
Ping An Health Insurance Company, Ltd.
Resolution of the 3rd Extraordinary General Meeting of 2011
平安健康保险股份有限公司
2011 年第三次临时股东大会决议

Date of meeting: Aug. 8th to Aug 12th, 2011

时 间: 2011 年 8 月 8 日至 8 月 12 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 3rd Extraordinary General Meeting of 2011 for Ping An Health Insurance Company of China, Ltd. (the “Company”) was held on Aug. 8th to Aug 12th, 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 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”)2011年第三次临时股东大会于2011年8月8日至2011年8月12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 ***Proposal to Deliberate Planning and Budget Report of Ping An Health for 2011***, which was approved unanimously by all the shareholders present at the meeting. The meeting reviewed the 2010 Executive Summary, did a scientific and in-depth analysis on the business environment, planned the development strategy for the company in the future , deployed key work in 2011 and made a forecast on the company's development in 2011 on four fronts, namely key performance indicator, revenue budget, resource allocation and profit calculation. The meeting deemed that the company will see better development on operation and management in 2011 by working together.

大会审议了《关于审议平安健康保险股份有限公司 2011 年规划及预算报告的议案》，并以出席股东大会的股东所持表决权的 100%通过了该报告。会议回顾了公司 2010 年的执行概要，并对经营环境做了科学深入的分析，对公司今后的发展策略及 2011 年重点工作进行了有效规划与部署，并从关键业绩指标、收入预算、资源配置、利润测算四个方面对公司 2011 年的发展进行了预测。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 ***Proposal to Approve Signature of Asset Management Agreements between Ping An Health and Ping An Asset Management Concerning Proprietary Portfolio and Traditional Portfolio for 2011***, which was approved unanimously by all the shareholders present at the meeting. PAH will appoint PA AMC to be responsible for investment management of PAH's designated insurance assets as designated investment manager; PA AMC agrees to accept the appointment by PAH and carry out relevant investment management.

大会审议了《关于批准平安健康保险股份有限公司与平安资产管理有限责任公司签署《2011 年平安健康保险股份有限公司保险资产委托投资管理合同（自有组合）》、《2011 年平安健康保险股份有限公司保险资产委托投资管理合同（传统组合）》的议案》，并以出席股东

大会的股东所持表决权的 100%通过了该报告。平安健康保险股份有限公司将委托平安资产管理有限责任公司为平安健康保险股份有限公司指定的保险资产的投资管理人，负责平安健康保险股份有限公司指定的保险资产的投资管理工作，平安资产管理有限责任公司同意接受平安健康保险股份有限公司的委托，从事投资管理业务。

3. The meeting reviewed the *Proposal to Deliberate Investment Strategy for Foreign Exchange Capital of Ping An Health*, which was approved unanimously by all the shareholders present at the meeting. According to *Insurance Law of the People's Republic of China, Interim Measures on the Administration of Utilization of Insurance Capital*, and *Interim Measures on Administration of Overseas Investment by Insurance Capital*, the meeting decides that the FX capital will gradually turn to RMB investment through settlement of exchange, PAH plans to conduct overseas investment in dollar exchange, and it is suggested that the BoD should authorize Chairman Lu Min to approve the application files for QDII investment.

大会审议了《关于审议平安健康保险股份有限公司关于外汇资本金投资策略的议案》，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》、《保险资金境外投资管理暂行办法》的规定，会议决定：外汇资本金将通过结汇逐步转为人民币投资，我司拟对美元外汇开展境外投资，建议董事会授权陆敏董事长行使 QDII 投资申请系列文件的审批权。

4. The meeting reviewed the *Proposal to amend the Articles of Association*, which was approved unanimously by all the shareholders present at the meeting. The Company plans to undertake equity investment, real estate investment, According to Interim Regulations on the Administration of Utilization of Insurance Capital (CIRC order [2010] No.9) issued by the CIRC, the Board of Directors of the company examines and unanimously passes the Proposal on Establishment of Investment Decision-making Committee, decides to establish the Investment

Decision-making Committee under the Board of Director. 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. The amended Articles of Association will become effective formally after gaining the approval of the shareholders' general meeting and the national CIRC.

大会审议了《关于修改公司章程的议案》，并以出席股东大会的股东所持表决权的 100% 通过了该议案。依据中国保险监督管理委员会令 2010 年第 9 号《保险资金运用管理暂行办法》，我公司董事会已于三届二次董事会审议并一致通过了《关于成立投资决策委员会的议案》，决定在董事会下成立投资决策委员会，现对《平安健康保险股份有限公司章程》（以下简称“《公司章程》”）作出相应修改。修改后的《公司章程》将经公司股东大会批准并获得中国保监会批准后正式生效。

The above resolutions are hereby concluded.

特此决议