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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Ping An Insurance (Group) Company of China, Ltd., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**PING AN**

Insurance · Banking · Investment

**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)**

**(1) PROPOSED CHANGE OF AUDITORS**  
**(2) PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR**  
**AND**  
**(3) ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 2:00 p.m. on Friday, May 10, 2013 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC, a form of proxy to be used at the AGM and a reply slip have been despatched by the Company on March 22, 2013 and are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.pingan.com>).

Whether or not you intend to attend the AGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon not later than Friday, April 19, 2013 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

March 28, 2013

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“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)
“AGM”	the annual general meeting of the Company to be convened at 2:00 p.m. on Friday, May 10, 2013 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“CIRC”	China Insurance Regulatory Commission
“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
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“H Shareholder(s)”	holder(s) of H Share(s)
“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
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“LPD”	March 22, 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular 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)”	ordinary share(s) of RMB1.00 each in the capital of the Company
“SSE”	The Shanghai Stock Exchange
“Supervisors”	the members of the Supervisory Committee of the Company
“Supervisory Committee”	the supervisory committee of the Company established pursuant to the Company Law of the PRC
“%”	per cent.

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LETTER FROM THE BOARD

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**PING AN**

Insurance · Banking · Investment

**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)**

*Executive Directors:*

Ma Mingzhe

Sun Jianyi

Ren Huichuan

Ku Man

Yao Jason Bo

*Registered office:*

15/F, 16/F, 17/F and 18/F  
Galaxy Development Center  
Fu Hua No. 3 Road  
Futian District  
Shenzhen  
Guangdong Province, PRC

*Non-executive Directors:*

Fan Mingchun

Lin Lijun

Li Zhe

Guo Limin

*Principal place of business  
in Hong Kong:*

Level 28  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

*Independent Non-executive Directors:*

Zhang Hongyi

Chen Su

Xia Liping

Tang Yunwei

Lee Carmelo Ka Sze

Woo Ka Biu Jackson

Stephen Thomas Meldrum

March 28, 2013

***To the Shareholders***

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF AUDITORS  
(2) PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR  
AND  
(3) ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is, among other things, to provide you with information in relation to certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF AUDITORS

As disclosed in the announcement of the Company dated March 14, 2013, the Board has proposed to appoint PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the PRC auditor and PricewaterhouseCoopers as the international auditor of the Company for the year 2013. The proposed annual remuneration for the auditors amounts to RMB38.9 million (excluding the remuneration for Ping An Bank Co., Ltd.). The proposal is subject to the approval by the Shareholders at the AGM.

Pursuant to the relevant requirements of the “*Measures for Administration of Accounting Firm Selection by Financial Enterprises through Bidding (Trial)*” (Cai Jin [2010] No.169) issued by the Ministry of Finance of the PRC in relation to the service term of auditors continuously engaged by a financial institution and the “*Financial and Accounting Work Standards for Insurance Companies*” (Bao Jian Fa [2012] No. 8) issued by the CIRC in relation to the service term of auditors continuously engaged by an insurance company, the service term of the current external auditors of the Company had exceeded the prescribed time limit. In this connection, the Company conducted a bidding process for the selection of auditors for the year 2013 in accordance with the above-mentioned regulations.

Ernst & Young Hua Ming LLP and Ernst & Young confirmed in writing that there were no circumstances in connection with their ceasing to hold office that should be brought to the attention of the members and creditors of the Company. The Board also confirmed that there were no relevant matters regarding the proposed change in auditors that should be brought to the attention of the Shareholders. The Board and the Audit and Risk Management Committee of the Board further confirmed that there were no disagreements or unresolved matters between the Company and Ernst & Young Hua Ming LLP and Ernst & Young regarding the change of auditors.

### 3. PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR

As disclosed in the announcement of the Company dated March 14, 2013, the Board has nominated Mr. Lee Yuansiong as a candidate for election as an Executive Director of the 9th session of the Board, Mr. Soopakij Chearavanont, Mr. Yang Xiaoping and Mr. Lu Hua, as candidates for election as Non-executive Directors of the 9th session of the Board, and Mr. Yip Dicky Peter, Mr. Wong Oscar Sai Hung and Mr. Sun Dongdong as candidates for election as Independent Non-executive Directors of the 9th session of the Board.

Mr. Soopakij Chearavanont and Mr. Yang Xiaoping were recommended by All Gain Trading Limited and Easy Boom Developments Limited to be appointed as the Non-executive Directors for the purpose of filling the casual vacancies arising from the resignation of Mr. Wong Tung Shun Peter, Mr. Ng Sing Yip and Mr. Cheng Siu Hong. Mr. Lu Hua was recommended by Shum Yip Group Limited to be appointed as a Non-executive Director in place of Mr. Guo Limin.

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## LETTER FROM THE BOARD

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As the terms of office of Mr. Zhang Hongyi, Mr. Chen Su and Mr. Xia Liping as the Independent Non-executive Directors will soon exceed 6 years from 2007, they have tendered their resignations as Independent Non-executive Directors with effect from the effective appointments of the new Independent Non-executive Directors. To ensure the normal operation of the Board, the Board has nominated Mr. Yip Dicky Peter, Mr. Wong Oscar Sai Hung and Mr. Sun Dongdong as the Independent Non-executive Directors.

The appointment of Mr. Lee Yuansiong, Mr. Soopakij Chearavanont, Mr. Yang Xiaoping, Mr. Lu Hua, Mr. Yip Dicky Peter, Mr. Wong Oscar Sai Hung and Mr. Sun Dongdong shall become effective after the approval from the Shareholders at the AGM and the approval of their qualifications as Directors from CIRC are obtained. The Company is of the view that Mr. Yip Dicky Peter, Mr. Wong Oscar Sai Hung and Mr. Sun Dongdong meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Biographical details of each of the nominated Directors are set out in Appendix I to this circular.

In addition, an ordinary resolution will be proposed at the AGM to appoint Ms. Zhang Wangjin as a Supervisor representing the Shareholders. Ms. Zhang Wangjin was recommended by Business Fortune Holdings Limited for the purpose of filling the casual vacancy arising from the resignation of Mr. Sun Fuxin, an Independent Supervisor. The appointment of Ms. Zhang Wangjin shall become effective after the approval from Shareholders at the AGM and the approval of her qualification as Supervisor from CIRC is obtained.

Biographical details of Ms. Zhang Wangjin is set out in Appendix II to this circular.

#### **4. THE RESOLUTION IN RELATION TO PAYMENT OF WORKING ALLOWANCE FOR INDEPENDENT NON-EXECUTIVE DIRECTORS AND INDEPENDENT SUPERVISORS OF THE COMPANY**

Currently, the remuneration applicable to the Independent Non-executive Directors and Independent Supervisors is determined based on the relevant resolutions considered and approved by the Shareholders at the 2008 annual general meeting and the 2010 first extraordinary general meeting, pursuant to which the Independent Non-executive Directors receive an annual director's fee of RMB300,000 and the annual supervisor's fee is RMB60,000 for Independent Supervisors and RMB250,000 for an Independent Supervisor who also holds the office of the chairman of the Supervisory Committee.

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## LETTER FROM THE BOARD

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With continuing increase for the business of the Company, the workload of the Independent Non-executive Directors and Independent Supervisors has increased substantially. In order to encourage the Independent Non-executive Directors and Independent Supervisors to play a positive role in the corporate governance of the Company, it is proposed to adjust the remuneration structure of the Independent Non-executive Directors and Independent Supervisors (the “Proposed Adjustment”) by reference to the relevant remuneration level of other listed financial companies as follows:

**(1) Basic Remuneration**

The current basic remuneration for the Independent Non-executive Directors and Independent Supervisors shall remain unchanged.

**(2) Working Allowance**

The working allowance shall be paid to the Independent Non-executive Directors and Independent Supervisors for attending the meetings in person (excluding the meetings held by way of written communication and voting and the attendance of the meeting by proxy), the standard rate is RMB10,000/person/time. Attending different meetings during the same meeting period shall not be accumulated and shall be calculated as one time.

The working allowance shall be paid with the basic remuneration and the Company will withhold and pay the individual income tax according to the relevant laws and regulations. The Proposed Adjustment which was considered and approved by the Board on March 14, 2013, is subject to Shareholders’ approval by way of ordinary resolution at the AGM.

