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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)**

## **A SHARE REPURCHASE PLAN**

The fifth meeting of the eleventh session of the Board was held by the Company on March 12, 2019 to consider and approve, among other items, the relevant resolution on the A Share Repurchase Plan.

The A Share Repurchase Plan is subject to approval by way of a special resolution passed by the Shareholders at the AGM and approval by way of a special resolution passed by the H Shareholders and A Shareholders at separate Class Meetings. The AGM and the Class Meetings are to be held consecutively from 2:00 p.m. on Monday, April 29, 2019 at Ping An Hall, Ping An School of Financial Management, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, PRC.

A circular containing, among other items, details of the A Share Repurchase Plan and an explanatory statement in respect of the A Share Repurchase Plan containing all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, together with the notices convening the AGM and the H Shareholders' Class Meeting, will be despatched to H Shareholders as soon as practicable.

This announcement is made by the Company pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571, the laws of Hong Kong) and Rules 13.09(2)(a) and 13.10B of the Listing Rules.

The fifth meeting of the eleventh session of the Board was held by the Company on March 12, 2019 to consider and approve, among other items, the relevant resolution on the A Share Repurchase Plan.

## **PRINCIPAL TERMS OF THE A SHARE REPURCHASE PLAN**

Pursuant to the relevant requirements under the PRC laws and regulations and normative documents such as the Company Law, the Securities Law of the PRC, the Opinion on Supporting Share Repurchase of Listed Companies, the SSE Listing Rules

and the Detailed Rules for Implementation of Share Repurchase by Listed Companies issued by the SSE, the Company intends to utilize owned funds of no less than RMB5 billion and no more than RMB10 billion (both inclusive) to repurchase A Shares by means of centralized bidding transactions on the SSE.

The Board believes that the implementation of the A Share Repurchase Plan would not have any material adverse impact on the Company's operating activities, profitability, financial status, research and development capabilities, debt performance capabilities and future development. The implementation of the A Share Repurchase Plan, upon completion, would not result in the failure of meeting the listing requirements regarding shareholding structure nor would it affect the Company's listing status.

### **1. Purpose of the A Share Repurchase Plan**

In view of the Company's confidence in its sustainable development, and to safeguard the interests of investors, further establish and improve the long-term incentive mechanism and pursue a long-term and sustainable value for shareholders, taking into account the performance in the stock market recently, the Company intends to carry out the share repurchase under the A Share Repurchase Plan depending on its operating conditions, financial position, and future profitability and development prospects.

### **2. The category of the shares to be repurchased**

A Shares of the Company listed on the SSE.

### **3. Method of repurchase of A Shares**

The Company proposes to repurchase its A Shares under the A Share Repurchase Plan by means of centralized bidding transaction on the SSE.

### **4. Price of the repurchase**

The price of the share repurchase under the A Share Repurchase Plan shall not exceed 150% of the average trading price of the A Shares in 30 trading days prior to the date of approval of the resolution in relation to the A Share Repurchase Plan by the Board. Therefore, the price of the repurchase of A Shares shall not exceed RMB101.24 per A Share.

In the event of any ex-entitlement or ex-dividend event in respect of the Company during the term of the repurchase, such as distribution of dividends, bonus issue, capitalization issue, division of shares, reduction of shares and placing of shares, the Company will adjust the repurchase price range accordingly in accordance with the relevant requirements of the CSRC and the SSE.

### **5. Total amount of funds, the uses and number of A shares to be repurchased and its percentage to the total share capital of the Company**

The total amount of funds for the share repurchase under the A Share Repurchase Plan shall not be less than RMB5 billion and shall not exceed RMB10 billion (both inclusive). The A Shares to be repurchased will be reserved exclusively for the employee stock ownership plan of the Company, including but not limited to the long-

term service plan which has been considered and approved at the shareholders general meeting of the Company.

