

Ping An Bank Co., Ltd.

Announcement on resolutions of the 3rd 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: 10:00 a.m., Oct 10th, 2012
- (II) Venue: No. 5047 at East Shennan Road, Shenzhen City, the multifunctional meeting room at 6F of the Company.
- (III) Convener: the 8th BoD of PAB.
- (IV) Meeting style: onsite voting
- (IV) Chaired by: Mr. Xiao Suining, PAB Board Chairman.
- (V) 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

Eighteen shareholders (including shareholder proxies) attended the meeting, representing 2,834,445,220 voting right shares which account for 55.32% of the total 5,123,350,416 shares at the date of registration.

IV. Reviewing and voting on proposals

- (I) Through onsite written voting, this meeting deliberated and passed the *Proposal on Electing Mr. Sun Jianyi and Mr. Shao Ping as PAB 8th BoD Director*, electing Mr. Sun Jianyi and Mr. Shao Ping as PAB 8th BoD Director.

The above proposal is an ordinary resolution and the cumulative voting system is adopted for voting.

- (II) Specific voting results

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

No.	Name of proposal: Proposal on Electing Mr. Sun Jianyi and Mr. Shao Ping as PAB 8 th BoD Director	Affirmative vote		Dissenting vote		Abstention		Result
		Shares	%	Shares	%	Shares	%	
1.1	Sun Jianyi	2,834,445,120	About 100.00%	0	0.00%	100	About 0.00%	Passed
1.2	Shao Ping	2,834,445,120	About 100.00%	0	0.00%	100	About 0.00%	Passed

V. Legal opinions presented by lawyers

1. Name of Law Firm: Beijing King & Wood Law Firm;
2. Name of lawyers: Liu Xiaoguang and Ren Yi;
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.

October 11th, 2012