**5. THE RESOLUTION IN RELATION TO THE UTILIZATION REPORT ON THE PROCEEDS FROM THE PREVIOUS FUND RAISING ACTIVITY**

Pursuant to the relevant requirements of the “Administrative Measures for the Issuance of Securities by Listed Companies” (Zheng Jian Hui Ling No. 30) and the “Rules Governing the Utilization Report on the Proceeds from the Previous Fund Raising Activity” (Zheng Jian Fa Xing Zi [2007] No. 500) issued by the CSRC, the Company has applied for the issuance of convertible corporate bonds in the total amount of not more than RMB26 billion, the Board reviewed the use of proceeds from the latest fund raising activity as at the end of December 31, 2012, issued the “Utilization Report on the Proceeds from the Previous Fund Raising Activity” and engaged Ernst Young Hua Ming LLP to issue the “Special Assurance Report on the use of Proceeds from the Previous Fund Raising Activity”.

The full text of the Utilization Report on the Proceeds from the Previous Fund Raising Activity and the Special Assurance Report on the Use of Proceeds from the Previous Fund Raising Activity are set out in Appendix III(A) and Appendix III(B) to this circular, respectively. The Utilization Report on the Proceeds from the Previous Fund Raising Activity, which was considered and approved by the Board on March 14, 2013, is subject to Shareholders’ approval by way of ordinary resolution at the AGM.

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## LETTER FROM THE BOARD

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### 6. AGM

A notice convening the AGM to be held at 2:00 p.m. on Friday, May 10, 2013 at Ping An Hall, Ping An School of Financial Services, Guanlan, Shenzhen, Guangdong Province, PRC, a form of proxy to be used at the AGM and a reply slip have been despatched by the Company on March 22, 2013 and are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.pingan.com>).

In order to determine the list of H Shareholders who are entitled to attend the AGM, the Company's register of members will be closed from Wednesday, April 10, 2013 to Friday, May 10, 2013, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Company's register of members on Friday, May 10, 2013 are entitled to attend the AGM. In order to attend and vote at the meeting, H Shareholders of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (the "H Share Registrar") at or before 4:30 p.m. on Tuesday, April 9, 2013. The address of the transfer office of the H Share Registrar is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Whether or not you intend to attend the AGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon not later than Friday, April 19, 2013 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

### 7. VOTING BY POLL AT THE AGM

According to the Article 105 of the Articles of Association, resolutions at the AGM shall be determined by poll.

### 8. RECOMMENDATION

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the resolutions to be proposed at the AGM as set out in the notice of AGM.

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## LETTER FROM THE BOARD

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### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 10. FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,

For and on behalf of the Board of Directors

**PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.**

**Ma Mingzhe**

*Chairman and Chief Executive Officer*

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## APPENDIX I      PROFILE OF DIRECTORS PROPOSED TO BE APPOINTED

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*Biographical details of the candidates proposed to be appointed as Directors at the AGM are set out below:*

### CANDIDATE OF EXECUTIVE DIRECTOR

**LEE Yuansiong**, aged 47, has been the Senior Vice President and Chief Insurance Business Officer of the Company since January 2011. Mr. Lee is currently the Director of Ping An Property & Casualty Insurance Company of China, Ltd., Ping An Life Insurance Company of China, Ltd. (“Ping An Life”), Ping An Annuity Insurance Company of China, Ltd. and Ping An Health Insurance Company of China, Ltd., the subsidiaries of the Company. Mr. Lee joined the Company in 2004 and served as the Special Assistant to the Chairman of Ping An Life from February 2004 to March 2005 and General Manager of Ping An Life from March 2005 to January 2010 and Chairman of Ping An Life from January 2007 to February 2012. Prior to that, Mr. Lee was a Senior Vice President of Prudential Taiwan Branch and the General Manager of Citi-Prudential etc.. Mr. Lee holds a Master’s degree in Finance from The University of Cambridge.

It is proposed that Mr. Lee shall be appointed as an Executive Director to hold office until the expiry of the term of the 9th Session of the Board and will not receive any director’s fee but will receive salary based on his executive position, the exact amount of which is determined by the remuneration committee as recommended by the Chairman and Chief Executive Officer of the Company, with reference to market conditions, his position and duties as well as the remuneration policy.

### CANDIDATES OF NON-EXECUTIVE DIRECTORS

**Soopakij Chearavanont**, aged 49, is the Executive Vice Chairman of the CP Group, and at the same time has been an Executive Director and the Chairman of C.P. Lotus Corporation (a company listed on the Hong Kong Stock Exchange), an Executive Director and Vice Chairman of C.P. Pokphand Co. Ltd. (a company listed on the Hong Kong Stock Exchange). Mr. Soopakij Chearavanont is also a Director of True Corporation Public Company Limited and CP ALL Public Company Limited (both companies are listed in Thailand) and the Chairman of True Visions Public Company Limited based in Thailand. Mr. Soopakij Chearavanont holds a Bachelor’s degree in Science from the College of Business and Public Administration of New York University, USA.

It is proposed that Mr. Soopakij Chearavanont shall be appointed as a Non-Executive Director to hold office until the expiry of the term of the 9th Session of the Board and will not receive any director’s fee during the term.

**YANG Xiaoping**, aged 49, is currently the Vice President of the CP Group, an Executive Director and the Vice Chairman of C.P. Lotus Corporation (a company listed on the Hong Kong Stock Exchange) and the Senior Vice Chairman of Chia Tai Group Agro-Industry And Food Business for China Area. Previously, Mr. Yang acted as the Manager of Nichiyo Co., Ltd for China Division and the Chief Representative of Nichiyo Co., Ltd Beijing Office. Mr. Yang is

also a Member of The Twelfth National Committee of Chinese People's Political Consultative Conference, the Vice President of the China Institute for Rural Studies of Tsinghua University, a Director of China NGO Network for International Exchanges, the Vice President of Beijing Association of Enterprises with Foreign Investment and an Adviser of Foreign Investment to Beijing Municipal Government. Mr. Yang holds a Bachelor's degree from Nanchang University (formerly known as Jiangxi Institute of Technology) and has experience of studying in Japan.

It is proposed that Mr. Yang shall be appointed as a Non-Executive Director to hold office until the expiry of the term of the 9th Session of the Board and will not receive any director's fee during the term.

**LU Hua**, aged 49, is currently the Chairman of the Board of Directors of Shum Yip Group Limited, Shum Yip Holdings Company Limited and Shenzhen Investment Limited (a company listed on the Hong Kong Stock Exchange), also a Director of each of Road King Infrastructure Limited and Shenzhen Gas Corporation Ltd.. Mr. Lu held various positions from April 2009 to December 2012, including Secretary of Party Committee and Chairman of the Board of Directors in Shenzhen Shahe Industry (Group) Co., Ltd., Senior Vice President and President in Shum Yip Group Limited etc.. Prior to that, Mr. Lu had served as the Chairman of Shahe Industrial Co., Ltd., Chairman and Secretary of Party Committee of Shenzhen Shahe Group Co., Ltd. and acting General Manager of Shenzhen Property Development Company Ltd.. Mr. Lu holds a Doctorate degree in Political Economics from Nankai University and a Master's degree in Finance from University of Reading in UK.

It is proposed that Mr. Lu shall be appointed as a Non-Executive Director to hold office until the expiry of the term of the 9th Session of the Board and will not receive any director's fee during the term.

#### CANDIDATES OF INDEPENDENT NON-EXECUTIVE DIRECTORS

**YIP Dicky Peter**, aged 65, is currently the Independent Non-executive Director of Sun Hung Kai Properties Limited and South China (China) Limited (both companies are listed on the Hong Kong Stock Exchange), respectively. Mr. Yip joined The Hongkong and Shanghai Banking Corporation Limited ("HSBC") in 1965, and served as a Chief Executive of China Business at HSBC's Area Office China from January 2003 to May 2005, a General Manager of HSBC from April 2005 to June 2012, and served as an Executive Vice President of Bank of Communications Co., Ltd. from May 2005 to June 2012. Mr. Yip also served as the Director of the Company and the original Ping An Bank Co., Ltd. from November 2002 to May 2005. Besides, He had served in many consultative boards including the Aviation Advisory Board, Arts Development Council and the Urban Renewal Authority, and is currently a Council Member of the Hong Kong Committee of UNICEF. Mr. Yip holds a MBA degree from University of Hong Kong. Mr. Yip is an elected associated member of Chartered Institute of Bankers, London, and has a Certified Financial Planner certificate issued by the Institute of Financial Planners of Hong Kong and a Certified Financial Management Planner certificate issued by the Hong Kong Institute of Bankers.

It is proposed that Mr. Yip shall be appointed as an Independent Non-executive Director to hold office until the expiry of the term of the 9th Session of the Board and will receive an annual fee of RMB300,000 during the term according to the remuneration policy of the Company.

