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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) PROPOSED DISTRIBUTION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

**(ii) PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**AND**

**(iii) PROPOSED ADOPTION OF SHARE INCENTIVE PLAN OF A SUBSIDIARY**

**PROPOSED DISTRIBUTION OF FINAL DIVIDEND**

On March 22, 2017, the Board has proposed to distribute the Final Dividend of RMB0.55 (tax inclusive) per share, in a total amount of RMB10,054,132,775.50 based on its total share capital of 18,280,241,410 shares. According to the Articles of Association, the Final Dividend will be denominated and declared in Renminbi. The Final Dividend on A Shares will be paid in Renminbi and the Final Dividend on H Shares will be paid in Hong Kong dollars. Proposed distribution of the Final Dividend is subject to the approval of the Shareholders at the AGM.

**PROPOSED CHANGE OF INDEPENDENT NON- EXECUTIVE DIRECTOR**

On March 22, 2017, the Board has proposed to appoint Mr. Ouyang Hui as an Independent Non-executive Director of the Company in place of Mr. Woo Ka Biu Jackson.

**PROPOSED ADOPTION OF SHARE INCENTIVE PLAN OF A SUBSIDIARY**

On March 22, 2017, the Board has proposed to adopt the Autohome Share Incentive Plan, which is subject to the approval of the Shareholders at the AGM.

**GENERAL**

A circular containing, inter alia, details of the proposed distribution of the Final Dividend, the Proposed Appointment, the proposed adoption of the Autohome Share Incentive Plan and the notice of AGM will be despatched to Shareholders in due course.

**I. PROPOSED DISTRIBUTION OF FINAL DIVIDEND**

## A. Proposed distribution of Final Dividend

On March 22, 2017, the board of directors (the “**Board**”) of Ping An Insurance (Group) Company of China, Ltd. (the “**Company**”) has proposed to distribute a final dividend (the “**Final Dividend**”) of RMB0.55 (tax inclusive) per share in cash for the year ended December 31, 2016, in a total amount of RMB10,054,132,775.50 based on its total share capital of 18,280,241,410 shares. According to the Articles of Association of the Company (the “**Articles of Association**”), the Final dividend will be denominated and declared in Renminbi. The Final Dividend on A shares of the Company (the “**A Shares**”) will be paid in Renminbi and the Final Dividend on H shares of the Company (the “**H Shares**”) will be paid in Hong Kong dollars. Proposed distribution of the Final Dividend is subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting (the “**AGM**”) to be held on Friday, June 16, 2017.

## B. Expected timetable

The expected timetable for, inter alia, the distribution of Final Dividend as set out below is indicative only. 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 the holders of A Shares (the “**A Shareholders**”) for the AGM Tuesday, May 16, 2017

Latest time for lodging transfers of the H Shares to qualify for entitlement to attend the AGM 4:30 p.m. on Tuesday, May 16, 2017

Closure of the register of the holders of H Shares (the “**H Shareholders**”) for the AGM Wednesday, May 17, 2017 to  
Friday, June 16, 2017  
(both days inclusive)

Record date of H Shareholders for the AGM Friday, June 16, 2017

AGM 2:00 p.m. Friday, June 16, 2017

Record date of the A Shareholders for the Final Dividend Monday, July 10, 2017

Latest time for lodging transfers of the H Shares to qualify for the entitlement of the Final Dividend 4:30 p.m. on Wednesday, July 12, 2017

Closure of register of the H Shareholders for the Final Dividend Thursday, July 13, 2017 to  
Tuesday, July 18, 2017 (both days inclusive)

Record date of H Shareholders for the Final Dividend Tuesday, July 18, 2017

During the above closure periods, no transfer of H Shares will be registered. To be eligible to attend the AGM and 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.

### **Payment/distribution**

Payment of the Final Dividend for A Shares Tuesday, July 11, 2017

Payment of the Final Dividend for H Shares Wednesday, August 16, 2017

## **II. PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Pursuant to the "Guidance relating to the Establishment of Independent Director System of Listed Company" issued by China Securities Regulatory Commission and the "Provisional Measures relating to the Management of Independent Director of Insurance Company" issued by China Insurance Regulatory Commission, the Independent Non-executive Director of the Company shall not hold his office for more than 6 years. As Mr. Woo Ka Biu Jackson has been the Independent Non-executive Director of the Company since July 2011 and will have held his office for 6 years, Mr. Woo Ka Biu Jackson has tendered his resignation as an Independent Non-executive Director of the Company. To ensure the normal operation of the Board, the Board has nominated Mr. Ouyang Hui as a candidate for election as an Independent Non-executive Director of the 10th Session of the Board (the "**Proposed Appointment**") on March 22, 2017. The Proposed Appointment shall become effective upon the approval from the Shareholders at the AGM and the approval of his qualification as Director from China Insurance Regulatory Commission is obtained.

