

中国平安 PINGAN

保險 · 銀行 · 投資

Strategic Investment in Shenzhen Development Bank



June 12, 2009

中国平安 PINGAN

Cautionary Statements Regarding Forward-Looking Statements

To the extent any statements made in this presentation containing information that is not historical are essentially forward-looking. These forward-looking statements include but are not limited to projections, targets, estimates and business plans that the Company expects or anticipates will or may occur in the future. These forward-looking statements are subject to known and unknown risks and uncertainties that may be general or specific. Certain statements, such as those include the words or phrases "potential", "estimates", "expects", "anticipates", "objective", "intends", "plans", "believes", "will", "may", "should", and similar expressions or variations on such expressions may be considered forward-looking statements. Readers should be cautioned that a variety of factors, many of which may be beyond the Company's control, affect the performance, operations and results of the Company, and could cause actual results to differ materially from the expectations expressed in any of the Company's forward-looking statements. These factors include, but are not limited to, exchange rate fluctuations, market shares, competition, environmental risks, changes in legal, financial and regulatory frameworks, international economic and financial market conditions and other risks and factors beyond our control. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. In addition, the Company undertakes no obligation to publicly update or revise any forward-looking statement that is contained in this presentation as a result of new information, future events or otherwise. None of the Company, or any of its employees or affiliates is responsible for, or is making, any representations concerning the future performance of the Company.

中国平安 PINGAN

保險 · 銀行 · 投資

Overview of the Investment

Overview of Shenzhen Development Bank

Rationale for the Investment

Next Steps

中国平安 PINGAN

中国平安 PINGAN

保險 · 銀行 · 投資

Overview of the Investment

Overview of Shenzhen Development Bank

Rationale for the Investment

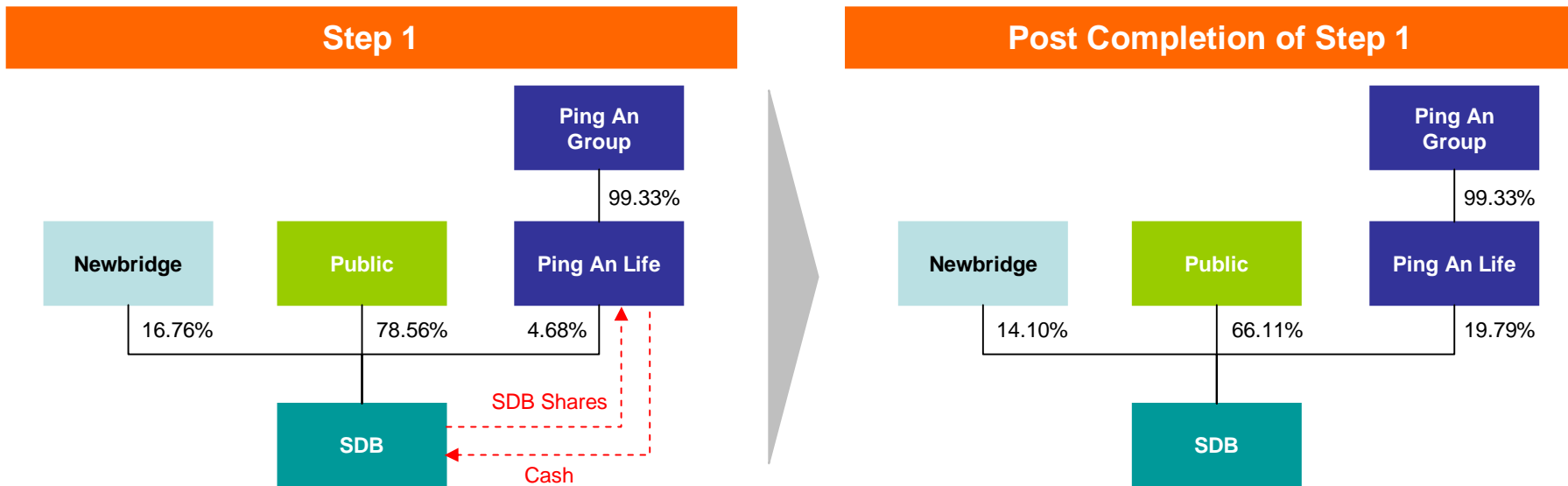
Next Steps

中国平安 PINGAN

Transaction Structure Overview

Step 1: Ping An Life Subscribes to New Shares Issued by SDB

After the completion of Step 1, Ping An will become the largest shareholder in SDB



