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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 (HKD counter) and 82318 (RMB counter)  
(Debt Stock Code: 5131)

- (I) VOTING RESULTS OF THE 2025 ANNUAL GENERAL MEETING HELD  
ON WEDNESDAY, MAY 20, 2026  
AND  
(II) PAYMENT OF THE 2025 FINAL DIVIDEND AND ADJUSTMENT TO THE  
CONVERSION PRICE OF CONVERTIBLE BONDS

References are made to the circular (the “Circular”) and the notice (the “Notice”) of the 2025 annual general meeting (the “AGM” or the “Meeting”) dated April 29, 2026 of Ping An Insurance (Group) Company of China, Ltd. (the “Company”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the AGM was held at 2:00 p.m. on Wednesday, May 20, 2026 at Ping An Hall, Ping An (Shenzhen) Financial Education and Training Center, No. 7280, Longhua Avenue, Longhua District, Shenzhen, Guangdong Province, the PRC. The AGM adopted onsite voting and A-share online voting.

### RESULTS OF THE AGM

As at the date of the AGM, the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the Meeting was 18,107,641,995. To the best knowledge, information and belief of the Directors, there were no restrictions on any Shareholder casting votes on any of the proposed resolutions at the Meeting, and there were no Share entitling the holders to attend the Meeting but had to abstain from voting in favour of any of the resolutions as set out in Rule 13.40 of the Listing Rules. None of the Shareholders had indicated their intention in the Circular to vote against or to abstain from voting on any of the resolutions. No Shareholder had a material interest in the matters considered at the Meeting and was required under the Listing Rules to abstain from voting at the Meeting.

As at the date of the AGM, the number and ratio of Shareholders and authorized proxies present at the AGM are set out as follows:

Number of Shareholders and authorized proxies attended the AGM	5,767
Of which: number of A Shareholders	5,759

number of H Shareholders	8
Total number of Shares entitled to vote	7,801,520,133
Of which: total number of A Shares entitled to vote held by A Shareholders	3,295,824,146
total number of H Shares entitled to vote held by H Shareholders	4,505,695,987
Percentage to the total number of Shares	43.0841
Of which: percentage of A Shares held by A Shareholders to the total number of Shares	18.2013
percentage of H Shares held by H Shareholders to the total number of Shares	24.8828

The Meeting was held in compliance with the requirements of the Company Law, the Rules of the Shareholders' General Meetings of the Listed Companies and the Articles of Association. The Meeting was chaired by Mr. Ma Mingzhe, the chairman of the Board. All Directors and the Company Secretary were present at the Meeting. Members of the senior management also attended the Meeting.

Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed by the Company as the H Share scrutineer for the vote-taking at the Meeting. Beijing Anjie Broad (Shenzhen) Law Firm was appointed as the witness to the Meeting, and issued a PRC legal opinion, confirming that the convening of and procedures for holding the Meeting, the eligibility of the persons who convened or attended the Meeting and the voting procedures adopted were in compliance with the relevant laws and regulations, including the Company Law, and the Securities Law of the People's Republic of China as well as the Rules of the Shareholders' General Meetings of the Listed Companies and the Articles of Association; and that the poll results of the Meeting are valid.

All resolutions as set out in the Notice were duly passed. The poll results in respect of the resolutions proposed at the AGM were as follows:

BY WAY OF NON-CUMULATIVE VOTING (ORDINARY RESOLUTIONS)		FOR		AGAINST		ABSTAIN	
		SHARES	%	SHARES	%	SHARES	%
1.	To consider and approve the Report of the Board of Directors of the Company for the Year 2025	7,774,415,375	99.6526	5,524,550	0.0708	21,580,208	0.2766
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
2.	To consider and approve the Report of the Supervisory Committee of the Company for the Year 2025	7,776,904,259	99.6845	2,963,466	0.0380	21,652,408	0.2775
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed							

as an ordinary resolution.							
3.	To consider and approve the Annual Report of the Company for the Year 2025 and its summary	7,755,175,856	99.4060	24,828,869	0.3182	21,515,408	0.2758
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
4.	To consider and approve the Profit Distribution Plan of the Company for the Year 2025 and the proposed declaration and distribution of final dividends	7,798,055,244	99.9556	2,452,166	0.0314	1,012,723	0.0130
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
5.	To consider and approve the Resolution regarding the Appointment of Auditors of the Company for the Year 2026	7,648,807,053	98.0425	149,151,197	1.9118	3,561,883	0.0457
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
6.	To consider and approve the Management Policy for Remuneration of Directors and Senior Management of the Company (2026 Edition)	7,789,906,838	99.8511	8,062,512	0.1034	3,550,783	0.0455
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
<b>BY WAY OF NON-CUMULATIVE VOTING (SPECIAL RESOLUTION)</b>		<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
		<b>SHARES</b>	<b>%</b>	<b>SHARES</b>	<b>%</b>	<b>SHARES</b>	<b>%</b>
7.	To consider and approve the Resolution regarding the Proposed Grant of General Mandate by the General Meeting to the Board to Issue H Shares	7,751,944,816	99.3645	45,919,434	0.5886	3,655,883	0.0469
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							