Calculating at the maximum amount of funds for the repurchase is RMB10 billion, and the maximum price for the repurchasing A Shares is RMB101.24 per A Share, the number of A Shares which can be repurchased by the Company is 98,775,187 Shares, representing approximately 0.54% of the existing total share capital of the Company of 18,280,241,410 Shares.

## **6. Source of funds for the share repurchase**

The funds for the repurchase shall all be derived from the owned funds of the Company.

## **7. Implementation period of the A Share Repurchase Plan**

The implementation period of the A Share Repurchase Plan will be no more than 12 months from the date when the A Share Repurchase Plan is considered and approved at the AGM and Class Meetings.

The share repurchase period shall expire early in the following circumstances:

- (1) If the maximum amount of funds for the share repurchase is reached within the period, the A Share Repurchase Plan is fully implemented, which indicates the share repurchase period ends in advance of its expiry; or
- (2) If the Board decides to terminate the A Share Repurchase Plan, the share repurchase period shall end in advance of its expiry since the date on which the Board determines to terminate the A Share Repurchase Plan.

During the implementation period of the A Share Repurchase Plan, in the event that the A Share's trading is suspended for more than 10 consecutive trading days due to the planning of major events, the implementation of the A Share Repurchase Plan shall be postponed until resumption of trading, and information relating thereto shall be disclosed promptly.

The Company will not implement the A Share Repurchase Plan in the prohibited period of repurchase of shares stipulated by law.

## **8. Estimated changes in the shareholding structure of the Company upon the completion of the repurchase**

The A Shares to be repurchased by the Company shall be reserved exclusively for the employee stock ownership plan, including but not limited to the long-term service plan which has been considered and approved at the Shareholders' general meeting.

The registered capital and existing shareholding structure of the Company will remain unchanged after the completion of the repurchase.

Assume that in extreme cases, if the Company fails to use repurchased A Shares for the above purposes within the time limit prescribed by laws and regulations, there is a risk

of cancellation of the outstanding shares (hereinafter referred to as the “**Cancellation of Shares**”).

### **9. Analysis of the impact of the share repurchase on the Company’s operating activities, financial status, debt performance capability and future major developments**

As of December 31, 2018, the Company’s total assets were RMB7,142,960 million, total liabilities were RMB6,459,317 million, and the net assets attributable to Shareholders were RMB556,508 million. In the event that the maximum amount of funds of RMB10 billion are fully used, the proportion of funds spent on the share repurchase will account for approximately 0.14% of the Company’s total assets and approximately 1.80% of the net assets attributable to Shareholders, respectively, calculated according to the financial data as of December 31, 2018.

The repurchase under the A Share Repurchase Plan would not have any material adverse impact on the Company’s operating activities, profitability, financial status, research and development capabilities, debt performance capabilities and future development. The implementation of the A Share Repurchase Plan, upon completion, would not result in the failure of meeting the listing requirements regarding shareholding structure nor would it affect the Company’s listing status.

The Board has provided the “Guarantee in respect of the Share Repurchase without Impairing the Company’s Debt Performance Capability or Sustainable Operation Ability”.

### **10. Opinions of independent Directors on matters relating to the compliance, necessity, rationality and feasibility of the A Share Repurchase Plan**

Upon reviewing the A Share Repurchase Plan, the independent Directors have come to the view that the A Share Repurchase Plan is in line with relevant laws, regulations and the provisions of the Articles of Association; is feasible, necessary and reasonable; and is in the interests of the Company and its Shareholders.

### **11. Descriptions on the transaction of Shares by the Directors, supervisors, senior management, controlling Shareholders and de facto controller of the Company within 6 months prior to the resolution on share repurchase made by the Board and other related matters**

The shareholding structure of the Company is relatively scattered, and there is no controlling Shareholder, nor de facto controller.

Upon enquiry, the Directors, supervisors and senior management of the Company did not transact any Shares of the Company within the 6 months prior to the resolution on share repurchase made by the Board. The above-mentioned persons have no conflict of interest with the A Share Repurchase Plan, and they did not conduct any insider trading and market manipulation alone or with others.