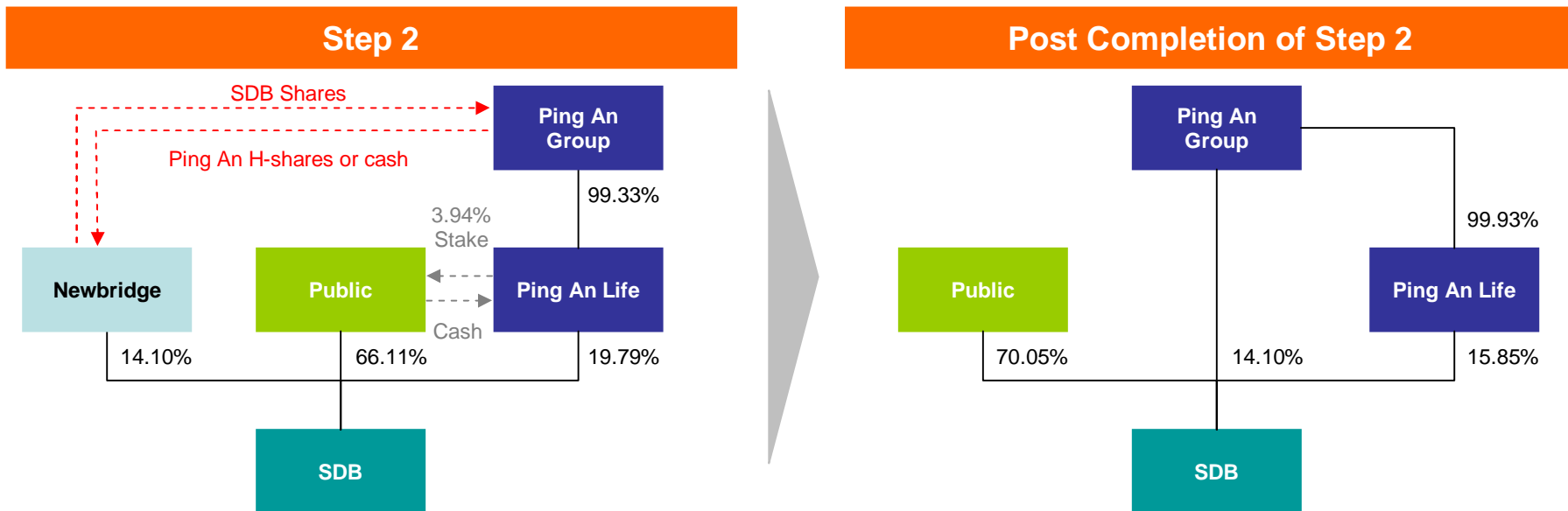
Description

- Assuming that the directed issuance is completed prior to the transfer of Newbridge's stake, Shenzhen Development Bank ("SDB") will first issue up to 585,000,000 shares to Ping An Life through a directed issuance, representing 18.84% of SDB's current share capital
- Issue price is RMB18.26 per share, being the average trading price of SDB for the 20 trading days prior to announcement
- The shares will be locked-up for 36 months
- The transaction will close immediately upon the receipt of all regulatory approvals
- Following the completion of Step 1, Ping An Life will have the right to nominate 3 members to SDB's Board, of which 1 will be an independent director. Furthermore, Ping An Group will have the right to nominate 3 more members to the Board within 18 months of the closing of Step 1