## **PAYMENT OF 2025 FINAL DIVIDEND AND ADJUSTMENT TO CONVERSION PRICE OF CONVERTIBLE BONDS**

### **I. PAYMENT OF 2025 FINAL DIVIDEND**

According to the resolution approved by the AGM, the Company will distribute a final dividend (the “**Final Dividend**”) in cash of RMB1.75 per Share (tax inclusive) for the year ended December 31, 2025 to the Shareholders. For further details of the Final Dividend, please refer to the announcement of the Company dated March 26, 2026 (the “**Announcement**”).

According to the Announcement and the Articles of Association, the Final Dividend will be denominated and declared in RMB. The Final Dividend for A Shares will be paid in RMB and the Final Dividend for H Shares (excluding those under the Hong Kong Stock Connect Program, for which the Final Dividend will be distributed in RMB, and China Securities Depository and Clearing Corporation Limited, as the nominee holding H Shares for investors via the Hong Kong Stock Connect Program, will receive and distribute such dividend to the investors via the Hong Kong Stock Connect Program through its depository and clearing system) will be provided with currency option. H Shareholders will be given the option to elect to receive all (but not part, save in the case of Hong Kong Securities Clearing Company Nominees Limited, which may elect to receive part of its entitlement in RMB) of the Final Dividend for H Shares in RMB, otherwise their Final Dividend for H Shares will be paid in Hong Kong dollars. The relevant exchange rate will be the average middle exchange rate of converting RMB to Hong Kong dollars as announced by The People’s Bank of China for five business days (exclusive of the despatch date) prior to the date of despatch the currency election form for the Final Dividend to the H Shareholders.

It is expected that the Company will further issue the currency election form for the Final Dividend to the H Shareholders on June 10, 2026 to elect to receive the Final Dividend for H Shares in RMB.

The Company has appointed the Bank of China (Hong Kong) Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to the Receiving Agent the Final Dividend declared for payment to the H Shareholders. The Final Dividend will be paid by the Receiving Agent and relevant cheques will be dispatched to the Shareholders by ordinary post at their own risk. H Shareholders who are intended to elect to receive the Final Dividend in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honored for payment upon presentation outside Hong Kong.

The Company will withhold the enterprise income tax as well as the individual income tax for H Shareholders on the cash dividend as required by law. The Company assumes no liability and will not deal with any dispute over income tax withholding triggered by failure to submit proof materials within the stipulated timeframe, and the H Shareholders shall either personally or appoint a representative to attend to the procedures in accordance with the applicable tax regulations and relevant provisions of the PRC. The detailed arrangement for the enterprise income tax withholding of overseas non-resident enterprise Shareholders and individual income tax withholding of overseas individual Shareholders is set out in pages 180-182 of the 2025 Annual Report of the Company dispatched on April 29, 2026.

All investors are requested to read the 2025 Annual Report of the Company carefully. Shareholders are recommended to consult their tax advisors on tax implications in mainland China, Hong Kong and other countries and regions regarding their holding and disposing of H Shares.

## II. ADJUSTMENTS TO CONVERSION PRICES OF CONVERTIBLE BONDS

### (I) Adjustment to conversion price of U.S.\$3,500,000,000 0.875% convertible bonds due 2029

References are made to the announcements of the Company dated July 22, 2024, July 23, 2024, August 22, 2024, May 13, 2025 and August 26, 2025 in relation to the issue of U.S.\$3,500,000,000 0.875% convertible bonds due 2029 (the “**2024 Convertible Bonds**”) and the previous adjustments to conversion price thereof.

The terms and conditions of the 2024 Convertible Bonds as set out in the offering circular of the Company dated July 15, 2024 (the “**2024 CB Terms and Conditions**”) provided, among other things, that if the Company pays or makes any capital distribution, the conversion price shall be adjusted. Such adjustment shall become effective on the date that such capital distribution is actually made or, if a record date is fixed therefor, immediately after such record date, provided that if there are different effective dates for different classes of ordinary shares, the effective date of the H Shares shall prevail.