**WONG Oscar Sai Hung**, aged 57, currently serves as the Chairman of China Bio-Med Regeneration Technology Limited (a company listed on the Hong Kong Stock Exchange), also an Independent Non-executive Director of the Hong Kong Exchanges and Clearing Limited (a company listed on the Hong Kong Stock Exchange) and ARN Investment SICAV. Mr. Wong was a Director and Chief Executive Officer of ICBC (Asia) Investment Management Company Limited from September 2008 to November 2011. Prior to that, he was the Chief Executive of BOCI-Prudential Asset Management Limited and Prudential Portfolio Managers Asia Limited. Mr. Wong graduated with a Degree of Marketing from Hong Kong Polytechnic University.

It is proposed that Mr. Wong shall be appointed as an Independent Non-executive Director to hold office until the expiry of the term of the 9th Session of the Board and will receive an annual fee of RMB300,000 during the term according to the remuneration policy of the Company.

**SUN Dongdong**, aged 53, currently serves as a professor of Law School in Peking University, and the director of Peking University Health Law Research Center. Mr. Sun is also a deputy director of the Social Legal Work Committee of Chinese Peasants' and Workers' Democratic Party, standing director of Chinese Health Law Society and China Law Society Research Center of the Law of Protection of the Rights and Interests of Consumers, and an expert of the Health Insurance Experts Committee under Insurance Association of China and China Medical Doctor Association. Mr. Sun graduated with a Degree of Medical Science from Beijing Medical College (now known as Peking University Health Science Center).

It is proposed that Mr. Sun shall be appointed as an Independent Non-executive Director to hold office until the expiry of the term of the 9th Session of the Board and will receive an annual fee of RMB300,000 during the term according to the remuneration policy of the Company.

Save as disclosed above, as at the LPD, none of the above Director candidates (i) had held any other directorships in any listed public companies, in Hong Kong or overseas, in the last three years or had held any other positions within the Group; (ii) had any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) had any interests in the shares of the Company or its associated corporation within the meaning of Part XV of the SFO.

If the above candidates are appointed as the Directors, each of them will enter into a service contract with the Company upon the appointment. Each of the candidates for Independent Non-executive Directors has met the independence requirements as set out in Rule 3.13 of the Listing Rules.

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

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## APPENDIX II      PROFILE OF SUPERVISOR PROPOSED TO BE APPOINTED

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*Biographical details of the candidate proposed to be appointed as a Supervisor representing the Shareholders at the AGM are set out below:*

**ZHANG Wangjin**, aged 34, is currently the Managing Director of CPG Overseas Company Limited (Hong Kong). Before joining CPG Overseas Company Limited (Hong Kong), Ms. Zhang worked in the Audit Department of PricewaterhouseCoopers CPA and the M&A and Restructuring Department of Deloitte & Touche Financial Advisory Services Limited. Ms. Zhang is a member of CPA Australia. Ms. Zhang holds a bachelor's degree in Accounting from University of International Business and Economics and has obtained an EMBA degree from Guanghai School of Management of Peking University.

It is proposed that Ms. Zhang shall be appointed as a Supervisor representing the Shareholders to hold office until the expiry of the term of the 7th Session of the Supervisory Committee and will not receive any supervisors' fees. If Ms. Zhang is appointed as a Supervisor, she will enter into a service contract with the Company upon her appointment.

Save as disclosed above, as at the LPD, Ms. Zhang (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 or its associated corporation within the meaning of Part XV of the SFO.

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

**PING AN INSURANCE (GROUP) COMPANY OF CHINA, LTD.  
UTILIZATION REPORT ON THE PROCEEDS FROM  
THE PREVIOUS FUND RAISING ACTIVITY**

According to the Rules Governing the Utilization Report on the Proceeds from the Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No. 500), the use of proceeds from the previous fund raising activity as at December 31, 2012 is reported as follows:

**(I) Proceeds from the Previous Fund Raising**

According to the “Letter of Regulatory Opinion on the Direct Issuance of H Shares of Ping An Insurance (Group) Company of China, Ltd.” (Bao Jian Fa Gai [2011] No. 528) issued by the China Insurance Regulatory Commission on April 20, 2011 and the “Approval of Issuance of Overseas Listed Foreign Shares by Ping An Insurance (Group) Company of China, Ltd.” (Zheng Jian Xu Ke [2011] No.939) issued by the China Securities Regulatory Commission on June 14, 2011, Ping An Insurance (Group) Company of China, Ltd. (hereinafter referred to as the “Company”) was approved to issue 272,000,000 overseas listed foreign shares (hereinafter referred to as the “Direct Issuance of H Shares”) at the offer price of HK\$71.50 per share to JINJUN LIMITED on June 17, 2011. Gross proceeds from the issuance were HK\$19,448,000,000 (equivalent to RMB16,168,678,240). After deduction of the issuance expenses of RMB34,315,266, net proceeds were equivalent to approximately RMB16,134,524,083 (including interest income earned from subscription funds during the frozen period amounting to RMB161,109) (hereinafter referred to as the “Proceeds from Previous Fund Raising”).

The above proceeds were deposited on June 17, 2011 into a joint account, which was opened by JINJUN LIMITED but controlled by the Company, and the proceeds were credited in full amount to the Company’s special account for such placement on July 8, 2011. The transferring of above proceeds was verified by Ernst & Young Hua Ming Certified Public Accountants Limited Company and a capital verification report (Ernst & Young Hua Ming (2011) Yan Zi No. 60468101\_B02) was issued. As at December 31, 2012, the abovementioned proceeds, after deduction of issuance expenses, were fully used to replenish the capital base of the Company. The balance of the proceeds in the Company’s special account for the previous fund raising activity was RMB nil, and the proceeds raised had been fully used.

**(II) Actual Use of Proceeds from Previous Fund Raising**

As stated in relevant disclosure in respect of the use of the proceeds raised from the Direct Issuance of H Shares by the Company, the proceeds should be used to strengthen the Company’s capital base. As at December 31, 2012, the Proceeds from Previous Fund Raising had been fully used in strengthening the Company’s capital base.

The actual use of the Proceeds from Previous Fund Raising has been compared item by item with relevant disclosures made by the Company in its previous Direct Issuance of H Shares and in its periodic reports. The actual use of proceeds was in line with the relevant disclosures and there was no change in actual use.

## Breakdown of the Use of Proceeds from the Previous Fund Raising Activity

Unit: RMB Yuan

Total amount of proceeds raised: 16,134,524,083		Accumulated total amount of proceeds used: 16,134,524,083					
Total amount of proceeds in relation to a change of intended use: 0		Total amount of proceeds used in the year: 16,134,524,083					
Proportion of total amount of proceeds in relation to a change of intended use: 0							
Investment projects	Total proceeds invested			Accumulated proceeds invested as of the cut-off date		Date on which the project is ready for intended use (or degree of the progress of project completed as of the cut-off of the date)	
	Committed investment amount before fund raising activity	Committed investment amount after fund raising activity	Actual amount invested	Committed investment amount after fund raising activity	Actual amount invested		Difference between actual amount invested and committed investment amount after fund raising activity
Committed investment project	16,134,524,083	16,134,524,083	16,134,524,083	16,134,524,083	16,134,524,083	-	
Replenishment of capital base	Replenishment of capital base						100%

**(III) Conclusion**

The Board considered that the Company completed the replenishment of its capital base through the use of proceeds according to the utilization plan as disclosed in relevant information in respect of the previous Direct Issuance of H Shares. The Company has already fulfilled its disclosure obligation strictly in accordance with the facts for the use of previous proceeds and the progress of use according to the Rules Governing the Utilization Report on the Proceeds from the Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No. 500) issued by the China Securities Regulatory Commission.

All directors of the Company undertake that this report contains no false statement, misleading representation or material omission and they are willing to assume joint and several liability for the truthfulness, accuracy and completeness of this report.

The Board of  
**Ping An Insurance (Group) Company of China, Ltd.**

The report set out in this appendix was originally drafted in Chinese and the English translation is for your reference only. In case of any inconsistencies between the Chinese and the English versions, the Chinese version shall prevail.

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**APPENDIX III(B) THE SPECIAL ASSURANCE REPORT ON THE USE OF PROCEEDS  
FROM THE PREVIOUS FUND RAISING ACTIVITY**

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**THE SPECIAL ASSURANCE REPORT ON THE USE OF PROCEEDS FROM  
THE PREVIOUS FUND RAISING ACTIVITY**

Ernst & Young Hua Ming (2013) Zhuan Zi No.60468101\_B08

To the Board of Directors of Ping An Insurance (Group) Company of China, Ltd.

