

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/5/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Ping An Insurance (Group) Company of China, Ltd.
Date Submitted	2 June 2015

I. Movements in Authorised Share Capital

### Not applicable as the Company was incorporated in the People's Republic of China.

### 1. Ordinary Shares

(1) Stock code : <u>2318</u> Descri	ption : <u>H Shares</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A		N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A		N/A
(2) Stock code : <u>601318</u> Descri	ption : <u>A Shares</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A		N/A
Increase/(decrease)	N/A		N/A

# 2. Preference Shares

Stock code :	<u>N/A</u> Descr	iption : <u>N/A</u>		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	of preceding month	N/A		N/A
Increase/(decreas	e)	N/A		N/A
Balance at close of	of the month	N/A		N/A

### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A		N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A		N/A

#### II. Movements in Issued Share Capital

	No. of ordi (1) H Shares	nary shares (2) A Shares	No. of preference shares	No. of other classes of shares
Balance at close of preceding month	3,723,788,456	5,416,332,249	N/A	N/A
Increase/ (decrease) during the month	Nil	Nil	N/A	N/A
Balance at close of the month	3,723,788,456	5,416,332,249	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be including EGM the month pursuant issued pursuant thereto approval date thereto as at close of the month Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. N/A / ) ( / shares (Note 1) 2. N/A ( / / ) shares (Note 1) 3. N/A ) shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) N/A

Warrants to Issue Shares of the Iss	uer which are to be Listed
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Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>					
	-				
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
2. N/A	-				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / / _)				
	-				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
4. N/A	-				
( / / )					
Stock code (if listed)					
Class of shares issuable ( <i>Note 1</i> )					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Tota	1 B. (Ordir	nary shares)	N/A	_
			ence shares)	N/A	
		()	Other class)	N/A	

Convertibles (i.e. Convertible in Convertible in Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))						
2. N/A						
Stock code (if listed)					<u> </u>	
Class of shares						
issuable ( <i>Note 1</i> )						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	( / / )					
5. N/A						
<u> </u>						
Stock code (if listed)		<u>.</u>				
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	( / / )					
4. N/A						
Stock code (if listed) Class of shares						
issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
			Total C. (Ordin	ary shares)	N/A N/A	<u>-</u>
				Other class)	N/A N/A	-

than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>		
( / /	)	
shares (Note	$\overrightarrow{1}$	
2. N/A		
shares (Note	<u>)</u> 1)	
	1)	
3. N/A		
5. <u>IV/A</u>		
	)	
shares (Note	1)	
Total D (Ordinary share		
Total D. (Ordinary shar		-
(Preference shar	/	-
(Other cla	ss) N/A	-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

### Other Movements in Issued Share Capital

	Type of Issue	ssued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable $(V \in I)$				
1.	Rights issue	At price : State	(Note 1) Issue and allotment	( / /	)		
		currency	date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A

