

## **Announcement on resolution of PAB BoD**

*The Company and its Board of Directors guarantee the truthfulness, accuracy and completeness of this public announcement and it contains no false documentation, misleading statements or material omission.*

The notice on the 18<sup>th</sup> session of the 8<sup>th</sup> BoD of Ping An Bank Co., Ltd (“the Company”) was issued to directors on August 3, 2012 and the meeting was convened in the Company on August 15, 2012. The convening of the meeting is in line with provisions stipulated in applicable laws, rules, regulations and the Company’s *Articles of Association*. 18 Directors (including 8 Independent Directors) are supposed to attend the meeting and all of them attended onsite or in the form of conference call, including: Chairman Xiao Suining, Directors Richard Jackson, Wang Liping, Yao Bo, David Ku, So Lan Ip, Li Jinghe, Wang Kaiguo, Chen Wei, Hu Yuefei, Lu Mai, Liu Nanyuan, Duan Yongkuan, Xia Donglin, Chu Yiyun, Ma Lin, Chen Yingming and Fred Lau.

Chief Supervisor Qiu Wei and Supervisors Luo Kangping, Che Guobao, Xiao Lirong, Wang Lan, Wang Yi and Cao Lixin of the 7<sup>th</sup> board of supervisors of the Company sat in onsite or in the form of conference call.

Presided over by Chairman Xiao Suining, the meeting has deliberated and approved the following proposals:

- I. Agrees the *Proposal on 2012 Q2 Bad Debts Write-off of PAB*, with the principal to be written off equivalent to RMB111,229,426.60.

The proposal above is approved with 18 assenting votes, 0 dissenting vote and 0 waiver.

- II. Agrees the *Proposal on PAB Accounting Statements and Audit Report as of June 30, 2012* presented by Ernst & Young Hua Ming Accounting Firm.

The proposal above is approved with 18 assenting votes, 0 dissenting vote and 0 waiver.

- III. Agrees the *Proposal on 2012 Interim Profit Distribution of PAB*.

In 2012 1H, the legal book (audited by the domestic certified accountants firm –Ernst & Young Hua Ming Accounting Firm) records RMB6,761,485,000 net profit attributable to shareholders of parent company and RMB22,625,864,000 distributable profit.

Based on the above profit status and relevant national regulations, the Company makes distribution of the 2012 1H profit as follows:

1. Statutory surplus reserve shall not be made for the moment as the balance has already exceeded 50% of the paid-in capital.
2. General risk provisions of RMB3,844,248,000 shall be made.  
After the above profit distribution, as of June 30, 2012, the Company has surplus reserve of RMB2,830,459,000, general risk provision of RMB11,799,151,000 and remainder undistributed profit of 18,781,616,000.
3. In addition to the above statutory profit distributions, the board of directors proposes to add distribution of the 2012 interim profits as follows:  
Payout of dividend in cash at RMB0.10 per share (before tax) based on the total 5,123,350,000 shares as of June 30, 2012. The actual profit to be distributed here is RMB512,335,000; the remainder undistributed profit of RMB18,269,281,000 will be carried over for distribution in years to come.

The proposal above is approved with 18 assenting votes, 0 dissenting vote and 0 waiver.

Independent Directors Lu Mai, Liu Nanyuan, Duan Yongkuan, Xia Donglin, Chu Yiyun, Ma Lin, Chen Yingming and Fred Lau agreed the proposal with consensus.

The proposal above is subject to deliberation by the second EGM of the Company for 2012.

IV. Agrees the *2012 1H Report of PAB* and *Abstract of 2012 1H Report of PAB*.

The proposal above is approved with 18 assenting votes, 0 dissenting vote and 0 waiver.

V. Agrees the *Proposal on Extending the Effective Period of the Resolution on NPO of PAB*.

On September 2, 2011 the first EGM of the Company for 2011 deliberated and approved the *Proposal on NPO of SDB* and decided that the effective period of the resolution on the NPO shall be 12 months from the date of approval by the EGM. Since the NPO is subject to regulatory approval, for the sake of continuity and effectiveness of the NPO work, the Company plans to extend the effective period of the resolution on the NPO by another 12 months and except for the effective period of the EGM resolution being extended as mentioned above, other contents of the NPO shall remain unchanged.