The Company has sent inquiries to all its Directors, supervisors and senior management, and received their replies as follows:

Apart from Mr. Chen Kexiang, Senior Vice President of the Company, who plans to purchase Shares of the Company during the implementation period (excluding the increase of Shares due to the attribution under the key employee share purchase plan of the Company), the above-mentioned persons have no plan to increase or decrease their ownership of Shares of the Company during the implementation period of the A Share Repurchase Plan (excluding the increase of shares due to the attribution under the key employee share purchase plan of the Company).

**12. Explanations on the fact that all the Directors, supervisors, senior management and the Shareholders holding more than 5% of the Shares in the Company have no share selling plan in the next 3 months and 6 months**

The Company has sent inquiries to all its Directors, supervisors, senior management and Shareholders holding more than 5% of the Shares, and received their replies as follows:

As of the date of the resolution on the A Share Repurchase Plan being approved by the Board (March 12, 2019), all the Directors, supervisors and senior management of the Company have no plan to sell their Shares in the next 3 months and 6 months; Charoen Pokphand Group Company Limited and Shenzhen Investment Holdings Company Limited, both being shareholders holding more than 5% of the Shares, have no plan to sell their A Shares in the next 3 months and 6 months.

**13. Relevant arrangements for cancellation or transfer of the shares in accordance with law after repurchasing such shares**

The A Shares to be repurchased by the Company will be reserved exclusively for the employee stock ownership plan of the Company, including but not limited to the long-term service plan which has been considered and approved at the general meeting of the Company. The Company will complete the transfer of such A Shares within three years after the disclosure of the announcement regarding the share repurchase results.

If any Cancellation of Shares occurs, the registered capital of the Company will be reduced accordingly. The Company will then complete the relevant procedures for reducing its registered capital in accordance with the relevant provisions of the Company Law.

**14. Relevant arrangements of the Company to prevent violations of the interests of creditors**

In the event of a Cancellation of Shares, the Company will notify its creditors and complete other legal procedures in accordance with the relevant provisions of the Company Law, so as to fully protect the legitimate rights and interests of its creditors.

**15. A proposal to authorize the Board and its authorized persons by the general meeting to handle the matters regarding the repurchase of the shares of the Company**

In order to adapt to the rapid changes in the capital markets, and to ensure the smooth implementation of the A Share Repurchase Plan, a proposal was made to the AGM and the Class Meetings to authorize the following matters:

- (1) To authorize the Board to adjust the implementation and disposal plan of A Share repurchase in accordance with the relevant laws and regulations, including but not limited to the use of A Shares to be repurchased, the source of funds, the total amount of repurchase funds, the arrangements for subsequent cancellation (if any) of Shares, termination of the A Share Repurchase Plan, etc.
- (2) To authorize the Board which will then sub-delegate to the executive Directors the full authority to handle the specific implementation of the repurchase of A Shares, including but not limited to determining the time, price and number of shares of the share repurchase; determining the engagement of relevant intermediaries; opening the special securities accounts or other relevant securities accounts for the share repurchase; handling the matters relating to the protection of creditors' rights; making amendments to the Articles of Association and other information and documents that shall be amended, handling the relevant regulatory filings; and handling other necessary matters that are not specified but relevant to the share repurchase.

The above authorization shall be effective from the date of approval at the AGM and the Class Meetings until the date when such authorized matters are completed.