We have been engaged by Ping An Insurance (Group) Company of China, Ltd. to provide assurance on the Utilization Report on the Use of Proceeds from the Previous Fund Raising Activity for the period ended December 31, 2012. It is the responsibility of the board of directors of Ping An Insurance (Group) Company of China, Ltd. to prepare the abovementioned Utilization Report on the Proceeds from Previous Fund Raising Activity in accordance with the Rules Governing the Utilization Report on the Proceeds from Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No.500) issued by the China Securities Regulatory Commission and to ensure its truthfulness, accuracy and completeness and ensure the absence of false statements, misleading representations or material omissions. Our responsibility is to express our assurance opinion on the report on the use of proceeds from the previous fund raising activity based on our assurance work.

We have conducted our assurance work in accordance with the requirements of Chinese CPAs' Standard on Other Assurance Engagements No. 3101 – Assurance Engagements Other Than Audits or Reviews of Historical Financial Information. This standard requires us to plan and conduct our assurance work in order to obtain a reasonable assurance of whether the Utilization Report on the Use of Proceeds from Previous Fund Raising Activity is free from material misstatements. In performing our assurance work, we have carried out requisite procedures, including inquiries, random inspection and examination as well as other procedures we deemed necessary. We are of the opinion that our assurance work has provided a reasonable basis for our opinion.

In our opinion, Ping An Insurance (Group) Company of China, Ltd.'s Utilization Report on the Use of Proceeds from Previous Fund Raising Activity as mentioned above has been prepared in accordance with the Rules Governing the Utilization Report on the Use of Proceeds from Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No.500) issued by the China Securities Regulatory Commission in all material aspects, and fully reflected Ping An Insurance (Group) Company of China, Ltd.'s use of proceeds from the previous fund raising activity for the period ended December 31,2012.

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**APPENDIX III(B) THE SPECIAL ASSURANCE REPORT ON THE USE OF PROCEEDS  
FROM THE PREVIOUS FUND RAISING ACTIVITY**

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This Special Assurance Report is provided for the sole purpose of the current application by Ping An Insurance (Group) Company of China, Ltd. to the China Securities Regulatory Commission in connection with the proposed issuance of A share convertible bonds and should not be used for any other purpose without our prior written consent.

**Ernst & Young Hua Ming LLP**  
*CPA of China*                      *CPA of China*  
**Wu Cuirong**                      **Xiong Shuying**  
Beijing, China

The report set out in this appendix was originally drafted in Chinese and the English translation is for your reference only. In case of any inconsistencies between the Chinese and the English versions, the Chinese version shall prevail.

**Ping An Insurance (Group) Company of China, Ltd.  
Performance Report of the Directors for the Year 2012**

Pursuant to the requirements in the Guidelines on the Operation of the Board of Directors of Insurance Companies (Bao Jian Fa [2008] No. 58) issued by China Insurance Regulatory Commission (the “CIRC”), the board of directors of all insurance companies must conduct due diligence evaluations on the directors on an annual basis, and present a performance report of the directors at the general meetings and the meetings of the supervisory committee. In 2012, all the directors (the “Directors”) of Ping An Insurance (Group) Company of China, Ltd. (the “Company”), in a sincere, diligent, loyal and conscientious manner, performed their duties and responsibilities as stipulated under the relevant laws and regulations and the Articles of Association of Ping An Insurance (Group) Company of China, Ltd. (the “Articles of Association”). The particulars of the performance of duties by the Directors of the Company for the year 2012 are as follows:

The 9th Session of the Board of Directors of the Company (the “Board”) comprised of 16 members, i.e. 5 Executive Directors, 4 Non-executive Directors and 7 Independent Directors. Except for 3 vacancies on the Board resulting from the resignation of 3 Non-executive Directors appointed by HSBC Insurance Holdings Limited and The Hongkong and Shanghai Banking Corporation Limited after all the H shares of the Company in their possession were transferred to relevant subsidiaries of Charoen Pokphand Group Company Limited (CP Group), both the number of the Board members and its composition are in compliance with the requirements set by relevant regulations and the Articles of Association. Eligibility and appointment and resignation of all the Directors is strictly in compliance with the Company Law of PRC, relevant regulations issued by the CIRC, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Articles of Association.

## APPENDIX IV PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2012

### I. Particulars of attendance of meetings

In 2012, 7 meetings were held by the Board of the Company. Except for 2 meetings held by means of communication voting, the remaining 5 meetings were on-site meetings, and particulars of attendance of meetings for the year are as follows:

(Unit: Number)

Name	Number of Board meetings held in the year	Present in person	Present by proxy	Absent	The number of meetings the Directors were not present in person and the reasons therefor
<b>Executive Directors</b>					
Ma Mingzhe	7	7	0	0	/
Sun Jianyi	7	7	0	0	/
Yao Jason Bo	7	7	0	0	/
Ren Huichuan (appointed in July 2012)	4	4	0	0	/
Ku Man (appointed in July 2012)	4	3	1	0	Mr. Ku Man did not attend the 3rd meeting of the 9th Session of the Board due to other business engagements and appointed Mr. Ren Huichuan, the Executive Director, to attend the meeting and vote on his behalf.
Wang Liping (retired in June 2012)	3	3	0	0	/
<b>Non-executive Directors</b>					
Fan Mingchun	6	6	0	0	/
Lin Lijun	7	7	0	0	/
Ng Sing Yip (resigned in February 2013)	7	7	0	0	/

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**APPENDIX IV PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2012**


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Name	Number of Board meetings held in the year	Present in person	Present by proxy	Absent	The number of meetings the Directors were not present in person and the reasons therefor
Li Zhe	7	5	2	0	Ms. Li Zhe did not attend the 21st meeting of the 8th Session of the Board and the 1st meeting of the 9th Session of the Board due to other business engagements and appointed Mr. Ma Mingzhe, the Chairman, to attend the meetings, and vote on her behalf.
Guo Limin	7	2	5	0	Mr. Guo Limin did not attend the 20th and the 21st meetings of the 8th Session of the Board and the 1st to 3rd meetings of the 9th Session of the Board due to other business engagements and appointed Mr. Fan Mingchun, the Vice Chairman, to attend the meetings, and vote on his behalf.
Chen Hongbo (retired in March 2012)	1	1	0	0	/
Wong Tung Shun Peter (resigned in December 2012)	6	2	4	0	Mr. Wong Tung Shun Peter did not attend the 20th meeting of the 8th Session of the Board and the 1st to 3rd meetings of the 9th Session of the Board due to other business engagements and appointed Mr. Ng Sing Yip, the Non-executive Director, to attend the meetings and vote on his behalf.
Cheung Chi Yan Louis (retired in June 2012)	3	3	0	0	/

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**APPENDIX IV PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2012**


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Name	Number of Board meetings held in the year	Present			Absent	The number of meetings the Directors were not present in person and the reasons therefor
		in person	by proxy			
Cheng Siu Hong (appointed in July 2012 and resigned in December 2012)	3	3	0	0		/
<b>Independent Directors</b>						
Zhang Hongyi	7	7	0	0		/
Chen Su	7	6	1	0		Mr. Chen Su did not attend the 1st meeting of the 9th Session of the Board due to other business engagements and appointed Mr. Xia Liping, the Independent Director to attend the meeting and vote on his behalf.
Xia Liping	7	7	0	0		/
Tang Yunwei	7	7	0	0		/
Lee Carmelo Ka Sze	7	7	0	0		/
Woo Ka Biu Jackson	7	7	0	0		/
Stephen Thomas Meldrum (appointed in July 2012)	4	3	1	0		Mr. Stephen Thomas Meldrum did not attend the 1st meeting of the 9th Session of the Board due to being abroad and appointed Mr. Tang Yunwei, the Independent Director to attend the meeting and vote on his behalf.
Chung Yu-wo Danny (retired in June 2012)	3	2	0	1		Mr. Chung Yu-wo Danny did not attend the 19th meeting of the 8th Session of the Board due to being abroad.

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**APPENDIX IV PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2012**

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**II. Particulars of opinions expressed**

Save as the abstentions from voting of some Directors due to conflict of interest as stated below, all the Directors who attended the meetings expressed their opinions on all the resolutions that were proposed at the Board meetings in 2012 and, after thorough consideration, voted in favor of such resolutions. All the resolutions of the Board have been unanimously approved without any abstentions or dissenting votes.

