

# Report of the Supervisory Committee

To all Shareholders,

During the reporting period, the Supervisory Committee has duly carried out its supervisory duties in a stringent manner and adhered to the principles of fairness and honesty to effectively protect the rights and interests of the shareholders, the Company and its employees in accordance with the relevant provisions of the Company Law of PRC and the Articles of Association.

## THE WORK OF THE SUPERVISORY COMMITTEE

The 9th Meeting of the 7th Session of the Supervisory Committee was held on March 13, 2014, at which resolutions including the Report of the Supervisory Committee of the Company for 2013, the Resolution Relating to Considering the Annual Report of the Company for 2013, and the Resolution Relating to Considering Corporate Social Responsibility Report of the Company for 2013 were considered and approved unanimously.

The 10th Meeting of the 7th Session of the Supervisory Committee was held from April 23 to 28, 2014 through written communication and voting, at which resolutions including the Resolution Relating to Considering the First Quarterly Report of the Company for 2014 were considered and approved unanimously.

The 11th Meeting of the 7th Session of the Supervisory Committee was held on August 19, 2014, at which the Resolution Relating to Considering the Interim Report of the Company for 2014 and Proposal on Deliberating the Report on the in-office Audit on Mr. Alex Ren were considered and approved unanimously.

The 12th Meeting of the 7th Session of the Supervisory Committee was held from October 23 to 28, 2014 through written communication and voting, at which resolutions including the Third Quarterly Report of the Company for 2014 were considered and approved unanimously.

Details of members' attendance at meetings of the Supervisory Committee are set out as follows:

Class of Supervisors	Name	Date of Appointment	Meetings attended in person/ Meetings required to attend	% of attendance in person	Meetings attended by proxy/ Meetings required to attend	% of attendance by proxy
Independent Supervisors	GU Liji (Chairman)	June 3, 2009	4/4	100%	0/4	0%
	PENG Zhijian	June 3, 2009	4/4	100%	0/4	0%
Shareholder Representative Supervisors	LIN Li	July 17, 2012	2/4	50%	2/4	50%
	ZHANG Wangjin	June 17, 2013	4/4	100%	0/4	0%
Employee Representative Supervisors	SUN Jianping	March 19, 2010	4/4	100%	0/4	0%
	ZHAO Fujun	July 17, 2012	4/4	100%	0/4	0%
	PAN Zhongwu	July 17, 2012	4/4	100%	0/4	0%

In September 2014, certain members of the Supervisory Committee conducted inspection and review in the branches of Ping An Life, Ping An Property & Casualty, Ping An Annuity and Ping An Pay in Heilongjiang. Opinions collected from the vast ground-level staffs were considered and constituted as the investigation report to the management of the Company. Meanwhile, feedback report by the senior management for settling relevant problems was addressed to all the Directors and Supervisors.

During the Reporting Period, certain members of the Supervisory Committee attended the 2013 Annual General Meeting and meetings of the Board of Directors as non-voting participants and had no dissents.

## INDEPENDENT OPINION ON THE RELEVANT ISSUES FROM THE SUPERVISORY COMMITTEE

### (1) Lawful Operation

During the Reporting Period, the Company operated and managed its businesses in accordance with the laws and regulations. Its operational results were objective and true. There was greater development and improvement in the depth and scope of internal control management. The internal control system was complete, reasonable and effective. Its operational decision-making processes were lawful. The Directors and other senior management were cautious, serious and diligent in the business operations and management processes. They had never breached any laws, regulations, and the Articles of Association or harmed the interests of the shareholders.

### (2) Authenticity of the Financial Statement

PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers have issued the standard unqualified auditor's reports in accordance with the PRC and international accounting principles respectively for the Company's financial statements of 2014. The financial statements truly, fairly and accurately reflected the financial condition and results of operations of the Company.

### (3) Use of Proceeds

An aggregate of 594,056,000 new H Shares have been successfully allotted and issued by the Company on December 8, 2014 and the gross proceeds raised from the placing were HK\$36,831,472,000, the net proceeds raised from the placing were approximately HK\$36,480,684,404.91. 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 is consistent with the use that was passed by the meeting of the Board of Directors. As at December 31, 2014, HK\$32,986 million from the placing is kept in the fund-raising account, and the rest has been used.

### (4) Connected Transactions

The Supervisory Committee considered the connected transactions of the Company were fair and reasonable in the Reporting Period, and did not find any harm against the interests of the shareholders and the Company.

### (5) Internal Control System

The Supervisory Committee had heard and reviewed the Working Report on the Internal Control of the Company for the First Half of 2014 and 2014 Assessment Report on Internal Control, and considered the Company has set up a relatively complete, reasonable and effective internal control system.

### (6) Implementation of the Resolutions Approved in the General Meetings

Certain members of the Supervisory Committee attended the meetings of the Board of Directors and the general meetings, and did not have any objection on the reports and proposals which were submitted to the general meetings by the Board of Directors. The Supervisory Committee has monitored the implementation of the resolutions approved in the general meetings and is of the opinion that the Board of Directors can duly implement the resolutions approved in the general meetings.

In the coming year, the Supervisory Committee will further enhance its work principles and fully implement a scientific perspective for its development. It will continue to carry out its duties in accordance with the relevant provisions of the Company Law of PRC, the Articles of Association and the listing rules. It will adhere to the principles of diligence, fairness and honesty, and maximize its supervisory efforts with the aim of protecting the interests of the Company and its shareholders as a whole and commit to performing supervisory duties honestly and diligently, so as to achieve the best results in all respects.

By order of the Supervisory Committee

**GU Liji**

*Chairman of the Supervisory Committee*

Shenzhen, PRC

March 19, 2015