

Ping An Health Insurance Company, Ltd.
Resolution of the Annual General Meeting of 2011

平安健康保险股份有限公司
2011 年度股东大会决议

Date of meeting: April. 23rd, 2012

时 间: 2012 年 4 月 23 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 Annual General Meeting of 2011 for Ping An Health Insurance Company of China, Ltd. (the “Company”) was held on April 23rd, 2012 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.; Shenzhen 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 年度股东大会于 2012 年 4 月 23 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 review the Work Report for the 2011 Board Meeting***, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议 2011 年度董事会工作报告的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。

2. The meeting reviewed the ***Proposal to review the Work Report for the 2011 Supervisor Board Meeting***, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议 2011 年度监事会工作报告的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。

3. The meeting reviewed the ***Proposal to Approve Signature of Supplementary Agreement I to Investment Management Agreement for Proprietary Assets of Ping An Health and Supplementary Agreement I to Investment Management Agreement for Traditional Portfolio Assets of Ping An Health***, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于批准签署<平安健康险自有资产委托投资管理合同之补充协议 I>、<平安健康险传统组合资产委托投资管理合同之补充协议 I>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。

4. The meeting reviewed the ***Proposal to review the Budgeting for PAH in 2012 and the 2012-2016 Rolling Plan***, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议公司 2012 年预算及 2012-2016 年滚动规划报告的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。

5. The meeting reviewed the ***Proposal to review the Financial Statements for 2011***, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议 2011 年度财务报表的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。

6. The meeting reviewed the *Proposal on Distribution of Profit for 2011*, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议 2011 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。

7. The meeting reviewed the *Proposal on Continuing to Employ Ernst and Young Hua Ming Accounting Firm as PAH's Auditor in 2012*, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于续聘安永华明会计师事务所为公司 2012 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。

8. The meeting reviewed the *Proposal on Change of Director*, which was approved unanimously by all the shareholders present at the meeting. Mr. Hu Jingping is elected to replace Ms Cai Fangfang as the PAH's board director. The board director qualification will take effect after it is approved by CIRC.

大会审议了《关于更换公司董事的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案，大会选举胡景平先生接替蔡方方女士担任公司董事，其董事任职资格将自获得中国保监会正式批复后生效。

9. The meeting listened to the *Report on Fulfillment of Directors' Responsibilities for 2011*. 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《2011 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。

10. The meeting listened to the ***Report on Fulfillment of Supervisors' Responsibilities for 2011***. 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《2011 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。

11. The meeting listened to the ***Report on Related-party Transactions and Implementation of Rules on Related-party Transactions for 2011***. The meeting maintains that PAH's management of related-party transactions is compliant in general.

大会听取了《2011 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

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

Date: April 23rd 2012

二〇一二年四月二十三日