<b>Date</b>	<b>Meeting</b>	<b>Matters to resolve</b>	<b>Directors shall abstain from voting</b>	<b>Note</b>
March 15, 2012	20th meeting of the 8th Session of the Board	“the Resolution on Recommendation of Director Candidates for the 9th Session of the Board of the Company”	Relevant Directors abstained from voting when they were recommended as candidates for Directors of the 9th Session of the Board	
		“the Resolution relating to Reviewing the Continuing Connected Transactions Conducted Between Ping An Group and Connected Banks in the Ordinary and Usual Course of Business”	Messrs. Wong Tung Shun Peter, and Ng Sing Yip	
April 27, 2012	21st meeting of the 8th Session of the Board	“the Resolution on Election of the Vice Chairman of the 8th Session of the Board”	Mr. Fan Mingchun	
		“the Resolution on Consideration of the Term-of-office Audit Report of the Executive Vice President Mr. Sun Jianyi”	Mr. Sun Jianyi	

## APPENDIX IV PERFORMANCE REPORT OF THE DIRECTORS FOR THE YEAR 2012

Date	Meeting	Matters to resolve	Directors shall abstain from voting	Note
July 25, 2012	1st meeting of the 9th Session of the Board	“the Resolution on Election of the Chairman and Vice Chairman of the 9th Session of the Board”	Messrs. Ma Mingzhe, Fan Mingchun and Sun Jianyi abstained from voting, respectively	
		“the Resolution on Appointment of Mr. Ma Mingzhe as the CEO of the Company”	Mr. Ma Mingzhe	
		“the Resolution on Appointments of the Senior Management of the Company”	Messrs. Sun Jianyi, Ren Huichuan, Yao Jason Bo and Ku Man abstained from voting, respectively	
October 30, 2012	3rd meeting of the 9th Session of the Board	“the Resolution on Appointment of Mr. Yao Jason Bo as the Chief Actuarial Officer of the Company”	Mr. Yao Jason Bo	

In 2012, the Directors of the Company conscientiously performed their duties and responsibilities conferred by the Articles of Association, promptly learned the important information of operation of the Company, paid high attention to the development of the Company and actively attended the meetings of the Board during the reporting period. After a duly review on the external guarantees of the Company in 2011, the Independent Directors of the Company believed that the Company had exerted stringent control on risks associated with external guarantees and the external guarantees were in compliance with relevant laws and regulations and the Articles of Association. The Independent Directors have conscientiously considered and made independent advice severally to agree with the following resolutions that were considered by the 8th Session of the Board in 2012: the Resolution on Recommendation of the Non-executive Director Candidate for the 8th Session of the Board, the Resolution on Appointment of Mr. Jin Shaoliang as the Secretary of the Board, the Resolution on Recommendation of Director Candidates for the 9th Session of the Board, the Resolution relating to Reviewing the Continuing Connected Transactions Conducted Between Ping An Group and Connected Banks in the Ordinary and Usual Course of Business and the Resolution on the Connected Transaction regarding Ping An Life’s Subscription of Shares through the Non-public Issuance by Bank of Communications; as well as the following resolutions that were considered by the 9th Session of the Board in 2012: the Resolution on Election of the Chairman and Vice Chairman of the Ninth Session of the Board, the Resolution on Appointment of Mr. Ma Mingzhe as the CEO of the Company, the Resolution on Appointments of the Senior Management of the Company, the Resolution on Amendment to the Articles of Association, the Resolution on Reviewing the Shareholders’ Return Plan for the Next Three Years of the Company and the Resolution on Appointment of Mr. Yao Jason Bo as the Chief Actuarial Officer of the Company.

**III. Multiple ways of understanding the operation and management of the Company**

The Directors actively attended the Board meetings held in 2012, where the Directors conscientiously reviewed the documents and materials presented, and listened to the briefing of the management of the Company regarding the operation and management of the Company. The Directors also actively participated in discussions and sought information that was required for an informed decision for voting. The Company also, on a monthly basis, regularly sent to its Directors documents such as “Correspondence of Directors and Supervisors”, internal newspapers and analysts’ reports, with the aim of ensuring that the Directors can be updated with regard to the information about the operation and management of the Company and the relevant external information. In addition, the Directors also, by email or telephone, maintained contact with the Company, raised relevant questions and requested the provision of the relevant materials.

In October 2012, certain Independent Directors and members of the Supervisory Committee of the Company conducted inspection and review in the Company’s Property & Casualty Insurance, Life Insurance and Annuity Insurance branches, Ping An Bank Kunming Branch and the project of Ping An Real Estate in Yunan. Opinions collected from the vast ground-level staff were considered and constituted as the investigation report to the management of the Company. The management attached great importance to the issues concerned and, after dealing with the issues, made feedback reports on each issue to all the Directors and Supervisors. In addition, upon request of the Directors, the management of the Company also made special reports at the Board meetings on concerns or new business types in which the Directors were interested. These measures, which have enhanced the transparency of operational management of the Company, not only helped foster a sound communication mechanism between the management and the Directors, but also enabled the Directors to make more rational decisions.

All the Directors of the Company consider that they can flexibly learn the operation and management of the Company in multiple ways and through smooth channels with timely feedback, and there exist no obstacles.

**IV. Particulars of directors participating in training sessions**

The Directors can participate in training sessions through various channels and they have proactively participated in the training programs held by the regulators. In November 2012, Mr. Stephen Thomas Meldrum, being the Independent Director of the Company, participated in the twenty-third Session of Training Class for Independent Directors of Listed Companies held by Shanghai Stock Exchange and obtained qualification certificate. By then, all seven Independent Directors of the Company were qualified to take the role as Independent Director. In November 2012, Mr. Sun Jianyi, being an Executive Director of the Company, participated in the 2012 training program for Directors and Supervisors of Listed Companies in Shenzhen held by Shenzhen Securities Regulatory Bureau and obtained qualification certificate. In December 2012, Messrs. Fan Mingchun (being a Non-executive Director of the Company) and Mr. Ku Man (being an Executive Director of the Company) participated in the training session organized for newly appointed directors, supervisors and senior management by the CIRC and obtained the relevant qualification certificates.

In addition, the Company also occasionally organized study sessions for all Directors in the form of on-site lectures or special topic discussions in relation to the laws and regulations newly issued from time to time by the China Securities Regulatory Commission, the CIRC, the Shenzhen Securities Regulatory Bureau and the stock exchanges of Hong Kong and Shanghai, as well as the amendments to the listing rules.

#### **V. Self-appraisal and appraisal of the work of the management in the year**

In 2012, all the Directors diligently and conscientiously exercised and performed their rights and duties as stipulated under the laws and regulations and the Articles of Association. The specialized committees under the Board performed their duties to provide professional advice and suggestions for the decision-making of the Board. Regarding the regular reports, connected transactions and other relevant matters of the Company, the Board made objective and fair judgment, expressed professional opinions or made specific explanations. The Board also conducted supervision and verification in relation to information disclosure. Independent opinions were expressed by the Independent Directors giving consent to engagements of the Directors and senior management and connected transactions.

In 2012, the management of the Company seriously implemented the resolutions passed by the Board of the Company. In the face of the complicated and changing operating environment, the management of the Company responded proactively and maintained the sound and steady development of the principal businesses of insurance, banking and investment. Overall, the business fundamentals of the Company were sound; the principal businesses of the Company were growing steadily and healthily; and the financial position of the Company was sound. In addition, the management of the Company has further strengthened the internal control, risk control and corporate governance of the Company, laying a concrete foundation for the long-term and steady development of the Company.

#### **VI. Prospects for the coming year**

In the coming year, each of the Directors will continue to carry out their duties with honesty and diligence, and faithfully exercise such rights and obligations as required by the relevant laws and regulations and the Articles of Association, with more knowledge about the operation of the Company. Besides, it is their aim to strengthen communication and cooperation with the Board, the Supervisory Committee and the senior management, so as to maintain the interests of the Company and its shareholders as a whole, and ensure a stable development of the Company.

The Board of  
**Ping An Insurance (Group) Company of China, Ltd.**

The report set out in this appendix was originally drafted in Chinese and the English translation is for your reference only. In case of any inconsistencies between the Chinese and the English versions, the Chinese version shall prevail.

