

Ping An Health Insurance Company, Ltd. (PAH)
Resolution of Annual General Meeting of Shareholders for 2010

平安健康保险股份有限公司
2010 年度股东大会决议

Date of meeting: April 28, 2011

时 间: 2011 年 4 月 28 日

Form: Voting by correspondence

会议方式: 通讯表决

Attending shareholders:

出席股东:

——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

——Ping An Trust Co., Ltd.

——平安信托有限责任公司

——Ping An Innovative Capital Investment Co., Ltd.

——深圳市平安创新资本投资有限公司

——Discovery Holdings Limited

—Discovery Holdings Limited

Presided by: Min Lu (Chairman)

主 持: 陆敏 (董事长)

Recorded by: Wilson Wu (Secretary to the Board of Directors)

记 录: 吴新春 (董事会秘书)

The shareholders' meeting of Ping An Health Insurance Company of China, Ltd. (the "Company") for 2010 was held on Apr. 28, 2011 by correspondence. The shareholders present at the meeting are: Ping An Insurance (Group) Company of China, Ltd.; Ping An Life Insurance Company of China, Ltd.; Ping An Property & Casualty Insurance Company of China, Ltd.; Ping An Trust & Investment Co. Ltd.; Ping An Innovative Capital Investment Co., Ltd.; Discovery Holdings Limited. The meeting was chaired by Lu Min, Chairman of PAH.

平安健康保险股份有限公司(以下简称“公司”)2010年年度股东大会于2011年4月28日以通讯表决方式召开,出席会议的有以下股东单位:中国平安保险(集团)股份有限公司、中国平安人寿保险股份有限公司、中国平安财产保险股份有限公司、平安信托投资有限责任公司、深圳市平安创新资本投资有限公司和 Discovery Holdings Limited。会议由公司董事长陆敏先生主持。

These shareholders represent 625mn shares, or 100% of total share capital of PAH. The percentage meets the requirement on attendance of shareholders under the Company Law of the People's Republic of China. So, the shareholders' meeting is effective. The following resolution has been adopted at the meeting:

以上参会的股东单位代表总股权数为 6.25 亿股, 占股份公司总股本 6.25 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。大会作出如下决议:

1. The meeting reviewed the *Annual Work Report of PAH Board of Directors for 2010*, which was approved unanimously by all the shareholders present at the meeting. Representatives of shareholders fully recognized the achievements made by PAH Board of Directors in 2010. The meeting maintains that all members of the Board of Directors conscientiously performed their responsibilities in accordance with the Company Law of the People's Republic of China and PAH Articles of Association, and effectively ensured compliant development of the Company. In 2010, PAH made some achievements in platform building, branch establishment, and operation/management, established the basic operation platform which paves way for future development. But meanwhile, PAH also countered some problems and difficulties which may restrict future development if they are not addressed. The meeting maintains that through effort together, the company will realize greater development in operation and management in 2011.

大会审议了《公司董事会 2010 年度工作报告》，并以出席股东大会的股东所持表决权的 100%通过了该报告。各股东代表对董事会在 2010 年度内取得的成绩给予了充分的肯定。会议认为：2010 年董事会全体成员按照《中华人民共和国公司法》和公司章程等有关规定，认真、尽职地履行了董事职责，有效保证了公司合法、合规地稳健发展。2010 年公司在平台建设、机构设立和经营管理方面取得了一定的成绩，建立了基本的运作平台，为未来的发展打好基础，但与此同时，公司发展也面临一些问题，如果不能解决将制约公司长期的发展。会议认为：通过公司上下的积极努力，2011 年公司将在经营和管理方面取得更大发展。

2. The meeting reviewed the *Annual Work Report of PAH Board of Supervisors for 2010*, which was approved unanimously by all the shareholders present at the meeting. Representatives of shareholders fully recognized the achievements made by PAH Board of Supervisors in 2010. The meeting maintains that all members of the Board of Supervisors conscientiously performed supervisory responsibilities in accordance with the Company Law of the People's Republic of

China and PAH Articles of Association, followed the principle of honesty and credit, and effectively protected rights and interests of shareholders, the Company and staff.

