip as an independent non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,265,742,019	95.075043	443,239,582	4.105015	88,533,384	0.819942
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.12 To consider and approve the re-election of Mr. Chu Yiyun as an independent non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,692,232,685	99.024940	98,882,108	0.915785	6,400,192	0.059275
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.13 To consider and approve the re-election of Mr. Liu Hong as an independent non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,687,841,920	98.984275	103,273,473	0.956456	6,399,592	0.059269

As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	8.14 To consider and approve the election of Mr. Jin Li as an independent non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,746,839,592	99.530675	43,731,201	0.405012	6,944,192	0.064313
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
The appointment of Mr. Jin Li shall become effective upon the approval of his qualification as Director from the CBIRC being obtained.							
	8.15 To consider and approve the election of Mr. Ng Kong Ping Albert as an independent non-executive Director to hold office until the expiry of the term of the 12 th session of the Board.	10,739,658,723	99.464171	50,912,170	0.471517	6,944,092	0.064312
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
The appointment of Mr. Ng Kong Ping Albert shall become effective upon the approval of his qualification as Director from the CBIRC being obtained.							
9.	To consider and approve the Resolution regarding the Election of Non-employee Representative Supervisors for the 10 th Session of the Supervisory Committee.						
	9.01 To consider and approve the re-election of Mr. Gu Liji as an independent Supervisor to hold	10,781,533,262	99.851987	6,406,457	0.059333	9,575,266	0.088680

	office until the expiry of term of the 10 th session of the Supervisory Committee.						
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	9.02 To consider and approve the re-election of Mr. Huang Baokui as an independent Supervisor to hold office until the expiry of the term of the 10 th session of the Supervisory Committee.	10,780,699,194	99.844262	7,240,925	0.067061	9,574,866	0.088677
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
	9.03 To consider and approve the re-election of Ms. Zhang Wangjin as a shareholder representative Supervisor to hold office until the expiry of the term of the 10 th session of the Supervisory Committee.	10,750,729,836	99.566704	37,202,183	0.344544	9,582,966	0.088752
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		FOR		AGAINST		ABSTAIN	
		SHARES	%	SHARES	%	SHARES	%
10.	To consider and approve the Resolution regarding the Issue of Debt Financing Instruments.	10,787,631,902	99.908469	5,089,391	0.047135	4,793,692	0.044396
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							
11.	To consider and	7,549,980,	69.92331	3,241,846,3	30.024004	5,688,218	0.052681

	approve the Resolution regarding the Proposed Grant of General Mandate by the General Meeting to the Board to Issue H Shares, that is, the grant of a general mandate to the Board to allot, issue and deal with additional H shares not exceeding 20% of the total H shares of the Company in issue, representing no more than 8.15% of the total number of issued shares of the Company, at a relevant price represents a discount (if any) of no more than 10% to the benchmark price (instead of a discount of 20% as limited under the Listing Rules) and authorize the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.	368	5	99			
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							
12.	To consider and approve the Resolution regarding the Amendments to the Articles of	10,685,574,327	98.963274	75,410,088	0.698402	36,530,570	0.338324

	Association.					
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.						

ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY COMMITTEE

Re-election and election of Directors and Supervisors

The Company announces that, after approval by the Shareholders of the Company at the AGM, (i) Mr. Ma Mingzhe, Mr. Xie Yonglin, Ms. Tan Sin Yin, Mr. Yao Jason Bo and Ms. Cai Fangfang are elected as executive Directors of the 12th session of the Board; (ii) Mr. Soopakij Chearavanont, Mr. Yang Xiaoping, Mr. Wang Yongjian and Mr. Huang Wei are elected as non-executive Directors of the 12th session of the Board; and (iii) Mr. Ouyang Hui, Mr. Ng Sing Yip, Mr. Chu Yiyun, Mr. Liu Hong, Mr. Jin Li and Mr. Ng Kong Ping Albert are elected as independent non-executive Directors of the 12th session of the Board.

The appointment of Mr. Huang Wei, Mr. Jin Li and Mr. Ng Kong Ping Albert shall become effective upon the approval of their respective qualification as Directors from the CBIRC being obtained.

The Company further announces that, after approval by the Shareholders at the AGM, Mr. Gu Liji and Mr. Huang Baokui are elected as independent Supervisors of the 10th session of the Supervisory Committee and Ms. Zhang Wangjin is elected as a shareholder representative Supervisor of the 10th session of the Supervisory Committee. In addition, at the employee representatives' general meeting held by the Company on February 2, 2021, Mr. Sun Jianyi and Mr. Wang Zhiliang were elected as employee representative Supervisors of the 10th session of the Supervisory Committee.

In accordance with the relevant regulatory requirements, Mr. Ge Ming, an independent non-executive Director of the 11th session of the Board, was not eligible for re-election as a Director of the Company since his cumulative term of office as an independent non-executive Director will exceed six years. Mr. Ge Ming will continue to perform the relevant duties as an independent non-executive Director, the chairman of Audit and Risk Management Committee and a member of the Related Party Transaction Control and Consumer Rights Protection Committee, until the appointment of Mr. Ng Kong Ping Albert as an independent non-executive Director becomes effective. Mr. Ge Ming confirmed that he has no disagreement with the Board and there are no matters in relation to his retirement that need to be brought to the attention of the Shareholders of the Company.