The proposal above is approved with 14 assenting votes, 0 dissenting vote and 0 waiver.

Directors Wang Liping, Yao Bo, David Ku and So Lan Ip abstained from voting.

Independent Directors Lu Mai, Liu Nanyuan, Duan Yongkuan, Xia Donglin, Chu Yiyun, Ma Lin, Chen Yingming and Fred Lau agreed the proposal with consensus.

The proposal above is subject to deliberation by the second EGM of the Company for 2012.

VI. Agrees the *Proposal on Revising the NPO Pre-proposal of PAB*.

On August 17, 2011 the 7<sup>th</sup> session of the 8<sup>th</sup> BoD of the Company deliberated and approved the Proposal on the A-share NPO Pre-proposal of SDB. Now the Company has decided to make revisions to the proposal given extension of the effective period of the NPO resolution by 12 months, change of the name of the Company, the need of update on financial and other information, and the CSRC requirement on disclosure of cash dividend status in the NPO pre-proposal as set out in the *CSRC Notice on Further Implementing Relevant Issues of Cash Dividend Payout by Listed Companies* issued on May 4, 2012.

Please refer to *A-share NPO Pre-proposal of PAB (Revised Draft)* for details.

The proposal above is approved with 14 assenting votes, 0 dissenting vote and 0 waiver.

Directors Wang Liping, Yao Bo, David Ku and So Lan Ip abstained from voting.

Independent Directors Lu Mai, Liu Nanyuan, Duan Yongkuan, Xia Donglin, Chu Yiyun, Ma Lin, Chen Yingming and Fred Lau agreed the proposal with consensus.

VII. Agrees the *Proposal on Requesting the General Meeting of Shareholders to Continue Authorizing BoD as plenipotentiary to Handle Issues Relating to the NPO of PAB*.

On September 2, 2011 the first EGM of the Company for 2011 deliberated and approved the *Proposal on Requesting the General Meeting of Shareholders to Continue Authorizing BoD as plenipotentiary to Handle Issues Relating to the NPO of SDB* according to which the effective period of the authorization by the EGM shall be 12 months from the date of approval by the first EGM for 2011.

Since the NPO is subject to regulatory approval, for the sake of continuity and effectiveness of the NPO work, the Company plans to request the General Meeting of Shareholders to continue authorizing BoD as plenipotentiary to handle issues relating to the NPO within the scope of relevant laws and regulations and extend the effective period of the authorization by another 12 months from the date of approval on the proposal by General Meeting of Shareholders while the specific contents of the authorization shall remain unchanged.

The proposal above is approved with 14 assenting votes, 0 dissenting vote and 0 waiver.

Directors Wang Liping, Yao Bo, David Ku and So Lan Ip abstained from voting.

Independent Directors Lu Mai, Liu Nanyuan, Duan Yongkuan, Xia Donglin, Chu Yiyun, Ma Lin, Chen Yingming and Fred Lau agreed the proposal with consensus.

The proposal above is subject to deliberation by the second EGM of the Company for 2012.

VIII. Agrees the *Proposal on the Report of the Utilization Status of Funds Raised Previously by PAB*.

The proposal above is approved with 18 assenting votes, 0 dissenting vote and 0 waiver.

The proposal above is subject to deliberation by the second EGM of the Company for 2012.

IX. Agrees the *Proposal on Convening the Second EGM of PAB for 2012*.

Agrees to convene the second EGM of the Company for 2012 on August 31, 2012 to deliberate the following proposals:

1. *Proposal on Amendment to the Articles of Association of PAB.*
2. *PAB Three-year Plan on Returns to Shareholders.*
3. *Proposal on 2012 Interim Profit Distribution of PAB.*
4. *Proposal on Extending the Effective Period of the Resolution on NPO of PAB.*
5. *Proposal on Requesting the General Meeting of Shareholders to Continue Authorizing BoD as plenipotentiary to Handle Issues Relating to the NPO of PAB.*
6. *Proposal on the Report of the Utilization Status of Funds Raised Previously by PAB.*

Please refer to the *Notice on Convening the Second EGM of PAB for 2012* for details.

The proposal above is approved with 18 assenting votes, 0 dissenting vote and 0 waiver.

It is hereby announced.

Board of Directors of Ping An Bank Co., Ltd  
August 16, 2012