

英大泰和人寿保险股份有限公司

第十二次股东大会决议

英大泰和人寿保险股份有限公司第十二次股东大会于2018年6月19日—6月22日以通讯方式召开。27家股东单位对本次会议各项议案进行书面表决，代表公司股份4,000,000,000股，占总股本的100%，符合《中华人民共和国公司法》和《公司章程》有关会议召开的规定。

本次会议审议并通过了9项议案，形成决议如下：

一、审议通过《关于公司2017年度财务决算报告的议案》。

同意公司2017年财务决算（合并口径）为：营业收入50.50亿元，营业成本48.98亿元，利润总额1.53亿元，资产总额257.29亿元，负债总额223.6亿元，所有者权益总额33.69亿元。

同意票代表公司股份4,000,000,000股，占总股份的100%，反对0票，弃权0票。

二、审议通过《关于公司2018年财务预算安排的议案》。

同意公司2018年利润预算目标（合并口径）2.55亿元。

同意票代表公司股份4,000,000,000股，占总股份的100%，反对0票，弃权0票。

三、审议通过《关于公司董事会2017年度工作报告的议案》。

同意票代表公司股份4,000,000,000股，占总股份的100%，

反对 0 票，弃权 0 票。

四、审议通过《关于公司监事会 2017 年度工作报告的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 票，弃权 0 票。

五、审议通过《关于公司独立董事 2017 年度尽职报告的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 票，弃权 0 票。

六、审议通过《关于公司董事 2017 年度履职评价报告的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 票，弃权 0 票。

七、审议通过《关于公司监事 2017 年度尽职报告的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 票，弃权 0 票。

八、审议通过《关于公司 2017 年度关联交易管理情况报告的议案》。

同意票代表公司股份 4,000,000,000 股，占总股份的 100%，反对 0 票，弃权 0 票。

九、审议通过《关于修订公司与股东<关联交易统一交易协议>的议案》。

同意关联交易统一交易协议项下关联交易累计总额上限

为每一个自然年度 150 亿元。

同意票代表公司股份 4,000,000,000 股, 占总股份的 100%, 反对 0 票, 弃权 0 票。

会议还听取了《关于公司 2017 年各季度偿付能力状况的说明》, 对公司年度内四个季度的偿付能力状况进行了回顾和分析。

2018 年 7 月 13 日

Yingda Taihe Life Insurance Co., Ltd.

Resolutions of the 12th Shareholders General Meeting

The 12th Shareholders General Meeting of Yingda Taihe Life Insurance Co., Ltd. was held by electronic-communication during June 19, 2018 – June 22, 2018. All 27 shareholder companies reviewed the proposals and sent back the Ballot Form in paper, representing 4,000,000,000 shares of the Company, accounting for a majority of 100% of the total capital stock. The convening of this meeting complies with the relevant stipulations of the Company Law of the People's Republic of China and Articles of Association.

The meeting votes to reach a resolution on 9 proposals as follows:

1. Proposal on 2017 Financial Statement Report of the Company was approved after discussion and review.

The Financial Statement of Year 2017 (data below is of the consolidated approach): operating income, operating cost, total profit, total assets, total indebtedness and total owner's equity were RMB5,050 million, RMB4,898 million, RMB153 million, RMB25,729 million, RMB22,360 million and RMB3,369 million respectively.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

2. Proposal on 2018 Financial Budget of the Company was approved after discussion and review. Agreed on the RMB 255 million total profit budget of the Company of the year 2018 (including Yingda Insurance AMC) .

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

3. Proposal on 2017 Work Report of the Board of Directors was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

4. Proposal on 2017 Work Report of the Board of Supervisors was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

5. Proposal on 2017 Report on Duty Performance of Independent Directors of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

6. Proposal on 2017 Report on Assessment on Duty Performance of Directors of

the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

7. Proposal on 2017 Report on Duty Performance of Supervisors of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

8. Proposal on 2017 Management Report regarding Related Transaction of the Company was approved after discussion and review.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

9. Proposal on Amending the Unified Trading Agreement of Related Transaction with Shareholders was approved after discussion and review. Agreed on the total amount of related transaction under the Agreement shall be no more than RMB 15 billion in a calendar year.

Of the total 4,000,000,000 common shares which represent 100% of the total effective shares, 0 share cast dissenting vote and 0 share cast abstaining vote.

The meeting also listened to the description of the company's solvency of each quarter in 2017, reviewed and analyzed the company's solvency of four quarter.

July 13, 2018