

Report of the Board of Directors

PRINCIPAL ACTIVITIES

The principal activities of the Company and its subsidiaries (the “Group”) comprise the provision of a wide range of financial products and services with a focus on the businesses of insurance, banking, asset management and internet finance. There were no significant changes in the nature of the Group’s principal activities during 2016.

SUMMARY FINANCIAL INFORMATION

A summary of the published results, assets and liabilities of the Group for the previous five years is set out in “Five-Year Summary”.

MAJOR CUSTOMERS

In 2016, income from the Group’s five largest customers accounted for less than 1% of the total income for the year. None of the current top five customers are connected parties of the Company.

None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company’s issued share capital) had any beneficial interest in the Group’s five largest customers.

RELATIONSHIP WITH CUSTOMERS

The Group believes that it is important to maintain good relationship with its customers to fulfil its long-term goal “to become a world-leading personal financial services provider”. To achieve this goal and maintain the leading position in terms of brand value, the Group aims at delivering constantly high standards of quality in the financial services to its customers. During 2016, there was no material and significant dispute between the Group and its customers.

IMPLEMENTATION OF CASH DIVIDEND POLICY AND PROFIT DISTRIBUTION PROPOSAL DURING THE REPORTING PERIOD

Cash Dividend Policy

According to Article 213 of the Articles of Association, the Company shall attach importance to the reasonable investment returns of investors in terms of its profit distribution. The profit distribution policy of the Company shall maintain its continuity and stability. The accumulated profit to be distributed in cash for any three consecutive years shall not be less than 30% of the average annual distributable profit realized in the three years, provided that the annual distributable profit of the Company (namely profit after tax of the Company after covering the losses and making contributions to the revenue reserve) are positive in value and such distributions are in compliance with the prevailing laws and regulations and the requirements of regulatory authorities for solvency ratio. In determining the specific ratio of distribution of cash dividend, the Company shall take into account its profit, cash flow, solvency and operation and business development requirements. The Board of Directors of the Company shall be responsible for formulating and implementing a distribution plan according to the provisions of the Articles of Association.

In preparing profit distribution plans, the Board of Directors of the Company shall listen and absorb views and advice from shareholders (in particular, the minority shareholders), independent directors and independent supervisors through various ways. Independent directors of the Company shall express their independent opinions on the profit distribution plans. When a specific cash dividends distribution plan is put forward for consideration at a general meeting, a variety of channels shall be provided for communication and opinion exchange with shareholders (in particular, the minority shareholders), whose opinions and demands shall be fully heard and prompt response shall be given to any issues the minority shareholders are concerned about.

Where adjustment to our profit distribution policy is required due to the applicable national laws and regulations and new rules promulgated by the CSRC regarding profit distribution policies of listed companies or significant changes in the external business environment and/or operating situations of the Company, it shall be done for the purpose of safeguarding the shareholders' interests and in strict compliance with the decision-making process. To this end, the Board of Directors shall work out an adjustment plan based on the operating situations of the Company and the relevant regulations of the CSRC, and then submit the same to the general meeting for deliberation. Implementation of the adjustment plan is conditional upon approval by shareholders (including their proxies) holding more than two-thirds of voting rights present at the general meeting.

Implementation of Profit Distribution Plan

The 2015 annual profit distribution plan of the Company was deliberated and approved at the 2015 Annual General Meeting of the Company held on June 15, 2016, according to which the Company paid in cash the 2015 final dividend of RMB0.35 (tax inclusive) per share, in a total amount of RMB6,398,084,493.50, based on its total share capital of 18,280,241,410 shares.

The 2016 interim profit distribution plan of the Company was deliberated and approved at the 8th Meeting of the 10th Board of Directors of the Company held on August 17, 2016, according to which the Company paid in cash the 2016 interim dividend of RMB0.20 (tax inclusive) per share, in a total amount of RMB3,656,048,282, based on its total share capital of 18,280,241,410 shares.