Transaction Structure Overview

Step 2: Ping An Group Purchases Newbridge's Stake in SDB

After the completion of step 2, Ping An will own up to 29.95% of SDB



Description

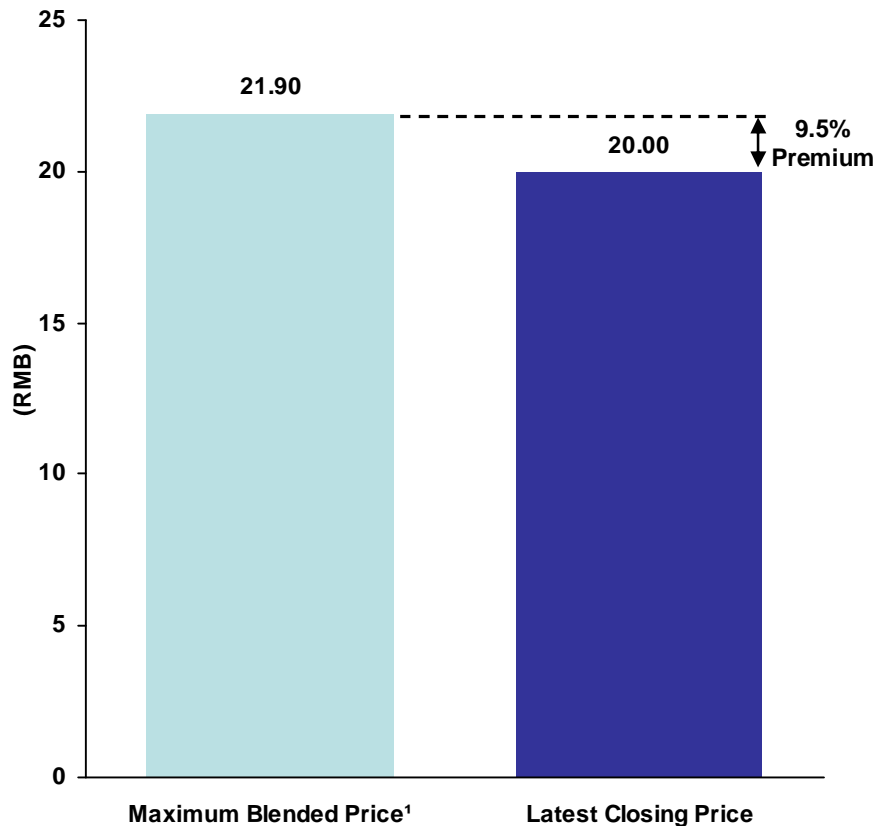
- Ping An Life will dispose of a 3.94% stake to ensure that Ping An Group's aggregate ownership will not exceed 30% post completion of Step 2
- Ping An Group will purchase 520,414,439 shares from Newbridge, representing 14.10% of SDB's pro forma share capital
- Newbridge has the option to elect to receive cash or shares:
 - Ø Share Option: 1 Ping An H-share for every 1.74 SDB share (translating to a value of RMB26 per share¹)
 - Ø Cash Option: RMB22 per share
- The shares purchased from Newbridge will be locked-up for 12 months
- Completion before Dec 31, 2010

¹ Based on the average closing price of Ping An H-shares for the 30 trading days prior to announcement.

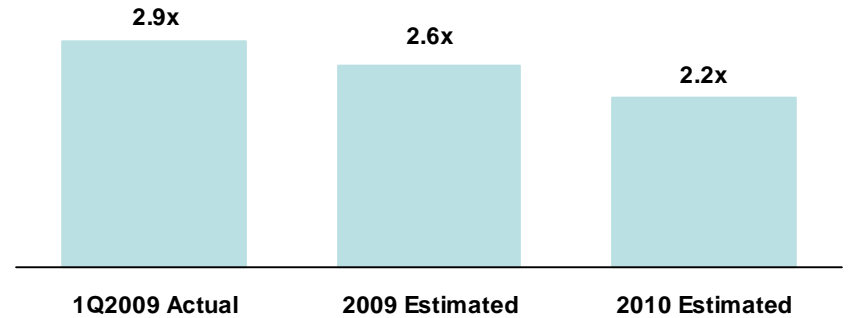
Implied Valuation

The maximum blended price represents a mere 9.5% premium over SDB's latest closing price, translating to a 2010E post-money P/B of 2.2x and a 2010E post-money P/E of 15.8x