大会审议了《公司监事会 2010 年度工作报告》，并以出席股东大会的股东所持表决权的 100%通过了该报告。各股东代表对监事会在 2010 年度内取得的成绩给予了充分的肯定。会议认为：2010 年监事会全体成员按照《中华人民共和国公司法》和本公司章程等有关规定，遵守诚信原则，认真履行监督职责，有效维护了股东、公司、员工的权益和利益。

3. The meeting reviewed the *Proposal on Profit Distribution for 2010*, which was approved unanimously by all the shareholders present at the meeting. According to the 2010 Financial Accounts, PAH suffered a loss of RMB30,609,060 in 2010. As of the end of 2010, the accumulated profit that can be distributed to shareholders was RMB-23,041,765. Given the demands of the Company's future business development, PAH plans not to distribute the profit in 2010.

大会审议了《关于 2010 年度利润分配的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。依据 2010 年度的财务决算，公司 2010 年度亏损 30,609,060 元。截止 2010 年年末，累计可供股东分配的利润余额为-23,041,765 元，考虑到公司未来业务发展的需要，公司 2010 年度拟不进行利润分配。

4. The meeting reviewed the *Proposal on Conducting Equity Investment, Real Estate Investment and Investment Capability Assessment*, which was approved unanimously by all the shareholders present at the meeting. The Company plans to undertake equity investment, real estate investment, as well as appraisal of relevant investment capacity in accordance with the Insurance Law of the People's Republic of China, the Interim Administrative Rules for Utilization of Insurance Funds, the Interim Rules for Investment of Insurance Funds in Equity, and the Interim Rules for Investment of Insurance Funds in Real Estate. The Company has decided to engage Ping An Life Insurance Company of China, Ltd. to provide consultancy service.

大会审议了《关于开展股权投资和不动产投资及投资能力评估的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。依据《中华人民共和国保险法》、《保险资金运用管理暂行办法》、《保险资金投资股权暂行办法》和《保险资金投资不动产暂行办法》的规定，结合公司的实际情况，公司拟开展股权投资、不动产投资及其相关投资能力评估，并决定聘请中国平安人寿保险股份有限公司提供投资顾问服务。

5. The meeting reviewed the *Proposal on Authorization for Investment Approval*, which was approved unanimously by all the shareholders present at the meeting. According to the Company Law and PAH's Articles of Association, the meeting confirmed the investment approval authorization of the General Meeting of Shareholders and the Board of Directors, which standardized the Company's operation and effectively prevented risks in the Company's business.

大会审议了《关于投资审批授权的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。根据《公司法》及《公司章程》的有关规定，会议对股东大会投资审批授权事项及董事会投资审批授权事项进行了明确，规范了公司的经营行为，极大地防范了公司经营风险。

6. The meeting reviewed the *Proposal to Continue to Engage Ernst and Young Hua Ming as PAH's Auditor for 2011*, which was approved unanimously by all the shareholders present at the meeting. In view of E&Y's excellent performance in the previous audit work of the Group and PAH as well as in other issues appointed by the Group, the meeting unanimously agreed to renew the engagement of Ernst and Young Hua Ming as PAH's auditor for 2011.

大会审议了《关于续聘安永华明会计师事务所为公司 2010 年度审计机构的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。鉴于安永过去在集团公司和本公司审计工作及集团公司委托的其他事务中的优秀表现，会议一致同意续聘安永华明会计师事务所为本公司 2011 年度审计机构。

7. The meeting listened to the *Report on Fulfillment of Directors' Responsibilities for 2010*.

The meeting maintains that directors fulfilled responsibilities in aspects of attending meetings, voting, pro-actively participating in policy making, understanding and improving the Company's operation and management and relevant work.

大会听取了《2010年度董事履职工作报告》。会议认为：各位董事在出席会议、表决、积极参与公司制度建设、及时了解和改善公司经营管理及其他相关工作方面，履行了职责。

8. The meeting listened to the *Report on Fulfillment of Supervisors' Responsibilities for 2010*.

The meeting maintains that all supervisors fulfilled the responsibilities provided by applicable laws, regulations and PAH's Articles of Association with integrity, diligence, loyalty and care.

大会听取了《2010年度监事履职报告的议案》。会议认为：公司全体监事诚信、勤勉、忠实、认真地履行有关法律法规和《公司章程》规定的职责。

9. The meeting listened to the *Report on Related-party Transactions and Implementation of Rules on Related-party Transactions for 2010*. The meeting holds that PAH's management of related-party transactions is compliant in general.

大会听取了《2010年度关联交易情况和关联交易管理制度执行情况报告》。会议认为：公司关联交易管理总体规范。

The above resolutions are hereby concluded.

特此决议

Date: April 28, 2011

2011年4月28日