The decision-making procedure and mechanism of the above profit distribution plans were complete, and the dividend payout standards and proportions were clear. The above profit distribution plans were in line with the Articles of Association and relevant deliberation procedures and had fully protected the legitimate interests of minority shareholders. All the Independent Non-executive Directors of the Company have given independent opinions that agree with the profit distribution plans. The implementation of the above-mentioned distribution plans has been completed.

ANNUAL RESULTS AND PROFIT DISTRIBUTION

The Group's results in 2016 are set out in the section titled "FINANCIAL STATEMENTS".

As stated in the 2016 audited financial statements of the Group prepared under CAS, the net profit attributable to shareholders of the parent company was RMB62,394 million and net profit of the parent company was RMB28,678 million. Pursuant to the Articles of Association and other relevant requirements, the Company shall make an appropriation to the statutory surplus reserve based on 10% of the net profit of the Company as shown in the financial statements under CAS before determining the profit available for distribution to shareholders. Appropriation to the statutory surplus reserve may cease to apply if the balance of the statutory surplus reserve reached 50% or more of the registered capital of the Company. After making the above profit distribution and taking into account the retained profit carried forward from last year, according to the Articles of Association and other relevant requirements, the profit available for distribution to shareholders was RMB49,826 million.

The Company had distributed an interim dividend of RMB0.20 (tax inclusive) per share for 2016, which amounted to a total of RMB3,656,048,282. The Company proposes to pay in cash the 2016 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. The remaining profit will be carried forward to 2017. The retained profits are mainly for the purpose of organic capital accumulation, so as to maintain a reasonable solvency ratio as well as funding to subsidiaries so that they can maintain a reasonable solvency ratio or capital adequacy ratio.

The above plan will be implemented upon approval at the 2016 Annual General Meeting. The profit distribution plan is in line with the Articles of Association and relevant deliberation procedures and fully protects the legitimate interests of minority shareholders of the Company. All the Independent Non-executive Directors of the Company have given independent opinions that agree with the profit distribution plan.

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Particulars on dividend payouts of the Company over the past three years are set out as follows:

	Cash dividend paid per share during the year (in RMB)	Cash dividend amount (including tax) (in RMB million)	Net profit attributable to shareholders of the parent company (in RMB million)	Ratio (%)
2016	0.75	13,710	62,394	22.0
2015	0.53	9,688	54,203	17.9
2014	0.75	6,549	39,279	16.7

- (1) Cash dividends include interim dividend and final dividend of the year.
- (2) Cash dividend paid per share is based on the then share capital. For 2015, it is the number after the conversion of capital reserve to share capital.
- (3) Except the 2016 final dividend pending approval at the 2016 Annual General Meeting, the profit distribution for other years has been completed.

DISTRIBUTABLE RESERVES

As at December 31, 2016, the Company's distributable reserves totalled RMB49,826 million, the Company has proposed to distribute the 2016 final dividend of RMB0.55 (tax inclusive) per share in cash. After the 2016 final dividend, the remaining distributable reserves were carried forward to 2017. In addition, the Company's capital reserve and surplus reserve amounted to RMB140,103 million. The remaining reserves may be distributed by a future capitalization issue.

MANAGEMENT DISCUSSION AND ANALYSIS

For management discussion and analysis, please refer to the section headed "Management Discussion and Analysis".

USE OF PROCEEDS

An aggregate of 594,056,000 new H Shares were successfully allotted and issued by the Company under general mandate on December 8, 2014 and the gross proceeds raised from the placing were HK\$36,831,472,000. The proceeds raised from the placing were used to develop the main business and replenish the equity and working capital of the Company, and the use of the proceeds raised was consistent with the use approved by the Board of Directors. As at December 31, 2016, HK\$7,754 million from the placing is kept in the fund-raising account, and the rest had been used as intended.

PARTICULARS ON INVESTMENT DURING THE REPORTING PERIOD

The non-raised funds of the Company mainly come from its core insurance business. The Company has been strictly following the relevant requirements of the CIRC on the management of insurance funds. All the investments of insurance funds were made in the normal course of day-to-day operations.

EQUITY INVESTMENT DURING THE REPORTING PERIOD

For equity investment, please refer to the section headed "Significant Events".