**Ping An Insurance (Group) Company of China, Ltd.**  
**Performance Report of the Independent Directors for the Year 2012**

In 2012, we, the Independent Directors of the 9th session of the board of directors (the “Board”) of Ping An Insurance (Group) Company of China, Ltd. (the “Company”), have actively participated in the Board meetings and meetings of the specialized committees under the Board, seriously considered the resolutions submitted to the Board, performed the duties of Independent Directors in a sincere and diligent, loyal and conscientious manner, and expressed objective, fair and independent opinions on matters concerning the Company strictly in accordance with the Company Law of PRC, the Provisional Administrative Measures for Managing Independent Directors of Insurance Companies promulgated by China Insurance Regulatory Commission (the “CIRC”), the Opinions Guiding the Establishment of Independent Directors’ System in Listed Companies and the Working System for Independent Directors promulgated by China Securities Regulatory Commission (the “CSRC”), as well as the provisions of other relevant laws, regulations and rules. The particulars of the performance of duties by the Independent Directors of the Company are as follows:

**I. Particulars of attendance of meetings**

In 2012, 7 meetings were held by the Board of the Company. Except for 2 meetings held by means of communication voting, the remaining 5 meetings were on-site meetings and particulars of attendance of Independent Directors at meetings are as follows:

Unit: Number

Name	Number of Board meetings held in the year	Present		Absent	Notes
		in Person	by proxy		
Zhang Hongyi	7	7	0	0	/
Chen Su	7	6	1	0	Mr. Chen Su did not attend the 1st meeting of the 9th Session of the Board due to other business engagements and appointed Mr. Xia Liping, the Independent Director, to attend the meeting and vote on his behalf.
Xia Liping	7	7	0	0	/
Tang Yunwei	7	7	0	0	/

Name	Number of Board meetings held in the year	Present in Person	Present by proxy	Absent	Notes
Lee Carmelo Ka Sze	7	7	0	0	/
Woo Ka Biu Jackson	7	7	0	0	/
Stephen Thomas Meldrum (appointed in July 2012)	4	3	1	0	Mr. Stephen Thomas Meldrum did not attend the 1st meeting of the 9th Session of the Board due to being abroad and appointed Mr. Tang Yunwei, the Independent Director, to attend the meeting and vote on his behalf.
Chung Yu-wo Danny (retired in June 2012)	3	2	0	1	Mr. Chung Yu-wo Danny did not attend the 19th meeting of the 8th Session of the Board due to being abroad.

As Independent Directors, we conscientiously reviewed the resolutions submitted to the Board before Board meetings, requested for background information from the Company and supplementary materials whenever needed. During the Board meetings, we listened attentively to the briefings given by the senior management on the operation and management of the Company, seriously considered every subject matter on the agenda, actively participated in discussions and offered suggestions for improvement from our own professional perspectives, which played a positive role in the decision-making process of the Board.

In 2012, all major decisions concerning the operation of the Company were adopted strictly in accordance with the relevant procedures. The Board meetings and meetings of the specialized committees under the Board were legal and valid. All the resolutions have been unanimously approved by the Independent Directors attending the Board meeting without any abstentions or dissenting votes and there was no situation where we were not able to express our opinions.

## II. Expressing independent opinions

In 2012, the Independent Directors of the Company made independent and objective judgment and expressed independent opinions regarding matters including the appointment and engagement of Directors and senior management, in accordance with the Opinions Guiding the Establishment of Independent Directors' System in Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the "SSE Listing Rules") and other relevant regulations. The details are set out as follows:

1. At the nineteenth meeting of the 8th Session of the Board held on January 12, 2012, the Independent Directors expressed the Independent Opinion on the Engagement of the Secretary of the Board and the Replacement of Directors, which opined that:
  - (1) the Company's nomination, consideration and voting procedures of Mr. Fan Mingchun to be a candidate for Non-executive Director complied with the relevant laws, administrative regulations and requirements of the Articles of Association, and agreed to submit the relevant resolution to the Board and the general meeting of the Company for consideration; and
  - (2) the Company's nomination, consideration and voting procedures of Mr. Jin Shaoliang to be appointed as the Secretary of the Board complied with the relevant laws, administrative regulations and requirements of the Articles of Association, and agreed to submit the relevant resolution to the Board for consideration.
2. At the twentieth meeting of the 8th Session of the Board held on March 15, 2012, the Independent Directors expressed the following independent opinions:
  - (1) The Independent Opinion on the Recommendation of Candidates for Directors of the 9th Session of the Board, which opined that the Company's nomination, consideration and voting procedures of the candidates for Directors complied with the relevant laws, administrative regulations and requirements of the Articles of Association, and agreed to submit the relevant resolutions to the Board and the general meeting of the Company for consideration;
  - (2) The Independent Opinion on the Continuing Connected Transactions Between Ping An Group and the Connected Banks, which opined that the continuing connected transactions would be conducted in the ordinary and usual course of business of Ping An Group on normal commercial terms, and the general terms of trade were entered into after arm's length negotiation and having considered the transaction nature, amount and duration, market conditions and applicable industry practices. The terms are equal, fair and just, and under no circumstances the interest of the Company and its shareholders would be harmed. Also, the estimated cap of the daily connected transactions was reasonable, and beneficial to the normal execution and future development of the daily operations of Ping An Group, which would be in the interest of the Company and its shareholders as a whole; and

- (3) The Independent Opinion on the Connected Transaction regarding Ping An Life's Subscription of Shares through the Non-Public Issuance by Bank of Communications, which opined that the connected transaction conducted by the Company complied with the principles of openness, fairness and justice generally accepted in securities markets. The transaction was an equity investment conducted on normal commercial terms without any transfer of benefits or any abuse of the interest of minority shareholders, and was in the commercial interest of the Company as a whole.

At this Board meeting, the Independent Directors also expressed the Specific Explanation and Independent Opinion on External Guarantees after reviewing on the external guarantees of the Company in 2011, which opined that the Company was able to keep the risk of external guarantee under strict control and the external guarantees complied with the relevant laws and regulations and the provisions of the Articles of Association.

3. At the first meeting of the 9th Session of the Board held on July 25, 2012, the Independent Directors expressed the following independent opinions:
  - (1) The Independent Opinion on Election of the Chairman and Vice Chairman and the Engagement of Senior Management, which opined that the Company's nomination, consideration and voting procedures of the above-mentioned personnel complied with the relevant laws, administrative regulations and requirements of the Articles of Association, and agreed to submit the relevant resolutions to the Board for consideration; and
  - (2) The Independent Opinion on Amendment to the Articles of Association and the Shareholders' Return Plan for the Next Three Years, which opined that in the process of amending the Articles of Association and formulating the shareholders' return plan, the Company had carried out comprehensive analysis on the business environment of the financial industry, capital requirements of financial groups, needs of domestic and overseas shareholders, cost of social funds, external financing environment and policies of regulatory authorities and other factors, and took full account of the reasonable investment returns to investors, thus establishing a continuous, stable and scientific return mechanism for investors. In addition, after consideration of the Company's cash dividend situation for the last three years and the dividend plan for the next three years, all the Independent Directors considered that the Company adhered to the continuity and stability of its profit allocation policy.

All the Independent Directors concurred on the amendment to the Articles of Association and the shareholders' return plan and agreed to submit the resolutions to the Board for consideration, and to propose the amendment to the Articles of Association to the general meeting of the Company for consideration after it's passed by the Board.

4. At the third meeting of the 9th Session of the Board held on October 30, 2012, the Independent Directors expressed the Independent Opinion on the Appointment of Mr. Yao Jason Bo as the Company's Chief Actuarial Officer, which opined that Mr. Yao Jason Bo possessed the capabilities suitable for the role as the Company's Chief Actuarial Officer, and that the Company's nomination, consideration and voting procedures of Mr. Yao Jason Bo complied with relevant laws, administrative regulations and the relevant provisions of the Articles of Association and agreed to submit the relevant resolutions to the Board for consideration.

### III. Multiple ways of understanding the operation and management of the Company

The Independent Directors of the Company actively attended the Board meetings held in 2012, where they conscientiously reviewed the documents and materials presented, and listened to the briefing of the management of the Company regarding the operation and management of the Company. The Directors also actively participated in discussions and sought information that was required for an informed decision for voting. The Company also, on a monthly basis, regularly sent to its Directors such documents as "Correspondence of Directors and Supervisors", internal newspapers and analysts' reports, with the aim of ensuring that the Directors can be updated with regard to the information about the operation and management of the Company and the relevant external information. In addition, the Directors of the Company also, by email or telephone, maintained contact with the Company, raised relevant questions and requested the provision of the relevant materials.

