

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 19th session of the 8th BoD of Ping An Bank Co., Ltd (“the Company”) was issued to directors on September 10, 2012 and the meeting was convened in the Company on September 14, 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 17 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, Lu Mai, Liu Nanyuan, Duan Yongkuan, Xia Donglin, Chu Yiyun, Ma Lin, Chen Yingming and Fred Lau. Director Hu Yuefei was absent and entrusted Chairman Xiao Suining to vote on his behalf.

Chief Supervisor Qiu Wei and Supervisors Luo Kangping, Che Guobao, Xiao Lirong, Wang Lan, Wang Yi and Cao Lixin of the 7th board of supervisors of the Company sat in via conference call.

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

I. *Agrees the Proposal on Engaging Alex Cheung as CRO of Ping An Bank Co., Ltd.*

Agrees to engage Alex Cheung as CRO of the Company.

The above engagement is subject to CBRC approval.

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.

Please see the appendix for Alex Cheung’s CV.

II. *Agrees the Proposal on Engaging Mr. Zhou Li as Chief Control Officer of Ping An Bank Co., Ltd.*

Agrees to engage Mr. Zhou Li as Chief Control Officer of the Company.

The above engagement is subject to CBRC approval.

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.

Please see the appendix for Mr. Zhou Li's CV.

III. Agrees the *Proposal on Accounting Write-off of Ping An Bank Co., Ltd.*

Agrees with accounting write-off of corporate credit disbursement principals in September 2012 equivalent to RMB496,778,805.85.

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

September 15, 2012

I. CV of Mr. Alex Cheung

Alex Cheung Yau Shing, male, born in 1961, received the bachelor's degree in Economic and Business Administration from the University of Hong Kong.

Mr. Cheung joined KPMG in 1984 as management trainee/accountant. From 1985 to 1988, he worked for Audit authority of HK Government as an Audit Examiner. From 1988 to 1995, he was Vice President and Audit Manager of Chase Manhattan Bank. From 1995 to 2005, he worked for Hang Seng Bank as Audit Head and Chief Credit Officer in succession. From 2005 to 2010, he was Chief Risk Officer and Acting CEO of Bank of China (HK); Director and Risk Committee Chairman of Nanyang Commercial Bank (China) Limited, the subordinate institution of BOCHK. From 2010 to Aug 2012, he worked for Dah Sing Banking Group Limited as Risk Head, Executive Director and Acting CEO; Director and Risk Committee Chairman of Dah Sing Bank (China) Limited, the subsidiary of Dah Sing Banking Group Limited.

Except for the employment relationships disclosed above, Mr. Cheung has no other relationships with PAB or its controlling shareholder and actual controller, holds no shares of PAB, and has not been subjected to penalties from China Securities Regulatory Commission and other regulators as well as from stock exchanges.

II. CV of Mr. Zhou Li

Zhou Li, male, born in 1960, Doctor degree holder and senior economist. Mr. Zhou received a master's degree in Monetary Banking from Nankai University in 1988 and the doctorate in International Finance from Nankai University in 2001.

From 1988 until 1992, Mr. Zhou served as a teacher in Finance Dept. of Nankai University. He started his banking career in Shenzhen Development Bank from 1992 and successively held the following positions: Manager of Development & Research Department, Office Head, Hangzhou Branch Establishment Team Leader, Hangzhou Branch President, HQ President Assistant plus Hangzhou Branch President, and HQ President Assistant (in charge of credit and Treasury FIs work). From Mar 2005 until Apr 2011, Mr. Zhou worked as HQ President Assistant plus Shenzhen Branch President. From Apr 2011 until present, he takes the position of HQ Chief Credit Risk Officer of PAB (originally SDB) in charge of the bank-wide credit work.

Except for the employment relationships disclosed above, Mr. Zhou has no other relationships with PAB or its controlling shareholder and actual controller, holds no shares of PAB, and has not been subjected to penalties from China Securities Regulatory Commission and other regulators as well as from stock exchanges.