

Ping An Health Insurance Company of China, Ltd.
Resolution of The second General Shareholders' Meeting of
2013 and Annual General Meeting of 2012
平安健康保险股份有限公司
2013 年第二次股东大会暨 2012 年度股东大会决议

Date of meeting: May. 6th to May 16th, 2013

时 间: 2013 年 5 月 6 日至 5 月 16 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 second General Shareholders' Meeting of 2013 and annual general shareholders' meeting of 2012 for Ping An Health Insurance Company of China, Ltd. (the "Company") was held on May 6th to May 16th, 2013 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”)2013年第二次股东大会暨2012年度股东大会于2013年5月6日至2013年5月16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 2012 Board Meeting, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议 2012 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 2012 Supervisor Board Meeting, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议 2012 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 Deliberate the Operating Budgeting Targets for PAH in 2013, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议平安健康险 2013 年经营预算目标的议案》，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 Deliberate the Capital Increase

and Equity Expansion of Ping An Health Insurance Company of China, Ltd, which was approved unanimously by all the shareholders present at the meeting. The meeting agrees Discovery Holdings Limited to increase 41,577,790 shares in PAH. After the capital increase, the shares held by Discovery Holdings Limited accounts for 24.99% of PAH's total capital stock. The total shares of PA Health will increase from 625 million shares to 666,577,790 shares, and the company's registered capital will increase accordingly from RMB625mn to RMB666,577,790. (After the regulator approves the capital increase, Ping An and Discovery Holdings Limited will determine the specific investment amount of Discovery Holdings Limited after negotiation).

大会审议了《关于审议平安健康保险股份有限公司增资扩股的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。会议一致同意 Discovery Holdings Limited 对平安健康保险股份有限公司增资 41,577,790 股，其股份占平安健康保险股份有限公司增资后总股本的 24.99%。增资扩股后，平安健康保险股份有限公司的总股本将从 6.25 亿股增至 666,577,790 股，注册资本相应地将从 6.25 亿元人民币增至 666,577,790 元人民币。（监管机构批准后，该公司投资入股的具体金额后期平安将和该公司协商确定）。

5. The meeting reviewed the Proposal to approve the Financial Statements for 2012, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议 2012 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 2012, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议 2012 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 to engage auditing institution for 2013, which was approved unanimously by all the shareholders present at the meeting. The meeting agree to engage PWC Zhongtian Accounting Firm Co. Ltd [offshore company: Lowe Bingham &Matthews - Pricewaterhouse Coopers] as the auditing institution of PAH for Chinese Accounting Standards [offshore company: International Financial Reporting Standards] in 2013.

大会审议了《关于聘任 2013 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；一致同意聘任聘用普华永道中天会计师事务所有限公司【境外公司：罗兵咸永道会计师事务所】担任本公司 2013 年度中国会计准则【境外公司：国际财务报告准则】审计师。

8. The meeting reviewed the Proposal to Approve 3-year Capital Plan of PAH for 2013-2015, which was approved unanimously by all the shareholders present at the meeting.

大会审议了《关于审议公司 2013 年至 2015 年三年资本规划的议案》，并以出席股东大会的股东所持表决权的 100%通过了该议案。

9. The meeting listened to the Report on Fulfillment of Directors' Responsibilities for 2012. 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《2012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 2012. 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《2012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 2012. The meeting maintains that PAH's management of related-party transactions is compliant in general.

大会听取了《2012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: __May 16,2013__

二〇一三年五月十六 日