In October 2012, certain Independent Directors and members of the Supervisory Committee of the Company conducted inspection and review in the Company's Property & Casualty Insurance, Life Insurance and Annuity Insurance branches, Ping An Bank Kunming Branch and the project of Ping An Real Estate in Yunan. Opinions collected from the vast ground-level staffs were considered and constituted as the investigation report to the management of the Company. The management attached great importance to the issues concerned and, after dealing with the issues, made feedback reports on each issue to all Directors and Supervisors. In addition, upon request of the Directors of the Company, the management of the Company also made special reports at the Board meetings on concerns or new business types in which the Directors were interested. These measures, which have enhanced the transparency of operational management of the Company, not only helped foster a sound communication mechanism between the management and the Directors, but also enabled the Directors to make more rational decisions.

All the Independent Directors of the Company believe that they can flexibly learn the operation and management of the Company in multiple ways and through smooth channels with timely feedback, and there exist no obstacles.

**IV. Playing an important role in the preparation of annual report**

The Independent Directors faithfully carried out their duties and obligations in the preparation of the Company's annual report for 2012 in accordance with the Notice on the Preparation of 2012 Annual Report by Listed Companies and the Regular Report of Listed Companies Working Memorandum No. 5 – Working Guidelines for Independent Directors During Annual Report Period issued by the Shanghai Stock Exchange. Prior to initiating the preparation of the Company's latest annual report, a detailed working plan for the annual report was formulated and submitted to each Independent Director for review. Before the certified public accountants engaged for the annual auditing stepped in, all the Independent Directors listened to the briefing made by the person in charge of finance of the Company on the arrangements for the annual auditing work and the auditing plan of the accounting firm for the 2012 financial report. In addition, all the Independent Directors also listened to the 2012 operation report delivered by the management and other briefings related to the operation of the Company, and examined the auditing materials submitted by the person in charge of finance of the Company and the certified public accountants responsible for the auditing work. In the absence of representatives from the Company, members of the Audit and Risk Management Committee under the Board met face-to-face with the certified public accountants engaged for the annual auditing work in order to get access to true and accurate information regarding the auditing of the Company and possible problems occurring in the auditing process. The Independent Directors played an important role in the supervision and verification of the preparation of the annual report.

**V. Protecting the rights and interests of investors**

The Independent Directors exerted great efforts on the improvement of corporate governance in the Company, and fully leveraged on their roles of balancing in corporate governance, thereby protecting the legal rights and interests of the Company and minority shareholders. In 2012, the Independent Directors seriously reviewed the materials provided by the Company for the resolutions needed to be considered by the Board, acquired detailed information concerning the drafting of the resolutions, contributed to the sustained and sound development of the Company, and provided strong protection for the interests of the investors. For matters concerning the operation, management and connected transactions of the Company, the Independent Directors listened attentively to the relevant briefings and obtained timely information about the day-to-day operation and potential operation risks of the Company. In addition, all the Independent Directors also further improved their understanding and knowledge of relevant regulations, especially those concerning the regulations of corporate governance structure and protection of public shareholder interests, so as to better protect the interests of the Company and investors, and cultivate the ideology for protecting the rights and interests of all shareholders.

All the Independent Directors continued to pay attention to the information disclosure of the Company and external media reports about the Company, and reported relevant information to the Company in a timely manner to let the senior management fully understand the requests of minority investors and improve the transparency of information disclosure of the Company.

In 2012, the management of the Company earnestly carried out the resolutions approved by the Board. In face of the complicated and volatile business environment, the management responded with proactive measures, and maintained the sound and stable development of insurance, banking, investment and other main businesses of the Company. In 2013, all the Independent Directors will, strictly in accordance with the requirements of laws and regulations on the Independent Directors, continue to strengthen communication and cooperation with the Board, the Supervisory Committee and the management, fulfill their duties with faithfulness, diligence and responsibility, and earnestly uphold the interests of the Company and all shareholders, especially those of minority shareholders.

Independent Non-executive Directors: Zhang Hongyi, Chen Su, Xia Liping, Tang Yunwei, Lee Carmelo Ka Sze, Woo Ka Biu Jackson and Stephen Thomas Meldrum.

The report set out in this appendix was originally drafted in Chinese and the English translation is for your reference only. In case of any inconsistencies between the Chinese and the English versions, the Chinese version shall prevail.

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**APPENDIX VI      REPORT ON CONNECTED TRANSACTIONS AND  
IMPLEMENTATION OF MANAGEMENT SYSTEM OF  
CONNECTED TRANSACTIONS FOR THE YEAR 2012**

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**Ping An Insurance (Group) Company of China, Ltd.  
Report on Connected Transactions and Implementation of Management System  
of Connected Transactions for the Year 2012**

In 2012, Ping An Insurance (Group) Company of China, Ltd. (the “Ping An Group” or the “Company”) continued to place high priority on connected transaction management and strictly adhered to laws, regulations and regulatory requirements. With the goal of optimizing the regularization and standardization of the management system for connected transactions, the organizational structure and system of connected transaction management were consistently optimized and the systemized platform establishment of connected transactions was enhanced, ensuring the management mechanism of connected transactions continued to operate in a standardized and effective manner. According to the requirements of China Insurance Regulatory Commission (the “CIRC”), the report on connected transactions and implementation of management system of connected transactions for the year 2012 is displayed below:

**I. BASIC INFORMATION ON CONNECTED PARTIES AND CONNECTED TRANSACTIONS OF THE COMPANY**

**(I) Basic information on connected parties**

According to the recognized standards set by regulatory bodies such as CIRC, Shanghai Stock Exchange (“SSE”) and the Stock Exchange of Hong Kong Limited (the “HKEx”), the list of connected parties of Ping An Group for 2012 is as follows:

<b>Criterion of connected parties</b>	<b>Connected legal persons</b>	<b>Connected natural persons</b>	<b>Total</b>
Criterion of CIRC	252	140	392
Criterion of SSE	135	40	175
Criterion of HKEx	48	295	343
Criterion of Accounting Standards for Business Enterprises	234	39	273
<b>Connected parties as defined under all criteria</b>	<b>409</b>	<b>293</b>	<b>702</b>

**(II) Basic Information of Connected Transactions**

In 2012, the Company’s connected transactions can be generally categorized as: deposits, providing guarantees, entrusted or trusted asset and business management, and provision or acceptance of labor service, etc. between Ping An Group and its connected parties.

**II. IMPLEMENTATION OF THE COMPANY'S CONNECTED TRANSACTION  
MANAGEMENT SYSTEM**

**(I) Establishment of the connected transaction management system**

Guided by the corporate strategic objective of becoming “a leading global integrated financial services provider”, Ping An Group strictly adhered to the external regulatory requirements of connected transactions and established a systemized, standardized and clearly layered internal control system for connected transactions which spans the entire Group, as well as establishing a robust operating mechanism. The Board of Directors of the Company (the “Board”) and the management of the Company continued to place high priority on the management and standardized operations of connected transactions. By building on the management results of 2011, the Company continued to implement various management measures, further optimized the management system and work flow of connected transactions, and established a good operating management mechanism and platform by combining business development. Standardization and regulation of the Company's connected transactions and standardized management standards were fully enhanced, setting an example of compliance for connected transactions in the Ping An integrated financial services group. It guaranteed to realize highly effective, sustainable and healthy development of the Group, fulfill the corporate social responsibility, and create a Reliance Program of Ping An.

Led by the Board and the management of the Company, Ping An Group continued to revise the management systems of connected transactions, optimized the business workflow, clearly defined the duties of departments, ensuring the transparency of decisions and the fairness of prices of connected transactions. The standardization and completeness of connected transaction management systems of subsidiaries was also promoted, which enhanced the Company's governance standards. For example:

In order to standardize the connected transactions between the Group and its subsidiaries and their connected parties and to ensure the principles of openness, fairness and justice are upheld, the management workflow of connected transactions was standardized. Ping An Group amended the Disclosure Guidelines for Connected Transactions on the Stock Exchanges (2009 version) and issued the Connected Transaction Management System (2012 version) in May 2012 which defined the duties of management departments and business departments of connected transaction, refined the auditing requirements of pricing, optimized the recognition, approval and disclosure workflow of connected transactions on the stock exchange level, enhanced the standardization of document management, optimized the monitor and penalty systems, guided subsidiaries to establish a standardized transaction system, and provided system guidelines for the sustained and effective operation of the connected transaction mechanism. Guided by the latest management system of Ping An Group, the subsidiaries adhered to the “Regulation +1” principle and established regularized and standardized connected transaction management structures and systems which guarded against regulatory and compliance risk of connected transactions.

