

Ping An Bank Co., Ltd.

Announcement on resolutions of the 2nd extraordinary shareholders meeting in 2012

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.

I. Important notice

No proposal is supplemented, vetoed or modified at this meeting.

II. Convening of the meeting

(I) Time

(1) Time for onsite meeting: at 14:30, August 31st 2012.

(2) Time for internet voting: vote through SZSE trading system at 9:30~11:30 and 13:00~15:00 on August 31st 2012; or vote through SZSE internet voting system at any time from 15:00 August 30th 2012 to 15:00 August 31st 2012.

(II) Venue for onsite meeting: 6/F multifunctional meeting room of the Company, No. 5047 East Shennan Road, Shenzhen City.

(III) Convener: the 8th BoD of PAB.

(IV) Meeting style: onsite voting and internet voting.

(V) Presider: Mr. Xiao Suining, PAB Board Chairman.

(VI) Convening of this meeting complies with relevant regulations of *Company Law of the People's Republic of China* and *Articles of Association of Ping An Bank Co., Ltd.* (hereinafter called "AOA").

III. Attendance of the meeting

180 shareholders (including shareholder proxies) attended the meeting on the spot or through internet voting, representing 3,272,410,690 shares with voting rights, which

account for 63.87% of the total 5,123,350,416 shares at the date of registration. In which, 19 shareholders (including shareholder proxies) attended the meeting on the spot, representing 2,841,397,093 shares with voting rights, account for 55.46% of the total shares at the date of registration. 161 shareholders (including shareholder proxies) voted on internet, representing 431,013,597 shares with voting rights, accounting for 8.41% of the total shares at the date of registration.

IV. Reviewing and voting on proposals

(I) The following proposals are deliberated and approved in the meeting through onsite written voting and internet voting:

1. Proposal on Revising the AoA of PAB, which is a special resolution;
2. PingAn Bank Planning on Returns to Shareholders in Coming Three Years (2012-2014), which is a special resolution;
3. PAB 2012 Interim Profit Distribution Proposal;
4. Proposal on PAB Prolonging the Validity of NPO Resolution, which is a special resolution;
5. Proposal on PAB Applying with General Meeting for Continuing Delegating BoD to Fully Deal With NPO Relevant Items, which is a special resolution;
6. PAB Proposal on Report about Utilization Status of Funds Raised Previously.

The above 1, 2, 4 and 5 are special resolutions and have been approved by more than 2/3 of total effective voting right shares attending the meeting.

Ping An Insurance (Group) Company of China Ltd. and Ping An Life Insurance Company of China Ltd. did not take part in voting for the above 4 and 5 as they are affiliated shareholders.

(II) Specific voting results

Specific voting results on these proposals by the shareholders meeting are as follows:

No.	Name of proposal	Affirmative vote		Dissenting vote		Abstention		Result
		Shares	%	Shares	%	Shares	%	
1	Proposal on Revising the AoA of PAB	3,258,982,778	99.59%	754,623	0.02%	12,673,289	0.39%	Passed
2	PingAn Bank Planning on Returns to	3,258,540,878	99.58%	1,213,523	0.04%	12,656,289	0.39%	Passed

	Shareholders in Coming Three Years (2012-2014)							
3	PAB 2012 Interim Profit Distribution Proposal	3,258,670,078	99.58%	1,184,923	0.04%	12,555,689	0.38%	Passed
4	Proposal on PAB Prolonging the Validity of NPO Resolution	571,611,710	97.09%	829,193	0.14%	16,310,446	2.77%	Passed
5	Proposal on PAB Applying with General Meeting for Continuing Delegating BoD to Fully Deal With NPO Relevant Items	571,567,610	97.08%	755,923	0.13%	16,427,816	2.79%	Passed
6	PAB Proposal on Report about Utilization Status of Funds Raised Previously	3,255,171,551	99.47%	734,923	0.02%	16,504,216	0.50%	Passed

Note: 1. Ping An Insurance (Group) Company of China, Ltd. and Ping An Life Insurance Company of China Ltd. did not take part in voting of Proposal 4 and 5, the 2,683,659,341 shares held by these two shareholders are not included into the total shares for voting of Proposal 4 and 5.

V. Legal opinions presented by lawyers

1. Name of Law Firm: Beijing King & Wood Law Firm;
2. Name of lawyers: Liu Xiaoguang, Huang Xiao;
3. Conclusion: The procedures of convening and calling the meeting complies with *Company Law of PRC* and other relevant existing laws, administrative regulations, normative documents and the AOA, qualification of the attendees and convener is legal and valid, and procedure and results of the voting in the shareholders meeting is legal and valid.

VI. Reference documents

1. Resolutions of the shareholders meeting;
2. Legal opinion.

It is hereby announced.

Board of Directors of Ping An Bank Co., Ltd.

September 1st, 2012