## **UNCERTAINTIES IN RESPECT OF THE A SHARE REPURCHASE PLAN**

The A Share Repurchase Plan may face the following uncertainties:

1. There is a risk that the A Share Repurchase Plan fails to be approved at the AGM and/or Class Meetings;
2. If the trading price of the A Shares continues to exceed the price range under the A Share Repurchase Plan during the repurchase period, there is a risk that the A Share Repurchase Plan cannot be implemented;
3. The A Shares to be repurchased are intended to be used for the employee stock ownership plan of the Company. If the Company fails to use those A Shares for the above purposes within the time limit stipulated by laws and regulations, there is a risk of triggering the cancellation of the A Shares not transferred;
4. If there is a major event that has a significant impact on the trading price of the A Shares, or if there are significant changes in the production, operation, financial conditions or external objective conditions of the Company, or there are other matters that cause the Board to terminate the A Share Repurchase plan, then there is a risk that the A Share Repurchase Plan cannot be implemented successfully, or will be amended or terminated in accordance with the relevant rules;
5. The A Share Repurchase Plan does not represent the Company's commitment to repurchase its A Shares in the secondary market. The Company will take an

opportunity to make and implement the repurchase decision within the repurchase period based on market conditions. Investors are reminded to pay attention to the investment risks.

If a relevant risk gives rise to the fact that the A Share Repurchase Plan cannot be implemented, the Company will complete the corresponding deliberation and disclosure procedures in accordance with laws, regulations and the Articles of Association, and take an opportunity to amend or terminate the A Share Repurchase Plan in due time.

## **GENERAL**

The A Share Repurchase Plan is subject to approval by way of a special resolution passed by the Shareholders at the AGM and approval by way of a special resolution passed by the H Shareholders and A Shareholders at separate Class Meetings. The AGM and the Class Meetings are to be held consecutively from 2:00 p.m. on Monday, April 29, 2019 at Ping An Hall, Ping An School of Financial Management, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, PRC.

A circular containing, among other items, details of the A Share Repurchase Plan and an explanatory statement in respect of the A Share Repurchase Plan containing all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, together with the notices convening the AGM and the H Shareholders' Class Meeting, will be despatched to the H Shareholders as soon as practicable.

## **DEFINITIONS**

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened at 2 p.m. on Monday, April 29, 2019 at Ping An Hall, Ping An School of Financial Management, No. 402, Sili Road, Guanlan, Shenzhen, Guangdong Province, PRC
“A Share(s)”	A Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on SSE
“A Shareholder(s)”	holder(s) of A Share(s)
“A Shareholders' Class Meeting”	the class meeting of the holders of A Shares of the Company to be held at 2:30 p.m. on Monday, April 29, 2019 or immediately after the conclusion of the AGM (or any adjournment thereof)
“A Share Repurchase Plan”	the proposed A share repurchase plan which has considered and approved by the Board, and is still subject to approval by way of a special resolution passed by the Shareholders at the AGM and approval by way of a special resolution passed by

	the H Shareholders and A Shareholders at separate Class Meetings
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Class Meetings”	the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Company”	Ping An Insurance (Group) Company of China, Ltd., a joint stock limited company duly incorporated in the PRC with limited liability, the A Shares of which are listed on SSE and the H Shares of which are listed on Hong Kong Stock Exchange
“Company Law”	the Company Law of the PRC
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company
“H Share(s)”	H Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“H Shareholders’ Class Meeting”	the class meeting of H Shareholders to be held at 2:45 p.m. on Monday, April 29, 2019 or immediately after the conclusion of the AGM and the A Shareholders’ Class Meeting (or any adjournment thereof)
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	A Share(s) and/or H Share(s)
“SSE”	The Shanghai Stock Exchange
“SSE Listing Rules”	Rules Governing the Listing of Stocks on the SSE
“%”	per cent.

By order of the Board  
**Yao Jun**  
*Company Secretary*

Shenzhen, PRC, March 12, 2019

*As at the date of this announcement, the Executive Directors are Ma Mingzhe, Sun Jianyi, Lee Yuansiong, Ren Huichuan, Yao Jason Bo and Cai Fangfang; the Non-executive Directors are Soopakij Chearavanont, Yang Xiaoping, Liu Chong and Wang Yongjian; the Independent Non-executive Directors are Yip Dicky Peter, Wong Oscar Sai Hung, Sun Dongdong, Ge Ming and Ouyang Hui.*