Mr. Woo Ka Biu Jackson has confirmed that he has no disagreement with the Board and there is no other matter that should be brought to the Shareholders' attention in relation to his resignation. Mr. Woo Ka Biu Jackson will resign from the directorship of the Company upon the appointment of Mr. Ouyang Hui as the Independent Non-executive Director of the Company becomes effective.

Biographical details of Mr. Ouyang Hui are set out below:

**Mr. Ouyang Hui**, aged 54, is currently the Dean's Distinguished Chair Professor at Cheung Kong Graduate School of Business, the director of Research Center on Internet Finance and the co-director of Research Center on Financial Innovation and Wealth Management. Mr. Ouyang is also an independent non-executive director of AEGON-INDUSTRIAL Fund Management Co., Ltd., Hytera Communications Corporation Limited and Peak Reinsurance Limited. Previously, Mr. Ouyang served as Managing Director of UBS AG, Asia-Pacific, Managing Director of Nomura Securities, Asia-Pacific, Senior Vice President and Managing Director of Lehman Brothers, Asia-Pacific. Mr. Ouyang earned a Ph.D. in Finance from the University of California, Berkeley and a Ph.D. in Chemical Physics from Tulane University.

It is proposed that Mr. Ouyang Hui will be appointed to hold office until the expiry of the 10th Session of the Board. If Mr. Ouyang Hui is appointed as the Director, he will enter into a service contract with the Company upon his appointment. Mr. Ouyang Hui has met the independence requirements as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

It is proposed that Mr. Ouyang Hui will receive an annual fee of RMB600,000. In addition, the standard rate of working allowance for the Independent Non-executive Director for attending the meetings in person (excluding the meetings held by way of written communication) is RMB10,000/time, however attending different meetings during the same meeting period shall not be accumulated and shall be calculated as one time. The Independent Non-executive Director attending the meeting by proxy shall not receive the allowance for such meeting.

Save as disclosed above, as at the date of the announcement, Mr. Ouyang Hui (i) had not held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or has held any other positions within the Group; (ii) had not had any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) had not had any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

According to the Articles of Association, the term of each session of the Board is three years and Directors are eligible for re-election upon completion of their term subject to the stipulations in the Articles of Association.

Save as disclosed herein, as at the date of the announcement, there were no other matters relating to the Proposed Appointment that need to be brought to the attention of the Shareholders nor was there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **III. PROPOSED ADOPTION OF SHARE INCENTIVE PLAN OF A SUBSIDIARY**

On March 22, 2017, the Board has proposed to adopt a share incentive plan ( the "**Autohome Share Incentive Plan**") of Autohome Inc. (the "**Autohome**"), a subsidiary of the Company, in order to provide participants with an incentive for outstanding performance to generate superior returns to the Autohome's shareholders. As the Autohome Share Incentive Plan involving the grant of options to purchase Class A ordinary shares of Autohome to, or for the benefit of, specified participants, the Autohome Share Incentive Plan is subject to the approval of the Shareholders at the AGM in accordance with the requirements as set out in the Rule 17.02(1)(a) of the Listing Rules.

### **IV. GENERAL**

A circular containing, inter alia, details of the proposed distribution of the Final Dividend, the Proposed Appointment, the proposed adoption of the Autohome Share Incentive Plan and the notice of AGM will be despatched to Shareholders in due course.

By order of the Board  
**Ping An Insurance (Group)**  
**Company of China, Ltd.**  
**Yao Jun**  
*Company Secretary*

Shenzhen, PRC, March 22, 2017

*As at the date of this announcement, the Executive Directors of the Company are Ma Mingzhe, Sun Jianyi, Ren Huichuan, Yao Jason Bo, Lee Yuansiong and Cai Fangfang; the Non-executive*

*Directors are Lin Lijun, Soopakij Chearavanont, Yang Xiaoping, Xiong Peijin and Liu Chong; the Independent Non-executive Directors are Woo Ka Biu Jackson, Stephen Thomas Meldrum, Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong and Ge Ming.*