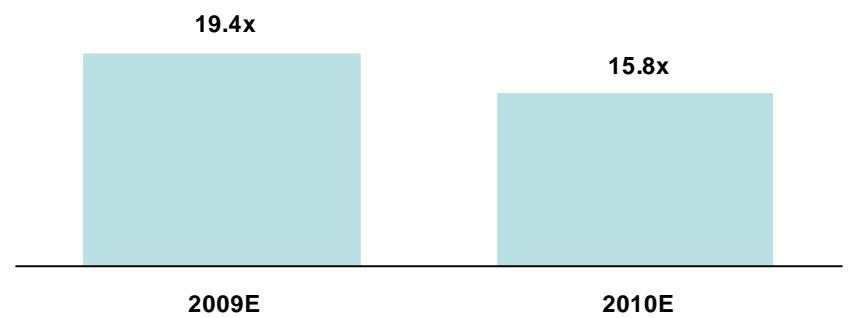
Implied Premium over Historical Prices



Post-money P/B Paid²



Post-money P/E Paid³



¹ Maximum blended price is calculated based on the weighted average of the directed issuance's subscription price of RMB18.26 (being SDB's average trading price for the 20 trading days prior to announcement) and the implied offer price for Newbridge's stake of RMB26.00 under the share option.
² 2009E and 2010E figures are based on pre-money IBES median BVPS estimates of RMB6.61 and RMB8.21, respectively; all figures adjusted for additional shares and proceeds from the directed issuance and does not account for the impact of incremental income from the new proceeds.
³ 2009E and 2010E figures are based on pre-money IBES median EPS estimates of RMB1.34 and RMB1.65, respectively; adjusted for additional shares and proceeds from the directed issuance and does not account for the impact of incremental income from the new proceeds.

Sources of Funding

Funding Will be Generated Internally

Step 1: Ping An Life subscribes to new shares issued by SDB

- Ping An Life's own capital and policyholders' reserves backing liability terms over 20 years

Step 2: Ping An Group purchases Newbridge's stake in SDB

- If Newbridge elects to receive cash, the source of funding will be the Group's existing surplus capital
- If Newbridge elects to receive shares, there will be no cash outlay needed

Following the transactions, Ping An Group and its subsidiaries will continue to maintain stable solvency and capital adequacy ratios and fully meet all regulatory requirements

中国平安 PINGAN

保險 · 銀行 · 投資

Overview of the Investment

Overview of Shenzhen Development Bank

Rationale for the Investment

Next Steps

中国平安 PINGAN

SDB is the 11th Largest Listed Nationwide Joint-Stock Commercial Bank...

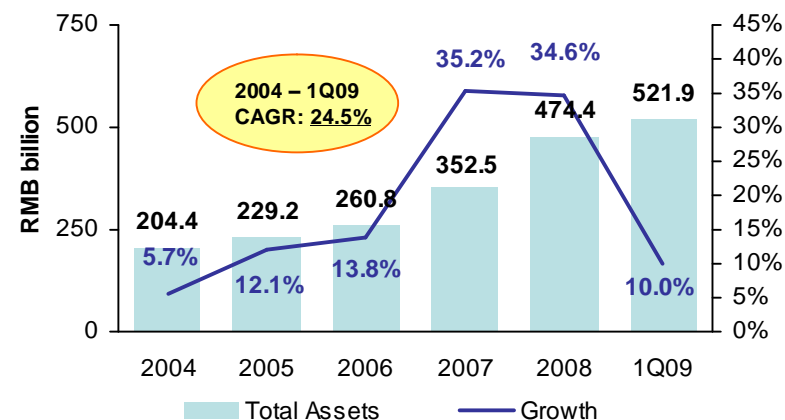
Overview

- Founded in 1987 through the share reform of the original six rural credit cooperatives in Shenzhen
- First commercial bank to conduct a public equity offering and to list in China
- Through the introduction of Newbridge in 2004, SDB became the first Chinese joint-stock commercial bank with a foreign party as the biggest shareholder
- Following a significant clean-up of its NPLs at the end of 2008, SDB's NPL ratio now stands at merely 0.61%, which is the lowest amongst all listed banks in China
- SDB provides a full range of commercial banking services with trade finance and treasury & interbank businesses being areas of strength
- Network and scale
 - 282¹ outlets, covering 18 major cities
 - 9,096¹ employees
 - Total assets² of RMB521.9 bn (ranked 11th among listed nationwide banks)
 - Total loans² of RMB319.4 bn (ranked 11th among listed nationwide banks)
 - Total deposits² of RMB400.7 bn (ranked 11th among listed nationwide banks)

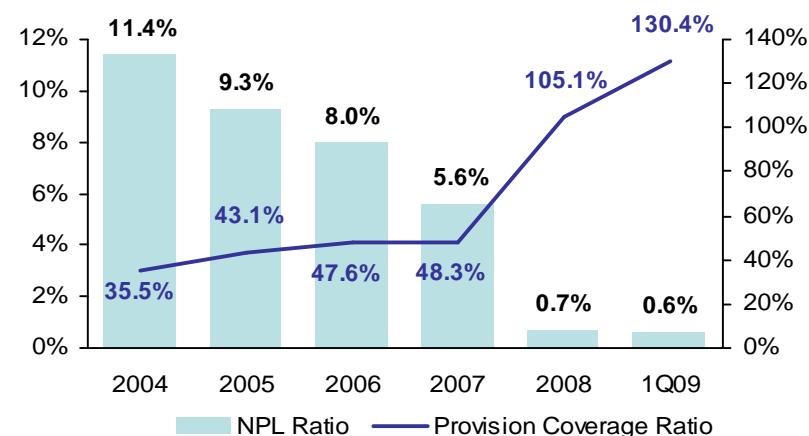
¹ As at year end 2008.

