

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



# 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 2022 ANNUAL GENERAL MEETING HELD ON FRIDAY, MAY 12, 2023

### (II) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND

### (III) PAYMENT OF 2022 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 2022 annual general meeting (the “**AGM**” or “**Meeting**”) of the Company (the “**Notice**”) dated April 20, 2023. 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, May 12, 2023 at Ping An Hall, 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 18,107,641,995 (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 authorized proxies attended the AGM  | 823           |
| Of which : number of A Shareholders   | 816           |
| number of H Shareholders  | 7             |
| Total number of Shares entitled to vote   | 7,492,500,271 |
| Of which : total number of Shares entitled to vote held by A Shareholders                             | 2,180,400,325 |
| total number of Shares entitled to vote held by H Shareholders  | 5,312,099,946 |
| Percentage to the total number of Shares entitled to vote   | 41.377559%    |
| Of which : percentage of Shares held by A Shareholders to the total number of Shares entitled to vote | 12.041327%    |
| percentage of Shares held by H Shareholders to the total number of Shares entitled to vote            | 29.336232%    |

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. All members of the senior management and proposed Director 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 eligibility of the persons who convened or attended the AGM and the voting procedures adopted 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 of the AGM 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 2022 | 7,397,268,009 | 98.728966 | 51,295,830 | 0.684629 | 43,936,432 | 0.586405 |
| 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 2022   | 7,397,268,009 | 98.728<br>966 | 51,295<br>,730 | 0.68<br>4627 | 43,936<br>,532 | 0.58<br>6407 |
| 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 2022 and its summary   | 7,397,268,009 | 98.728<br>966 | 51,295<br>,430 | 0.68<br>4623 | 43,936<br>,832 | 0.58<br>6411 |
| 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 2022 including the audit report and audited financial statements of the Company for the Year 2022 | 7,397,268,009 | 98.728<br>966 | 51,295<br>,430 | 0.68<br>4623 | 43,936<br>,832 | 0.58<br>6411 |
| 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 2022 and the proposed declaration and distribution of final dividends                             | 7,486,097,550 | 99.914<br>545 | 332,82<br>0    | 0.00<br>4442 | 6,069,<br>901  | 0.08<br>1013 |
| 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 Re-appointment of Auditors of the Company for the Year 2023   | 7,419,316,078 | 99.023<br>234 | 67,102<br>,191 | 0.89<br>5591 | 6,082,<br>002  | 0.08<br>1175 |
| 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 Independent Non-executive Director of the 12th Session of the Board   | 7,471,116,071 | 99.714<br>592 | 13,921<br>,599 | 0.18<br>5807 | 7,462,<br>601  | 0.09<br>9601 |
| As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |  |               |               |                |              |                |              |

| passed as an ordinary resolution.  |   |               |           |             |          |            |          |
|--|---|---------------|-----------|-------------|----------|------------|----------|
| SPECIAL RESOLUTIONS  |   | FOR           |           | AGAINST     |          | ABSTAIN    |          |
|  |   | SHARES        | %         | SHARES      | %        | SHARES     | %        |
| 8.   | To consider and approve the Resolution regarding the Issuance of Debt Financing Instruments   | 7,480,212,650 | 99.836001 | 3,852,920   | 0.051424 | 8,434,701  | 0.112575 |
| As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. |   |               |           |             |          |            |          |
| 9.   | To consider and 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 10% of H shares of the Company in issue, at a relevant price represents a discount (if any) of no more than 10% to the benchmark price | 7,191,716,023 | 95.985529 | 288,223,956 | 3.846833 | 12,560,292 | 0.167638 |
| 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 INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Company announces that, the Shareholders approved the appointment of Mr. Wang Guangqian as Independent Non-executive Director of the 12<sup>th</sup> session of the Board at the AGM and to hold office until the expiry of the term of the 12<sup>th</sup> session of the Board. Mr. Wang Guangqian's appointment shall become effective upon the approval of his qualification as a Director from the CBIRC being obtained.

The biography and the emolument information of the appointed Director have been set out in the Circular.

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 Mr. Wang Guangqian 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 2022 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\$1.70026 per Share) (tax inclusive)

for the year ended December 31, 2022 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 May 5, 2023 to May 11, 2023 (RMB0.88222 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 15, 2023, 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                            | Tuesday, June 13, 2023  |
| Latest time for lodging transfers of H Shares to qualify for the Final Dividend | 4:30 p.m. on Thursday, June 15, 2023  |
| Closure of register of the H Shareholders for the Final Dividend                | Friday, June 16, 2023 to<br>Wednesday, June 21, 2023 (both days<br>inclusive) |
| Record date of H Shareholders for the Final Dividend                            | Wednesday, June 21, 2023  |

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 | Wednesday, June 14, 2023 |
| Payment of the Final Dividend for H Shares | Monday, July 10, 2023    |

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 21, 2023. 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 157 of the 2022 Annual Report of the Company dispatched on April 20, 2023.

All investors are requested to read the 2022 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, May 12, 2023

*As at the date of this announcement, the executive directors of the Company are Ma Mingzhe, Xie Yonglin, Tan Sin Yin and Cai Fangfang; the non-executive directors of the Company are Soopakij Chearavanont, Yang Xiaoping, HeJianfeng, Cai Xun and Yao Jason Bo; 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.*