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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 2021 ANNUAL GENERAL MEETING HELD ON
FRIDAY, APRIL 29, 2022**

**(II) APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND NON-EMPLOYEE
REPRESENTATIVE SUPERVISORS**

AND

(III) PAYMENT OF 2021 FINAL DIVIDEND

Reference is made to the circular of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) (the “**Circular**”) and the notice of the 2021 annual general meeting (the “**AGM**” or “**Meeting**”) of the Company (the “**Notice**”) dated March 28, 2022. 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 AGM was held at 2:00 p.m. on Friday, April 29, 2022 at Ping An Hall, Ping An School of Financial Management (which will be renamed as “Ping An (Shenzhen) Financial Education and Training Center”), 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 18,132,469,517 (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 resolutions 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	593
Of which : number of A Shareholders	589
number of H Shareholders	4
Total number of Shares entitled to vote	7,640,242,907
Of which : total number of Shares entitled to vote held by A shareholders	2,236,237,919
total number of Shares entitled to vote held by H shareholders	5,404,004,988
Percentage to the total number of Shares entitled to vote	42.135700
Of which : percentage of shares held by A Shareholders to the total number of Shares entitled to vote	12.332782
percentage of Shares held by H shareholders to the total number of Shares entitled to vote	29.802918

The AGM was held in compliance with the requirements of the Company Law, the Rules of 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 to the Board were present at the Meeting. Certain members of the senior management, proposed Directors and proposed Supervisors 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 of the Company, 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 of 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 2021	7,600,913,311	99.485231	4,964,692	0.064981	34,364,904	0.449788
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 2021	7,603,654,311	99.521107	2,223,692	0.029105	34,364,904	0.449788
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 2021 and its summary	7,603,668,011	99.521286	2,211,292	0.028943	34,363,604	0.449771
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 2021 including the audit report and audited financial statements of the Company for the year 2021	7,588,964,494	99.328838	16,914,809	0.221391	34,363,604	0.449771
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 2021 and the proposed declaration and distribution of final dividends	7,627,366,705	99.831469	10,653,600	0.139440	2,222,602	0.029091
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 approve the Resolution regarding the Appointment of Auditors of the Company for the Year 2022, re-appointing Ernst & Young Hua Ming LLP as the PRC auditor of the Company for the year 2022 and Ernst & Young as the international auditor of the Company for the year 2022 to hold office until the conclusion of the next annual general meeting	7,469,708,843	97.767950	166,851,862	2.183855	3,682,202	0.048195

	of the Company and to fix their remuneration						
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 Resolution regarding the Election of Non-executive Directors of the 12 th session of the Board						
7.1	To consider and approve the Election of Mr. He Jianfeng as a non-executive Director of the 12 th session of the Board	7,006,520,118	91.705463	626,294,354	8.197309	7,428,435	0.097228
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.2	To consider and approve the Election of Ms. Cai Xun as a non-executive Director of the 12 th session of the Board	6,618,622,529	86.628431	1,014,192,543	13.274349	7,427,835	0.097220
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 Non-employee Representative Supervisors of the 10 th session of the Supervisory Committee						
8.1	To consider and approve the Election of Ms. Zhu Xinrong as an independent Supervisor of the 10 th session of the Supervisory Committee	7,619,125,941	99.723609	581,600	0.007612	20,535,366	0.268779
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
8.2	To consider and approve the Election of Mr. Liew Fui Kiang as an independent Supervisor of the 10 th session of the Supervisory Committee	7,619,124,041	99.723584	581,100	0.007606	20,537,766	0.268810
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
8.3	To consider and approve the Election of Mr. Hung Ka Hai Clement as an	7,619,372,139	99.726831	1,749,502	0.022899	19,121,266	0.250270

	independent Supervisor 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.	To consider and approve the Development Plan of the Company for the Years 2022 to 2024	7,637,316,976	99.961704	573,500	0.007506	2,352,431	0.030790
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
10.	To consider and approve the Management Policy for Remuneration of Directors and Supervisors of the Company	7,632,619,576	99.900221	5,194,000	0.067982	2,429,331	0.031797
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	%
11.	To consider and approve the Resolution regarding the Issuance of Debt Financing Instruments	7,632,292,376	99.895939	5,596,200	0.073246	2,354,331	0.030815
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 Association of the Company	7,632,132,776	99.893850	5,621,800	0.073581	2,488,331	0.032569
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							

APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND THE NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

The Company announces that, the Shareholders approved the appointment of Mr. He Jianfeng and Ms. Cai Xun as non-executive Directors of the 12th session of the Board at the AGM and to hold office until the expiry of the term of the 12th session of the Board. Mr. He Jianfeng and Ms. Cai Xun's appointment shall become effective upon the approval of his/her qualification as a director from the CBIRC being obtained.

The Company further announces that, the Shareholders approved the appointment of Ms. Zhu Xinrong, Mr. Liew Fui Kiang and Mr. Hung Ka Hai Clement as independent Supervisors of the 10th session of the Supervisory Committee at the AGM and to hold office until the expiry of the term of the 10th session of the Supervisory Committee. Ms. Zhu Xinrong, Mr. Liew Fui Kiang and Mr. Hung Ka Hai Clement's appointment shall become effective upon the approval of his/her qualification as a supervisor from the CBIRC being obtained.

The biographies and the emolument information of the appointed Directors and Supervisors have been set out in the Appendix II and Appendix III to the Circular, respectively.

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.

PAYMENT OF 2021 FINAL DIVIDEND

The Board announces that the Company will distribute a final dividend (the “**Final Dividend**”) in cash of RMB1.50 per Share (equivalent to approximately HK\$1.80340 per Share) (tax inclusive) for the year ended December 31, 2021 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 April 22, 2022 to April 28, 2022 (RMB0.83176 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 March 17, 2022, 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	Friday, June 17, 2022
Latest time for lodging transfers of H Shares to qualify for the Final Dividend	4:30 p.m. on Thursday, June 2, 2022
Closure of register of the H Shareholders for the Final Dividend	Friday, June 3, 2022 to Wednesday, June 8, 2022 (both days inclusive)
Record date of H shareholders for the Final Dividend	Wednesday, June 8, 2022

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 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 and date.

Payment/distribution

Payment of the Final Dividend for A Shares

Monday, June 20, 2022

Payment of the Final Dividend for H Shares

Monday, June 20, 2022

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 Wednesday, June 8, 2022. 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 165 of the 2021 Annual Report of the Company dispatched on March 28, 2022.

All investors are requested to read the 2021 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
Company Secretary

Shenzhen, the PRC, April 29, 2022

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 Huang Wei; the independent non-executive directors of the Company are Ouyang Hui, Ng Sing Yip, Chu Yiyun, Liu Hong, Ng Kong Ping Albert and Jin Li.