

## **PAB Announcement about Adjustment of NPO Issuance Price and Amount after Implementing 2012 Interim Profit Distribution Plan**

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.

As per “PAB 2012 Interim Profit Distribution Plan” passed at the 18<sup>th</sup> meeting of the 8<sup>th</sup> BoD of PAB (the “Company” ), the Company plans to pay out 2012 interim dividend of RMB0.10yuan (including tax) in cash for every share. As per the resolution of the second EGM of 2012 held by PAB (the Company) on August 31, 2012, the Company’s 2012 half year profit distribution plan is as follows: take existing total share capital of 5,123,350,416 shares as the base and pay cash dividend of RMB1yuan for every 10 shares to all shareholders (including tax). As per “PAB Announcement about 2012 Half-year Equity Interest Apportionment” released by the Company on October 12, 2012, registration date for 2012 half year profit distribution is October 18, 2012, and ex-dividend date is October 19, 2012. Up to now 2012 half year profit distribution plan of the Company has been completed.

The Company held the first EGM of 2011 on September 2, 2011 to review and pass the proposal about NPO, and held the second EGM of 2012 on August 31, 2012 to review and pass the proposal about extending the effective period of the NPO resolution. As per these proposals, (1) the Company’s NPO will cover no less than 892,325,997 but no more than 1,189,767,995 shares at a issuance price of RMB16.81yuan per share; and (2) the issuance price and amount of the NPO will be adjusted accordingly if there is any ex-dividend or ex-right activity such as equity rights apportionment, conversion of reserve to capital stock or rights issue between the NPO price benchmark date and the issuance date.

Therefore, after the Company’s interim profit distribution plan gets approved at EGM and implemented, the BoD of the Company hereby makes adjustment to the issuance price and amount accordingly. Specific adjustments are listed below:

1. Adjustment of issuance price

The NPO issuance price is changed from RMB16.81yuan/share to RMB16.71yuan/share. The calculation formulation is as follows:

Issuance price after adjustment= issuance price before adjustment – cash dividend per share.

## 2. Adjustment of issuance amount

Before adjustment of issuance price, the amount of NPO shares shall be no less than 892,325,997 but no more than 1,189,767,995; after adjustment of issuance price, the amount of NPO shares shall be no less than 897,666,069 but no more than 1,196,888,090. The calculation formulation is as follows:

Issuance amount after adjustment = issuance amount before adjustment \* issuance price before adjustment / issuance price after adjustment.

## 3. Others

Apart from the adjustments mentioned above, other things related to the NPO are not changed. Detailed plan of above issuance price and amount adjustment has been disclosed by the Company through the announcement titled “Proposal about A Share NPO (revised version)” on August 16, 2012.

If there is any other ex-dividend or ex-right activity between the NPO price benchmark date and the issuance date, the BoD will adjust issuance price and amount as per relevant rules.

It is hereby announced.

Board of Directors of Ping An Bank Co., Ltd.  
October 23, 2012