The Board and the Supervisory Committee would like to take this opportunity to thank all members of the 11th session of the Board and the 9th session of the Supervisory Committee, especially Mr. Ge Ming for his valuable contributions to the Board and the Company during the tenure of his services, and to welcome Mr. Huang Wei, Mr. Jin Li and Mr. Ng Kong Ping Albert to join the Board upon the approval of their respective qualification as Directors from the CBIRC is obtained.

The biographies and the emolument information of the re-elected and elected Directors and Supervisors have been set out in the announcement of the Company dated February 3, 2021 and Appendix I to the Circular.

According to the Articles of Association, the term of each session of the Board and the Supervisory Committee is three years. Each Director and Supervisor will enter into a service contract with the Company.

Save as disclosed above and in the Circular, as at the date of this announcement, there are no other matters relating to the appointment of the above Directors and Supervisors that need to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

The next session of the Board of Directors, the Supervisory Committee and senior management

On March 25, 2021, the first meeting of the 12th session of the Board approved the following matters:

- (1) The establishment of the following board committees under the 12th session of the Board and the appointment of the chairman and members of each committee:

a. Nomination and Remuneration Committee

Chairman: Mr. Ouyang Hui

Members: Mr. Ng Sing Yip, Mr. Chu Yiyun, Mr. Liu Hong, Mr. Jin Li

b. Audit and Risk Management Committee

Chairman: Mr. Ng Kong Ping Albert*

Members: Mr. Yang Xiaoping, Mr. Ouyang Hui, Mr. Ng Sing Yip, Mr. Chu Yiyun

*Mr. Ng Kong Ping Albert shall start to perform his duties after his qualification of serving as a Director is approved by the CBIRC. Before that, Mr. Ge Ming is responsible for performing the duties of the chairman on his behalf.

c. Related Party Transaction Control and Consumer Rights Protection Committee

Chairman: Mr. Ng Sing Yip

Members: Mr. Ng Kong Ping Albert*, Mr. Jin Li*, Ms. Tan Sin Yin, Mr. Yao Jason Bo

*Mr. Ng Kong Ping Albert and Mr. Jin Li shall start to perform their respective duties after their respective qualification of serving as Directors is approved by the CBIRC. Before that, Mr. Ge Ming is responsible for performing the duties as a member of the committee on their behalf.

d. Strategy and Investment Committee

Chairman: Mr. Ma Mingzhe

Members: Mr. Yang Xiaoping, Mr. Wong Yongjian, Mr. Ouyang Hui, Mr. Liu Hong

(2) Mr. Ma Mingzhe was re-elected as the chairman of the 12th session of the Board.

(3) Mr. Xie Yonglin was appointed as the President and the Co-Chief Executive Officer of the Company. Ms. Tan Sin Yin was appointed as the Co-Chief Executive Officer and the Executive Vice President of the Company. Mr. Yao Jason Bo was appointed as the Co-Chief Executive Officer, the Executive Vice President and the Chief Financial Officer of the Company. Ms. Cai Fangfang was appointed as the Senior Vice President and the Chief Human Resources Officer of the Company.

(4) There was no change in the administrative positions of other senior managers of the Company.

On March 25, 2021, the first meeting of the 10th session of the Supervisory Committee approved to elect Mr. Sun Jianyi as the chairman of the 10th session of the Supervisory Committee.

PAYMENT OF 2020 FINAL DIVIDEND

The Board announces that the Company will distribute a final dividend (the “**Final Dividend**”) in cash of RMB1.40 per Share (equivalent to approximately HK\$1.6706 per Share) (tax inclusive) for the year ended December 31, 2020 to the Shareholders.

According to the Articles of Association, dividend will be denominated and declared in RMB. Dividend on A Shares will be paid in RMB and dividend on 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 from March 18, 2021 to March 24, 2021 (RMB0.8380 equivalent to HK\$1.00). 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 Final Dividend declared for payment to holders of H Shares. The Final Dividend will be paid by the Receiving Agent and relevant cheques will be dispatched to the Shareholders by ordinary post at their own risk.

As disclosed in the announcement of the Company dated February 3, 2021, the expected timetable for the distribution of the Final Dividend is set out below. 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 Final Dividend	Wednesday, April 21, 2021
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Latest time for lodging transfers of H Shares to qualify for the the Final Dividend	4:30 p.m. on Friday, April 23, 2021
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Closure of register of the H Shareholders for the Final Dividend	Saturday, April 24, 2021 to Thursday, April 29, 2021 (both days inclusive)
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Record date of H shareholders for the Final Dividend	Thursday, April 29, 2021
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During the above closure period, no transfer of H Shares will be registered. 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, 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	Thursday, April 22, 2021
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Payment of the Final Dividend for H Shares	Monday, May 24, 2021
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The Company will withhold the enterprise income tax as well as the individual income tax for Shareholders on the cash dividend as required by law on the basis of the Company's register of members of H Shares on Thursday, April 29, 2021. The Company assumes no liability and will not deal with any dispute over income tax withholding triggered by failure to submit proof materials within the stipulated timeframe, and the H Shareholders shall either personally or appoint a representative to attend to the procedures in accordance with the applicable tax regulations and relevant provisions of the PRC. The detailed arrangement for the enterprise income tax withholding of overseas non-resident enterprises and individual income tax withholding of overseas individual Shareholders is set out in page 163 of the 2020 Annual Report of the Company dispatched on February 24, 2021.

All investors are requested to read the 2020 Annual Report of the Company carefully. Shareholders are recommended to consult their tax advisors in mainland China, Hong Kong and other tax implications regarding their holding and disposing of H Shares.

By order of the Board
Sheng Ruisheng
Joint Company Secretary

Shenzhen, the PRC, March 25, 2021

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