² As at the end of 1st quarter 2009.

Asset Growth



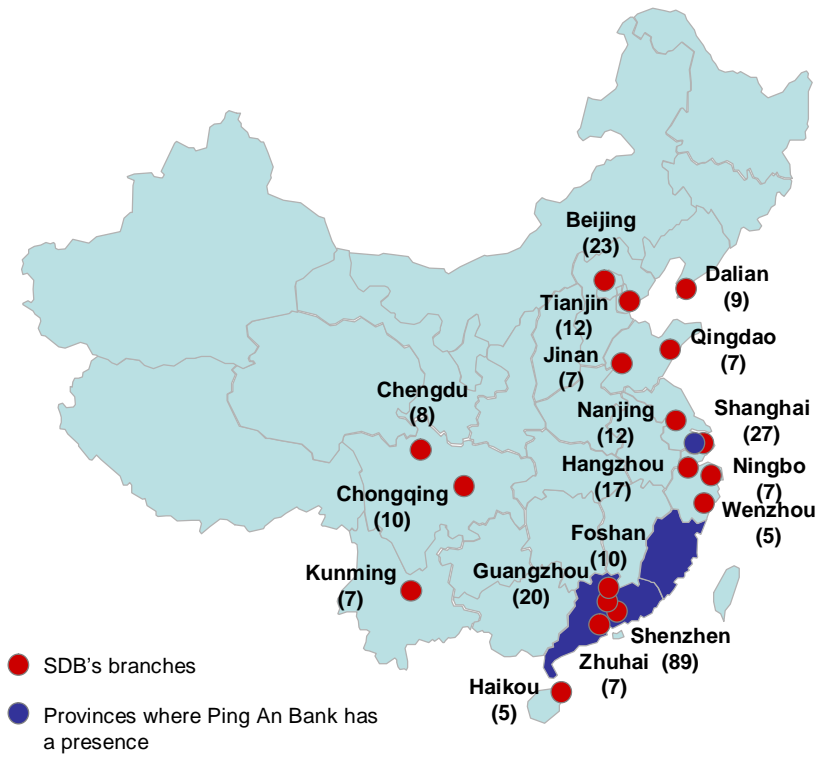
Asset Quality



... With a Nationwide Network Covering 18 Major Cities

SDB has a nationwide business network, of which 14 cities and 129 outlets are not covered by Ping An Bank

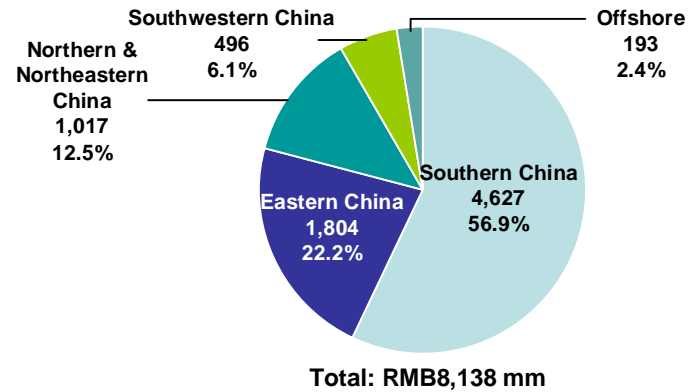
SDB's Branch Network



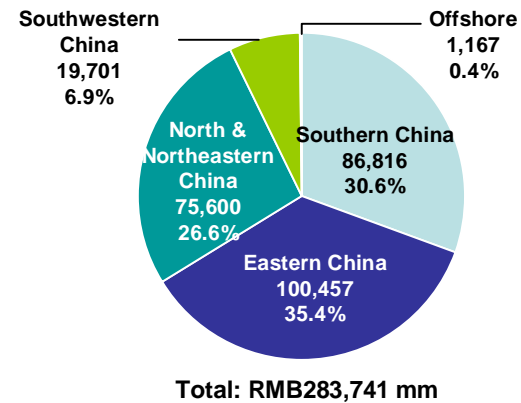
Total # of branches: 18¹
Total # of outlets: 282

¹ Excluding the business unit and special asset management center of the headquarter.

