

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, makes 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.

PING AN SECURITIES GROUP (HOLDINGS) LIMITED

平安證券集團(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00231)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 27 JULY 2016

The Board is pleased to announce that the proposed ordinary resolution approving the major and connected transaction was duly passed by the Independent Shareholders by way of poll at the SGM held on 27 July 2016.

Reference is made to the circular (the “**Circular**”) and the notice of the special general meeting (the “**SGM**”) of Ping An Securities Group (Holdings) Limited (the “**Company**”) both dated 6 July 2016 regarding the major and connected transaction in relation to the disposal of subsidiaries. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE SGM

As at the date of the SGM, the total number of Shares in issue was 18,649,039,743 Shares. As stated in the Circular, Mr. Liang Wenguan (“**Mr. Liang**”), the father of Mr. Liang Zhenye (who wholly owns the Purchaser), and his associates would abstain from voting on the resolution approving the Disposal Agreements and the respective transactions contemplated thereunder at the SGM due to their interests in the concerned transactions. As at the date of the SGM, Mr. Liang and his associates were beneficially interested in an aggregate of 3,979,498,463 Shares, representing approximately 21.34% of the entire existing issued share capital of the Company, and the aforesaid persons had abstained from voting on the resolution at the SGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution was 14,669,541,280 Shares. Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and there were no Shares entitling the holders to attend and vote only against the resolution.

The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of the vote-taking.

The Board is pleased to announce that the proposed ordinary resolution approving the major and connected transaction as set out in the notice of the SGM was duly passed by the Independent Shareholders by way of poll at the SGM. The results of the voting are as follows:

ORDINARY RESOLUTION	No. of Votes (%)	
	For	Against
To approve the major and connected transaction	8,469,363,528 (99.9998%)	20,000 (0.0002%)

As more than 50% of the votes were cast in favour of the resolution, the resolution proposed at the SGM was duly passed by the Independent Shareholders as an ordinary resolution of the Company.

By Order of the Board of
Ping An Securities Group (Holdings) Limited
Zhang Guodong
Executive Director

Hong Kong, 27 July 2016

As at the date of this announcement, the Board comprises Mr. Zhang Guodong, Mrs. Nijssen Victoria and Mr. Cheung Kam Fai as executive Directors; Mr. William Keith Jacobsen as non-executive Director; and Dr. Dong Ansheng, Mr. Wong Yee Shuen, Wilson and Mr. Tsang Wah Kwong as independent non-executive Directors.