

Announcement on resolution of PAB BoD

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

The written notice on the 20th Session of the 8th BoD of Ping An Bank Co., Ltd (“PAB”) was issued to directors on September 20, 2012 and the meeting was held in the Company on September 24, 2012. The meeting is held in line with provisions 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 18 attended onsite or via 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 7th Board of Supervisors of the Company sat in onsite or via conference call.

The meeting was chaired by Chairman Xiao Suining and the following proposals were deliberated and approved at the meeting:

- I. Deliberated and approved the *Proposal on Appointing Mr. Shao Ping as PAB President*.

It was agreed to appoint Mr. Shao Ping as PAB President.

The above appointment is subject to CBRC approval.

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

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

Please see the Appendix for Mr. Shao Ping’s resume.

- II. Deliberated and approved *Proposal on Nominating Mr. Sun Jianyi and Mr. Shao Ping as PAB 8th BoD Director Candidates*.

It was agreed to nominate Mr. Sun Jianyi and Mr. Shao Ping as PAB 8th BoD director candidates.

The above nomination is subject to CBRC approval.

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

abstention.

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

This proposal needs to be submitted to Shareholders' Meeting for approval.

Please see Appendix for Mr. Sun Jianyi and Mr. Shao Ping's resumes.

PAB BoD received the resignation of Richard Jackson on Sept. 21, 2012. Due to personal reasons, Richard Jackson resigns from PAB Director and President and his resignation will be effective once the director & president qualification of the new president is approved by CBRC.

PAB BoD sincerely thanked Richard Jackson for his great contribution when he acts as PAB Director and PAB President.

III. Deliberated and approved the *Proposal on Electing Mr. Sun Jianyi as PAB 8th BoD Chairman*.

It was agreed to elect Mr. Sun Jianyi as the PAB 8th BoD Chairman under the precondition that Shareholders' Meeting approves to elect Mr. Sun Jianyi as the PAB 8th BoD director and CBRC approves its director qualification.

The above appointment of chairman is subject to CBRC approval.

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

Please see the Appendix for Mr. Sun Jianyi's resume.

PAB BoD received the resignation of Mr. Xiao Suining on Sept. 21, 2012. Due to personal reasons, Mr. Xiao Suining resigns from PAB Director and Chairman and his resignation will be effective once the qualification of the new chairman elected by PAB BoD is approved by CBRC.

PAB BoD sincerely thanked Mr. Xiao Suining for his great contribution when he acts as PAB Director and Chairman.

IV. Deliberated and approved *Proposal on Holding the 3rd EGM of PAB in 2012*.

It was agreed to hold the 3rd EGM of PAB in 2012 on Oct. 10, 2012 to deliberate the *Proposal on Electing Mr. Sun Jianyi and Mr. Shao Ping as PAB 8th BoD Directors*.

Please see the *Notice on Holding the 3rd EGM of PAB in 2012* for the details about the EGM.

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

abstention.

It is hereby announced.

Board of Directors of Ping An Bank Co., Ltd.
Sept. 25, 2012

Appendix: resumes of Mr. Sun Jianyi and Mr. Shaoping

I. Resume of Mr. Sun Jianyi

Mr. Sun Jianyi, director candidate. Born in Feb. 1953, junior college degree and senior economist. Vice Chairman of PAG at present.

Mr. Sun Jianyi joined PA in July 1990 and worked as Management Dept. GM, company DGM, executive DGM, etc. He has been appointed as Vice CEO of PA and Executive DGM respectively since Feb. 2003 and Oct. 1994. Since Mar. 1995, he was elected as executive director of PA. Since Oct. 2008, he was elected as the Vice Chairman of PA BoD. He was also PA Trust Chairman from Oct. 1999 to Sept. 2004. From Jan. 2008 to June 2012, he was also the Chairman of former PAB.

Before Mr. Sun Jianyi joined PA, he worked at PBOC WH Branch from 1971 to 1984 as Deputy Head of Credit Section, Representative Office Head; from 1984 to 1990, he was PICC WH Branch Company DGM and WH Securities Firm GM.

Mr. Sun Jianyi is also non-executive director of Shenzhen Wanke Co., Ltd. and China Insurance Protection Fund Co., Ltd.

Except for what disclosed in the above resume, Mr. Sun Jianyi does not have any relationship with PAB or its controlling shareholder/actual controller, nor does he hold any shares of PAB. He hasn't received any punishment by CSRC or Stock Exchanges.

II. Resume of Mr. Shao Ping

Mr. Shao Ping, director candidate. Born in May 1957, PHD in economics of Fudan University and senior economist.

Mr. Shao participated in establishment of Minsheng Bank in 1995. Since 1996 he has been working in various positions of Minsheng Bank including Deputy Director of HQ Credit Dept; DGM and GM of HQ Credit Business Dept; CPC Secretary and BP of Shanghai Branch; CPC committee member and HQ President Assistant; CPC committee member and HQ VP; CPC committee member, VP, and Chairman of risk management committee. Also since 2006 Mr. Shao has been acting as the executive director on the Board of The Wharton School in Asia Pacific Area.

Before joining Minsheng Bank, Mr. Shao used to be CPC Secretary and GM of Urban Credit Cooperative in Weicheng District of Weifang City in Shandong Province, Vice CPC Secretary and DGM of Weifang Credit Cooperative.

Mr. Shao does not have any relationship with PAB or its controlling shareholder/actual controller, nor does he hold any shares of PAB. He hasn't received any punishment by CSRC or Stock Exchanges.