

**Resolution of the Third Shareholders' General Meeting 2010**

**Ping An Health Insurance Company of China, Ltd.**

平安健康保险股份有限公司

**2010年第三次临时股东大会决议**

<b>Date of meeting:</b>	November 22 <sup>nd</sup> 2010
会议日期:	2010年11月22日
<b>Voting method:</b>	Voting by correspondence
会议方式:	通讯表决
<b>Minutes keeper:</b>	Wu Xinchun
记录:	吴新春

The Third Shareholders' General Meeting 2010 of the Company was held by way of voting by correspondence on November 22<sup>nd</sup> 2010. The following shareholders were present at the meeting:

公司 2010 年第三次股东大会于 2010 年 11 月 22 日以通讯表决形式召开。出席会议的有以下股东单位:

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

中国平安保险（集团）股份有限公司，

Ping An Life Insurance Company of China, Ltd.,

中国平安人寿保险股份有限公司，

Ping An Property & Casualty Insurance Company of China Ltd.,

中国平安财产保险股份有限公司，

China Ping An Trust & Investment Co., Ltd., and

平安信托有限责任公司，及

Shenzhen Ping'an Innovation Capital Investment Co., Ltd.

深圳市平安创新资本投资有限公司。

The above shareholders represented a total number of 500 million shares and accounted for 100% of the total share capital of the Company, i.e. 500 million shares, thus satisfying the quorum for a shareholders' meeting under the *Company Law of the People's Republic of China*. The shareholders' general meeting is valid.

以上参会的股东单位代表总股权数为 5 亿股，占公司总股本 5 亿股的 100%，达到了《中华人民共和国公司法》规定的股东到会比例，股东大会有效。

The meeting considered and unanimously approved the following resolutions:

会议审议并一致通过了以下决议：

- (a) *The Proposal on Appointment of the Directors to the Third Board of Directors.* The appointment of each of Lu Min, Zhang Zhentang, Liang Jiaju, Wang Liping, Yao Bo, Mai Weilin, Cai Fangfang, Du Yongmao, Gu Min, Ren Huichuan, Luo Shili, Li Yuanxiang, Adrian Gore, Barry Swartzberg and Johan van Rooyen to the Third Board of Directors of the Company be approved, in each case subject to the obtaining by the same candidates of the relevant qualifications as approved by the CIRC; the appointment of each of the candidates recommended by Discovery Holdings Limited ("**Discovery**"), i.e. Adrian Gore, Barry Swartzberg and Johan van Rooyen to the board of directors of the Company shall also be subject to the approval by the CIRC of the Amended and Restated Articles of Association;

《关于选举第三届董事会董事候选人的议案》，同意任命陆敏、张振堂、梁家驹、王利平、姚波、麦伟林、蔡方方、杜永茂、顾敏、任汇川、罗世礼、李源祥、Adrian Gore、Barry Swartzberg 和 Johan van Rooyen 为第三届董事会候选人，在获得中国保监会董事任职资格后正式出任本公司董事。此外，Discovery 推荐的董事候选人 Adrian Gore、Barry Swartzberg、Johan van Rooyen 均以中国保监会批准经修订和重述的章程为前提。

- (b) *The Proposal on Appointment of the Members of the Third Supervisory Board.* The appointment of each of Richard Farber and Ye Sulan to the Third Supervisory Board of the Company be approved, in each case subject to the obtaining by the same candidates of the relevant qualifications as approved by the CIRC; The appointment of Hou Beibei as employee supervisor elected by employee meeting on 5 Nov 2010 to the Third Supervisory Board of the Company be approved, in each case subject to the obtaining by the same candidates of the relevant qualifications as approved by the CIRC; the appointment of the candidate recommended by Discovery, i.e. Richard Farber to the supervisory board of the Company shall also be subject to the approval by the CIRC of Discovery's Investment and being Shareholder of the Company;

《关于选举第三届监事会成员的议案》，同意任命 Richard Farber、叶素兰为第三届监事会候选人，在获得中国保监会监事任职资格后正式出任本公司监事。另外，公司亦于 2010 年 11 月 5 日召开了职工代表大会，选举侯蓓蓓出任公司员工代表监事，在获得中国保监会监事任职资格后正式出任本公司监事。此外，Discovery 推荐的监事候选人 Richard Farber 正式出任本公司监事还需以 Discovery 投资入股本公司相关程序完成并正式成为本公司股东为前提。

- (c) the proposal to approve the Initial Business Plan in the form attached as Appendix A to these resolutions; and

关于批准初期业务计划的议案（格式参见本决议附件 A）；及

- (d) the proposal to approve the Amended and Restated Articles of Association of the Company in the form attached as Appendix B to these resolutions which have been prepared pursuant to the CIRC's Opinions on Regulating the Bylaws of Insurance Companies (BAO JIAN FA [2008] No. 57), Guidelines for the Operation of the Board of Insurance Companies (BAO JIAN FA [2008] No. 58) and relevant comments of the CIRC on the Amended and Restated Articles of Association.

关于批准公司经修订和重述的章程的议案（经修订和重述的章程格式参见本协议附件 B）。  
对公司章程的修改系根据保监会《关于规范保险公司章程的意见》（保监发[2008]57 号）、  
《保险公司董事会运作指引》（保监发[2008]58 号）和保监会的相关章程修改意见要求所作。

The above resolutions are hereby concluded.

特此决议

Secretariat of the Board of Directors

Ping An Health Insurance Company of China, Ltd.

平安健康保险股份有限公司

董事会秘书处

November 22<sup>nd</sup> 2010

2010 年 11 月 22 日