The Final Dividend has been approved by the AGM on May 20, 2026. With effect from June 10, 2026, being the day immediately after the record date of H Shares, the conversion price of the 2024 Convertible Bonds will be adjusted from the third adjusted conversion price of HK\$40.49 per H Share (the “**Third Adjusted Conversion Price**”) to the fourth adjusted conversion price of HK\$39.29 per H Share (the “**Fourth Adjustment**”), in accordance with the 2024 CB Terms and Conditions. Save for the abovementioned the Fourth Adjustment to the conversion price, the other terms of the 2024 Convertible Bonds remain unchanged.

As at the date of this announcement, the aggregate principal amount under the 2024 Convertible Bonds that remains outstanding is U.S.\$3,500,000,000. Immediately following the Fourth Adjustment, the maximum number of H Shares issuable by the Company upon full conversion of the 2024 Convertible Bonds at the fourth adjusted conversion price of HK\$39.29 per H Share will be 695,537,032 H Shares, representing an increase of 20,613,595 H Shares (the “**2024 CB Additional Conversion Shares**”) from 674,923,437 H Shares based on the Third Adjusted Conversion Price.

The 2024 CB Additional Conversion Shares will be issued and allotted pursuant to the general mandate approved by the Shareholders at 2023 annual general meeting of the Company held on May 30, 2024 (the “**2024 General Mandate**”). The Company is entitled to issue and allot a maximum of 744,757,691 H Shares pursuant to the 2024 General Mandate, which is sufficient to cover the maximum number of conversion shares to be issued after the Fourth Adjustment of the conversion price pursuant to the 2024 CB Terms and Conditions.

Application will be made to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) for the listing of, and permission to deal in, the 2024 CB Additional Conversion Shares on the Hong Kong Stock Exchange.

## **(II) Adjustment to conversion price of HK\$11,765,000,000 zero coupon convertible bonds due 2030**

References are made to the announcements of the Company dated June 4, 2025, June 11, 2025 and August 26, 2025 in relation to the issue of HK\$11,765,000,000 zero coupon convertible bonds due 2030 (the “**2025 Convertible Bonds**”) and the previous adjustment to conversion price thereof.

The terms and conditions of the 2025 Convertible Bonds (the “**2025 CB Terms and Conditions**”) provided, among other things, that if the Company pays or makes any capital distribution, the conversion price shall be adjusted. Such adjustment shall become effective on the date that such capital distribution is actually made or, if a record date is fixed therefor, immediately after such record date.

The Final Dividend has been approved by the AGM on May 20, 2026. With effect from June 10, 2026, being the day immediately after the record date of H Shares, the conversion price of the 2025 Convertible Bonds will be adjusted from the first adjusted conversion price of HK\$54.00 per H Share (the “**First Adjusted Conversion Price**”) to the second adjusted conversion price of HK\$52.30 per H Share (the “**Second Adjustment**”), in accordance with the 2025 CB Terms and Conditions. Save for the abovementioned Second Adjustment to the conversion price, the other terms of the 2025 Convertible Bonds remain unchanged.

As at the date of this announcement, the aggregate principal amount under the 2025 Convertible Bonds that remains outstanding is HK\$11,765,000,000. Immediately following the Second Adjustment, the maximum number of H Shares issuable by the Company upon full conversion of the 2025 Convertible Bonds at the second adjusted conversion price of HK\$52.30 per H Share will be 224,952,198 H Shares, representing an increase of 7,081,828 H Shares (the “**2025 CB Additional Conversion Shares**”) from 217,870,370 H Shares based on the First Adjusted Conversion Price.

The 2025 CB Additional Conversion Shares will be issued and allotted pursuant to the general mandate approved by the Shareholders at 2024 annual general meeting of the Company held on May 13, 2025 (the “**2025 General Mandate**”). The Company is entitled to issue and allot a maximum of 744,757,691 H Shares pursuant to the 2025 General Mandate, which is sufficient to cover the maximum number of conversion shares to be issued after the Second Adjustment of the conversion price pursuant to the 2025 CB Terms and Conditions.

Application will be made to Hong Kong Stock Exchange for the listing of, and permission to deal in, the 2025 CB Additional Conversion Shares on the Hong Kong Stock Exchange.

By order of the Board  
**Sheng Ruisheng**  
Company Secretary

Shenzhen, the PRC, May 20, 2026

*As at the date of this announcement, the executive directors of the Company are Ma Mingzhe, Xie Yonglin, Michael Guo and Fu Xin; the non-executive directors of the Company are Soopakij Chearavanont, Yang Xiaoping, He Jianfeng and Cai Xun; the independent non-executive directors of the Company are Ng Kong Ping Albert, Jin Li, Wang Guangqian, Hong Xiaoyuan, Song Xianzhong and Chan Hiu Fung Nicholas.*