SHARE CAPITAL

The change in the share capital of the Company in 2016 and the share capital structure of the Company as at December 31, 2016 are set out in "Changes in the Share Capital and Shareholders' Profile".

RESERVES

Details of movements in the reserves of the Company and the Group during 2016 are set out in note 35 to the consolidated financial statements and in the “Consolidated Statement of Changes in Equity”, respectively.

CHARITABLE AND OTHER DONATIONS

Charitable donations made by the Company during 2016 totalled RMB37 million.

PROPERTY AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in property and equipment and investment properties of the Group during 2016 are set out in notes 31 and 30 to the consolidated financial statements, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions regarding pre-emptive rights under the Company Law of the People’s Republic of China or the Articles of Association, which would oblige the Company to issue new shares to its existing shareholders in proportion to their existing shareholdings.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries, had purchased, sold or redeemed any of the Company’s listed shares during 2016.

DIRECTORS’ AND SUPERVISORS’ SERVICE CONTRACTS AND REMUNERATION

According to the resolutions of the 25th Meeting of the 7th Board of Directors and the 2nd Meeting of the 7th Supervisory Committee of the Company, the Company entered into service contracts with all Directors of the 10th Board of Directors and all Supervisors of the 8th Supervisory Committee in August 2015. The Company entered into service contracts with newly appointed Directors, Mr. Xiong Peijin and Mr. Liu Chong, on January 28, 2016, and also with newly appointed Supervisor, Mr. Huang Baokui, on July 5, 2016. Terms, duties, remuneration expenses and confidentiality duties of Directors and Supervisors, and commencement and termination of contracts were specified in the service contracts. As at December 31, 2016, no Directors or Supervisors had a service contract with the Company which was not terminable by the Company within one year without payment of compensation other than statutory compensation.

Details of remuneration of the Directors and Supervisors for the year ended December 31, 2016 are set out in note 50 to the consolidated financial statements.

DIRECTORS’ AND SUPERVISORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No Directors or Supervisors or entity connected with the Directors or Supervisors had a material interest, directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during 2016.

DIRECTORS’ AND SUPERVISORS’ RIGHTS TO ACQUIRE SHARES

At no time during 2016 were rights to acquire benefits by means of the acquisition of shares or debentures of the Company granted to any Directors, Supervisors or their respective spouse or minor children, nor were any such rights exercised by them, or was the Company, or any of its subsidiaries a party to any arrangement to enable the Directors or Supervisors to acquire such rights in any other legal entity.

DIRECTORS’ AND SUPERVISORS’ INTERESTS IN A COMPETING BUSINESS

As far as the Directors are aware, none of the Directors or Supervisors has any competing interest in a business, which competes or is likely to compete, either directly or indirectly, with the Group’s business.

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PERMITTED INDEMNITY PROVISION

The Company has arranged appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

POST BALANCE SHEET EVENTS

Details of the post balance sheet events of the Group are set out in note 56 to the consolidated financial statements.

COMPLIANCE WITH LAWS AND REGULATIONS

During 2016, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE CONTAINED IN APPENDIX 14 TO THE HKEX LISTING RULES

None of the Directors of the Company is aware of any information that would reasonably indicate that the Company did not meet the applicable Code Provisions set out in the Corporate Governance Code for any part of the period from January 1, 2016 to December 31, 2016, except that Mr. Ma Mingzhe has occupied the positions of both the Chairman and Chief Executive Officer of the Company. Further details of the Company's arrangements and considered reasons for the Company's intention not to separate the roles of the Chairman of the Board of Directors and the Chief Executive Officer of the Company are set out under the section headed "Corporate Governance Report".

AUDITORS

According to the resolutions of the 2015 Annual General Meeting of the Company, the Company continued to appoint PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the auditors of the Company's financial statements under CAS and IFRS, and continued to appoint PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company for internal control in 2016.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this Annual Report, being March 22, 2017, at all times during the year ended December 31, 2016, not less than 20% of the issued share capital of the Company (being the minimum public float applicable to the shares of the Company) was held in public hands.

By order of the Board of Directors

Ma Mingzhe

Chairman and Chief Executive Officer

Shenzhen, PRC

March 22, 2017