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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)

SUPPLEMENTAL AGREEMENT IN RESPECT OF THE MAJOR AND CONNECTED TRANSACTIONS – DISPOSAL OF SUBSIDIARIES

Reference is made to the circular (the “**Circular**”) of Ping An Securities Group (Holdings) Limited (the “**Company**”) dated 6 July 2016 with respect to, among others, the major and connected transactions of the Company regarding the disposal of subsidiaries. Unless the context requires otherwise, capitalized terms used herein shall bear the same meanings as defined in the Circular.

As disclosed in the Circular, if all of the conditions precedent to completion (the “**Conditions Precedent**”) under Disposal Agreement I and Disposal Agreement II, respectively are not satisfied (or waived, as the case may be) on or before the Long Stop Date (i.e. 31 July 2016), each of the Disposal Agreements shall lapse and have no further effect save for clauses regarding notices, costs, confidentiality, the general provisions, governing law and independent legal advice.

As additional time is required by the Company to prepare, inter alia, the necessary documents for waiving the intra-Group loans to Target Group I and Target Group II respectively, it is expected that all of the Conditions Precedent (which cannot be waived) will not be satisfied by the Long Stop Date.

As such, the Company and the Purchaser entered into a supplemental agreement (the “**Supplemental Agreement**”) on 29 July 2016 (after trading hours) whereby the parties agreed to extend the Long Stop Date from 31 July 2016 to 31 August 2016 (or such later date as may be agreed between the Company and the Purchaser).

The Board considers that the extension of the Long Stop Date will provide sufficient time for the parties to fulfil all the outstanding Conditions Precedent and is therefore in the interests of the Company and the Shareholders as a whole.

Save as disclosed above, all other terms and conditions of the Disposal Agreements shall remain unchanged and continue in full force and effect.

By order of the Board
Ping An Securities Group (Holdings) Limited
Cheung Kam Fai
Executive Director

Hong Kong, 29 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 nonexecutive Directors.