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Meanwhile, Ping An Group gradually launched a series of universal training courses related to management knowledge of connected transactions. Personnel from business departments and management function departments received face-to-face training and advice through mail, which enhanced the understanding and implementation ability of regulatory rules and internal management requirements by executives of the Group and its subsidiaries. Guided by the approach of “promote cross-selling, and let technology boost traditional financial services” to attain its strategic target, Ping An Group recognized the importance of the use of technology in the establishment of the connected transaction management platform. Phase one of the automated accreditation system of connected transaction was developed and brought online. By sharing parts of the data platform, automated accreditation of commission from individual cross selling was realized, while the standardized processing of connected transaction accounts and the accuracy of financial information were ensured. It is planned to gradually expand the application areas of the platform, providing advanced, complete and effective technical support for the accurate and effective fulfillment of management system requirements.

**(II) Consideration and approval of connected transactions**

According to the regulations issued by the CIRC, SSE and HKEx, the connected transactions or material connected transactions disclosed by Ping An Group must be considered and approved by the Board or the general meeting. Also, the “Provisional Administrative Rules Governing Connected Transactions of Insurance Companies” requires the Independent Directors of the Company to review the fairness and internal auditing procedures of material connected transactions.

In 2012, the connected transactions and material connected transactions disclosed by Ping An Group have been considered and approved by the Board and the general meeting were in compliance with the relevant regulations. Connected Directors abstained from voting when the relevant matters were voted by the Board. The consideration procedures were legal and valid.

**(III) Disclosure and documentation of connected transactions**

Ping An Group complied with the relevant requirements set by external regulatory authorities, such as the “Provisional Administrative Rules Governing Connected Transactions of Insurance Companies”, the “Guidelines for Conducting Connected Transactions for Companies listed on SSE”, the “Rules Governing Information Disclosure of Listed Companies” and the “Rules Governing the Listing of Securities on the HKEx” (the “HKEx Listing Rules”), can fulfill the disclosure and documentation obligations of connected transactions to be conducted or have been conducted.

In 2012, the disclosure and documentation of Ping An Group were as follows:

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*(1) According to CIRC regulations*

The “Provisional Administrative Rules Governing Connected Transactions of Insurance Companies” issued by CIRC provide that “material connected transactions done by insurance companies shall be reported to the CIRC within 15 business days after being conducted” and “material connected transactions refer to transactions between insurance companies and a connected party where the amount of the single transaction is worth over 1% of the insurance company’s net assets at the end of last year and exceeds RMB5 million, or the accumulated amount of transactions between an insurance company and a connected party within an accounting period is worth over 10% of the insurance company’s net assets at the end of the previous year and exceeds RMB50 million”. **Taking into account the financial data of Ping An Group, connected transactions which need to be documented with the CIRC in 2012 were connected transactions with single amount exceeding RMB1,308,670,000 and connected transactions with accumulated amount exceeding RMB13,086,700,000.**

*(2) According to SSE regulations*

The “Guidelines for Conducting Connected Transactions for Companies listed on SSE” provide that: “Clause 18. Any connected transaction with a transaction amount exceeding RMB300,000 entered into between a listed company and a connected natural person should be disclosed promptly (other than those guaranteed by the listed company).” and “Clause 19. Any connected transaction with a transaction amount exceeding RMB3,000,000 entered into between a listed company and a connected corporate legal person, which also represents more than 0.5% of the absolute value of the latest audited net assets of the company, should be disclosed promptly (other than those guaranteed by the listed company)” and “Listed companies conducting daily connected transactions as set out in item 11 to item 15 of Clause 12 of these guidelines with connected persons shall perform the decision-making procedures and fulfill disclosure obligation as required under specific situation.” Ping An Group’s audited net assets attributable to the parent company in 2011 was RMB130,867,000,000. **According to SSE regulations, connected transactions required to be disclosed to SSE are: a. non-guaranteed connected transactions with connected natural persons with an amount exceeding RMB300,000; b. non-guaranteed connected transactions with connected corporate legal persons in 2012 with an amount exceeding RMB654,340,000; c. daily connected transactions with connected persons in accordance with regulations; d. the listed company providing guarantees for connected persons.**

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*(3) According to HKEx regulations*

According to the HKEx Listing Rules, connected transactions which are entered into on normal commercial terms, with any of the assets ratio, revenue ratio, consideration ratio or equity ratio exceeding 0.1%, are subject to disclosure and reporting requirements. **Taking into account the financial data of the Group, any connected transaction that satisfies one of the following conditions shall be disclosed to the HKEx: (1) transactions with total assets amounting to RMB2,285,424,000 or above; (2) transactions with a revenue attributable to subject matter of the transaction amounting to RMB272,244,000 or above; and (3) transactions involving the issue of share capital by the Group as consideration with an amount exceeding RMB7,916,000.**

In addition, according to SSE and HKEx regulations, connected transactions between the controlled subsidiaries of a listed company and its connected persons which meet the requirements of the abovementioned items (2) and (3) shall be treated as the Group's connected transactions which are subject to disclosure on the stock exchanges.

According to the abovementioned regulatory restrictions, the following connected transactions or material connected transactions met disclosure requirements occurred to Ping An Group and its controlling subsidiaries. In particular:

1. The Company's controlling subsidiary Ping An Life Insurance Company of China, Ltd. (the "Ping An Life") entrusted Ping An Asset Management Co., Ltd. to subscribe for 705,385,012 A shares of Bank of Communications Co., Ltd. (the "Bank of Communications") issued under a non-public offering at a subscription price of RMB4.55 per share.
2. Deposit and non-deposit type daily connected transactions between the Company and its controlling subsidiaries and Bank of Communications.
3. Deposit and non-deposit type daily connected transactions between the Company and its subsidiaries and The Hongkong and Shanghai Banking Corporation Limited (the "HSBC", including banking subsidiaries of HSBC).

**(IV) Fairness in pricing of connected transactions**

The Company continued to place high importance on the fairness in pricing of connected transactions. Transactions with connected parties must be conducted along with the principles of compliance, integrity and fairness, and must not deviate from pricing or fee standards of independent third parties on the market. In 2012, the connected transactions of the Company and transactional parties upheld the principles of independent transactions. The pricing of connected transactions was fair and just, effectively protecting the interests of the Company and shareholders as a whole.

In addition, Ping An Group has engaged Ernst & Young (China) Advisory Limited to prepare an annual analysis report on the pricing for equity transfer in the year in accordance with “Guo Shui Fa (2009) No. 2 – the Circular on the issue of Special Measures for CIT Adjustment (Trial)”. The report set out the pricing for various kinds of connected transactions of Ping An Group, and made comparable analysis and verification on its fairness.

**(V) Special internal audit of connected transactions**

According to CIRC regulations, the special internal audit team for connected transactions of Ping An Group was tasked to conduct special internal audit on the Group’s connected transactions and the implementation of the connected transaction management system in 2012. The results of the audit showed that the Company closely adhered to laws and regulations and regulatory restrictions and proposed higher standards for connected transaction management. With the goal of optimizing the regularization and standardization of the connected transaction management system, the Company continuously optimized the connected transaction operational mechanism, facilitated the pace in establishing a systemized platform for connected transactions and strictly implemented various management system requirements, which maintained the effective operation of the connected transaction management mechanism.

Also, with the development of the integrated financial business, there was room for improvement of Ping An Group’s data management, document management and daily monitoring in connected transactions. The special internal audit team has given its suggestions regarding the management to the respective responsible departments and most of its suggestions were adopted and implemented. Only some of the ideas need to be further revised regarding the optimization of its mechanism and system, and the respective responsible departments have submitted specific rectification measures and schemes.

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**III. CONCLUSION**

In 2012, in the aspects of connected transaction management and implementation, Ping An Group, based on the external regulatory measures and internal management system and a high standard of connected transaction management and system implementation, continued to strictly adhere to the latest requirements of regulatory authorities and The “Regulation +1” principle, consolidated the standardized foundation of the management and implementation of the Group’s connected transaction, optimized the connected transaction management system and operating mechanism, fully enhancing the Group’s management standard of connected transactions. The Group’s understanding and implementation capability of regulatory restrictions were enhanced by enhancing standardization and providing training and advice beforehand. The monitoring and penalty mechanism were optimized by optimizing information management of connected parties, refining pricing approval and decisional rules and strengthening the execution of information disclosure. The “before, during and after event” management mechanism of connected transactions was further optimized while the connected transaction decisions remained transparent. Pricing was fair and just while information disclosure was timely and complete, effectively protecting the overall interests of shareholders and customers.

Ping An Group will continue to enhance standardized and regulated management of connected transactions and comply with laws and regulations, and thus ensuring that the Company’s operation is in compliance with laws and regulations, corporate governance level is improved and the Company’s development is sustainable and healthy.

**Ping An Insurance (Group) Company of China, Ltd.**

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