S. Scrip dividend       At price:       State currency       Issue and allotment (Note 1) $(///)$ S. Scrip dividend       At price:       State currency       Issue and allotment (d/mm/yyyy) $(///)$ EGM approval date: $(///)$ NA       NA         6. Repurchase of shares       Class of shares repurchased (Note 1)		Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
S. Scrip dividend       At price : State currency       Issue and allotment date : (dd/nm/yyyy) $(///)$ EGM approval date: (dd/nm/yyyy) $(///)$ N/A       N/A         6. Repurchase of shares       Class Class       of cancellation date : (dd/nm/yyyy) $(///)$ N/A       N/A         6. Repurchase of shares       Class Cancellation date : (dd/nm/yyyy) $(///)$ N/A       N/A         7. Redemption of shares       Class Class of shares redeemed (Note 1)       N/A       N/A         7. Redemption of shares       Class of shares redeemed (Note 1)       N/A       N/A         8. Consideration issue At price : State currency       Class of shares issuable (More 1) $(///)$ N/A         8. Consideration issue At price : State currency       Issue and allotment date : (dd/nm/yyyy) $(///)$ N/A							
EGM approval date: $(//)$ EGM approval date: $(//)$ (dd'mm'yyy) EGM approval date: $(//)$ (dd'mm'yyy) EGM approval date: $(//)$ (dd'mm'yyy) EGM approval date: $(//)$ (dd'mm'yyyy) EGM approval date: $(//)$ N/A N/A N/A N/A N/A N/A N/A N/A N/A	5	Serin dividend At price. State	(Note 1)	( / /	)		
$\frac{(dd/mm'yyyy)}{(dd/mm'yyyy)} = \frac{N/A}{N/A}$ $\frac{N/A}{N/A}$ $\frac{N/A}{N/A}$ $\frac{N/A}{N/A}$ $\frac{N/A}{N/A}$ $\frac{Class of shares}{(dd/mm'yyyy)}$ $\frac{N/A}{N/A}$	5.	scrip dividend At price . currency —					
6. Repurchase of shares       repurchased (Note 1)         6. Repurchase of shares       Cancellation date : $(//)$ (d/mm/yyyy)       EGM approval date: $(//)$ (d/mm/yyyy)       N/A         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares (//)         8. Consideration issue At price : State currency       Class of shares issuable (//)         (Note 1)       State (//)         (Note 1)       (//)         (Note 1)       (//)         8. Consideration issue At price : State (utrency)       Issue and allotment date : (//)         (BM approval date: (///)       EGM approval date: (//)         (Mote 1)       (//)         (BM approval date: (///)       EGM approval date: (///)				( / /	)	N/A	N/A
6. Repurchase of shares       repurchased (Note 1)         6. Repurchase of shares       Cancellation date : $(//)$ (d/mm/yyyy)       EGM approval date: $(//)$ (d/mm/yyyy)       N/A         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares (//)         8. Consideration issue At price : State currency       Class of shares issuable (//)         (Note 1)       State (//)         (Note 1)       (//)         (Note 1)       (//)         8. Consideration issue At price : State (utrency)       Issue and allotment date : (//)         (BM approval date: (///)       EGM approval date: (//)         (Mote 1)       (//)         (BM approval date: (///)       EGM approval date: (///)							
shares $(dd/mm/yyyy)$ EGM approval date: $(///)$ (dd/mm/yyyy) The equation of the equati							
N/A       N/A         Redemption date :       ( / / )         (dd/mm/yyyy)       N/A         EGM approval date:       ( / / )         (Note 1)       ( / / )         Issue and allotment       ( / / )         EGM approval date:       ( / / )	6.			( / /	)		
7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Redemption date : $(///)$ (dd/mm/yyyy)       EGM approval date: $(//)$ (dd/mm/yyyy)       N/A         8. Consideration issue At price : State currency       Issue and allotment date : $(d/mm/yyyy)$ EGM approval date: $(d/mm/yyyy)$ $(//)$ 8. Consideration issue At price : State currency       Issue and allotment date : $(d/mm/yyyy)$				( / /	)	N/A	N/A
7. Redemption of shares       Redemption date : $(//)$ 7. Redemption of shares       Redemption date : $(//)$ (dd/mm/yyyy)       EGM approval date: $(//)$ (dd/mm/yyyy)       N/A         N/A       N/A         N/A       N/A         N/A       N/A         N/A       N/A         State       (///)         (Note 1)       (///)         Issue and allotment date : (dd/mm/yyyy)       (///)         EGM approval date: (dd/mm/yyyy)       (///)							
7. Redemption of shares       Redemption date : ( / / ) (dd/mm/yyyy)         EGM approval date: (dd/mm/yyyy)       N/A         Kore I)       N/A         N/A       N/A         8. Consideration issue At price : State currency       Issue and allotment date : (dd/mm/yyyy)         Base At price : State currency       Issue and allotment date : (dd/mm/yyyy)         Kore I       Issue and allotment date : (dd/mm/yyyy)				<u> </u>			
8. Consideration issue At price : $\begin{array}{c} State \\ currency \end{array}$ $\begin{array}{c} Class of shares issuable \\ (Note 1) \\ date : (dd/mm/yyyy) \\ Class of shares issuable \\ (I / I ) \\ (I / I ) \\ Class of shares issuable \\ (I / I ) \\ (I$	7.		Redemption date :	( / /	)		
8. Consideration issue At price : State Class of shares issuable B. Consideration issue At price : State Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy)				( / /	)	N/A	N/A
8. Consideration issue At price : State Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy)							
8. Consideration issue At price : State currency — Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)							
EGM approval date: (dd/mm/yyyy)	8.		Issue and allotment				
<u>N/A</u> <u>N/A</u>				( / /	)		
						N/A	N/A

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuabl ( <i>Note 1</i> )	le		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	<b>N</b> 7/4	
					<u>N/A</u>	N/A
			Class of shares issuabl ( <i>Note 1</i> )	le		
10.	Other (Please specify)	At price : State currency	<ul> <li>Issue and allotment date : (dd/mm/yyyy)</li> </ul>	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
				(Ordinary shar Preference shar		<u>.</u>
			、 	(Other cla		- -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Submitted by: Yao Jun
Company Secretary         (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.