

The First Interim Shareholders' Meeting of Ping An Health Insurance

Company of China, Ltd. for 2011

平安健康保险股份有限公司

2011 年第一次临时股东大会决议

Date of meeting: January 24, 2011

时 间：2011 年 1 月 24 日

Venue: HQ 0301 Meeting Room exclusively for EXCO members (Shenzhen); II-7F-A2-16 Meeting Room, Zhangjiang (Shanghai)

地 点：（深圳）总部 0301 执委专用会议室、（上海）张江 II-7F-A2-16 会议室

Shareholders present:

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 first interim shareholders' meeting of Ping An Health Insurance Company of China, Ltd. of 2011 was held on January 24, 2011 at HQ 0301 Meeting Room exclusively for EXCO members (Shenzhen) and II-7F-A2-16 Meeting Room, Zhangjiang (Shanghai). The shareholders present at the meeting are as follows: 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 Co., Ltd., Ping An Innovative Capital Investment Co., Ltd. and Discovery Holdings Limited. The meeting was presided by Min Lu, the Chairman of PAH.

平安健康保险股份有限公司 2011 第一次临时股东大会于 2011 年 1 月 24 日在（深圳）总部 0301 执委专用会议室、（上海）张江 II-7F-A2-16 会议室召开，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。

The stakes represented by the above shareholders present at the meeting total 625 million shares, accounting for 100% of the total share capital (625 million shares) of PAH. The percentage meets the requirements on the attendance of shareholders prescribed in the Company Law of the People's Republic of China, so the shareholders' meeting is effective. The resolutions adopted at the meeting are as follows:

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：

The Proposal on the Modification of Articles of Association was reviewed and unanimously passed at the meeting. It was agreed that this Proposal would be submitted to the shareholders' meeting for review. The Articles of Association of Ping An Health Insurance Company of China, Ltd. (hereafter referred to as "Articles of Association") was modified at the meeting, based on Capital Increase and Subscription Agreement and Shareholder Agreement, considering the relevant regulations indicated in the Opinions on Standardising Articles of Association of Insurance Companies issued by the China Insurance Regulatory Commission (hereafter referred to as "CIRC"). The modified Articles of Association was carefully reviewed and unanimously passed at the meeting after discussion. The final draft of the Articles of Association should be subject to the approval of CIRC.

会议审议并一致通过了《关于修改公司章程的议案》，并同意将该议案提交股东大会审

议。根据双方签署的《增资认购协议》及《股东协议》，结合中国保险监督管理委员会（以下简称“中国保监会”）《关于规范保险公司章程的意见》的有关规定，对《平安健康保险股份有限公司章程》（以下简称“《公司章程》”）进行了修改。大会对修改后的章程进行了认真审议，讨论并一致通过了修改后的公司章程。最终章程定稿应以保监会同意为准。

The above resolutions are hereby concluded.

特此决议

Date: January 24, 2011

2011年1月24日