

PAB Announcement about BoD Meeting Resolution

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.

On October 15, 2012 Ping An Bank Co., Ltd. (the Company) sent out written notice about convening the 21st meeting of the 8th BoD to all directors. The meeting was convened at the Company on October 25, 2012 in compliance with relevant laws, rules, regulations and AoA of the Company. In total 18 directors (including 8 independent directors) were supposed to attend the meeting, and 16 of them attended on site or via telephone, including BoD Chairman Xiao Suining, Directors Richard Jackson, Wang Liping, Yao Bo, David Ku, So Lan Ip, Li Jinghe, Wang Kaiguo, Hu Yuefei, Lu Mai, Liu Nanyuan, Duan Yongkuan, Chu Yiyun, Ma Lin, Chen Yingming and Liu Xueqiao. Director Chen Wei and Independent Director Xia Donglin were absent from the meeting and respectively delegated Director Hu Yuefei and Independent Director Chu Yiyun to vote on their behalf.

BoS Chairman Qiu Wei, Supervisor Luo Kangping, Che Guobao, Xiao Lirong, Wang Lan, Wang Yi and Cao Lixin of the 7th BoS of the Company sat in on the meeting in person.

The meeting was chaired by BoD Chairman Xiao Suining. Following proposals were reviewed and passed:

I. PAB Proposal about NPL Write-off in Q3 of 2012

Agreed that the amount of NPL write-off in Q3 of 2012 was RMB94,668,287.00yuan.

Vote result: agree: 18, object 0, abstain 0.

II. PAB 2012 Q3 Report

Vote result: agree: 18, object 0, abstain 0.

III. Proposal about Adjusting the Composition of Some Special Committees of the 8th BoD

Agreed to adjust the composition of Nomination Committee, Risk Management Committee and Strategic Development Committee of the 8th BoD of PAB after the directorship qualification of Mr. Sun Jianyi and Mr. Shao Ping were approved by the CBRC. Composition of these committees after the adjustment will be:

1. Nomination Committee Chairman: Lu Mai; members: Shao Ping, Duan Yongkuan and Chen Yingming.
2. Risk Management Committee Chairman: Liu Nanyuan; members: Sun Jianyi, Shao Ping, David Ku, So Lan Ip, Chen Wei, Hu Yuefei and Liu Xueqiao.
3. Strategic Development Committee Chairman: Shao Ping; members: Sun Jianyi, Yao Bo, David Ku, Li Jinghe, Wang Kaiguo.

Vote result: agree: 18, object 0, abstain 0.

IV. Proposal about PAB Long-term Incentive Plan

Vote result: agree: 18, object 0, abstain 0.

Independent Directors Lu Mai, Liu Nanyuan, Duan Yongkuan, Xia Donglin, Chu Yiyun, Ma Lin, Chen Yingming and Liu Xueqiao all agreed with this proposal.

V. Proposal about the Compensation of Newly Hired Senior Manager

Vote result: agree: 15, object 0, abstain 0.

Related executive directors obviated the voting process.

Independent Directors Lu Mai, Liu Nanyuan, Duan Yongkuan, Xia Donglin, Chu Yiyun, Ma Lin, Chen Yingming and Liu Xueqiao all agreed with this proposal.

It is hereby announced.

Board of Directors of Ping An Bank Co., Ltd.
October 26, 2012