Breakdown of SDB's PPOP By Geography (2008)



Breakdown of SDB's Loans By Geography (2008)



中国平安 PINGAN

保險 · 銀行 · 投資

Overview of the Investment

Overview of Shenzhen Development Bank

Rationale for the Investment

Next Steps

中国平安 PINGAN

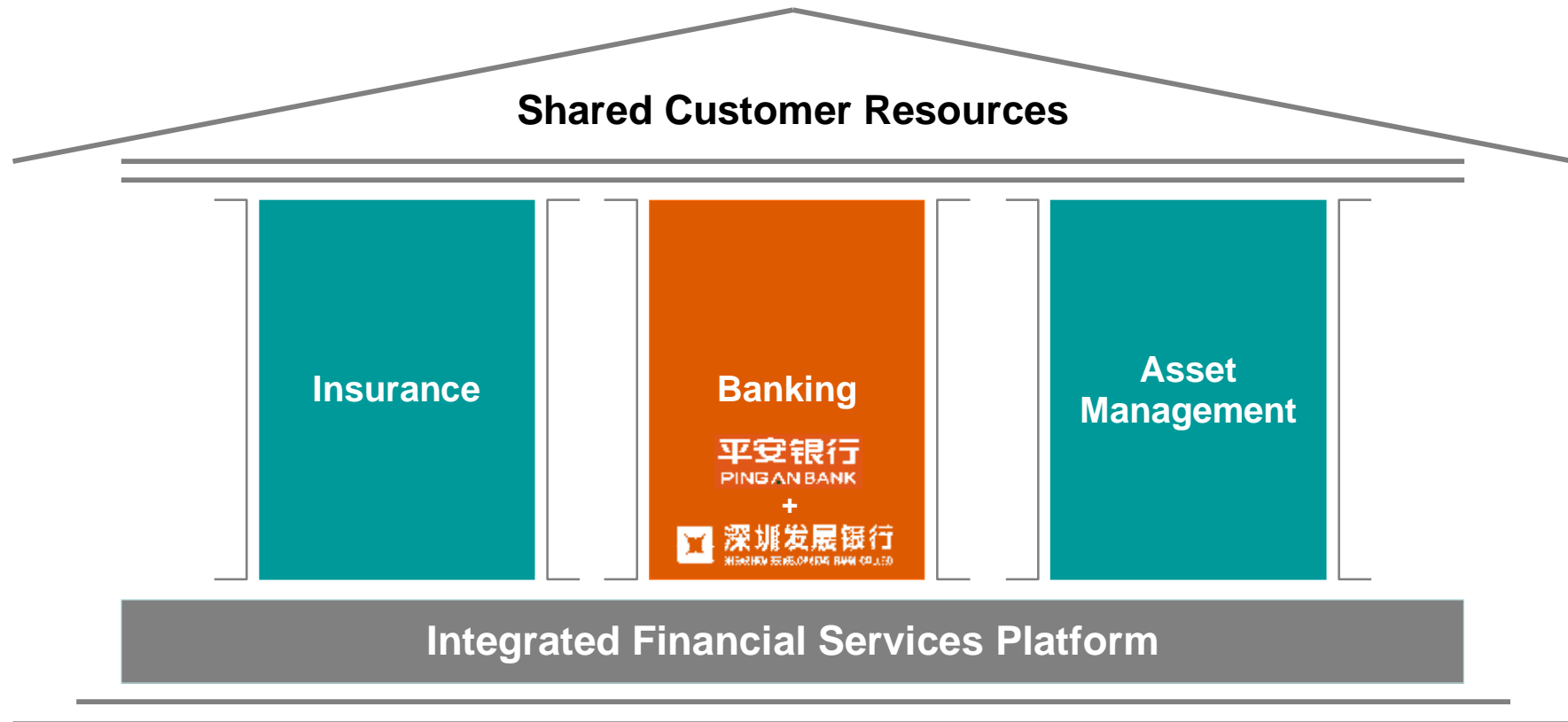
Rationale for the Transaction

- #1 Banking is a Core Pillar of Ping An's Integrated Financial Services Strategy**
- #2 SDB is One of the Last Nationwide Banks Where a Sizeable Investment is Possible**
- #3 SDB is in its Best Shape Ever**
- #4 SDB Would Give Ping An Nationwide Banking Distribution Capabilities**
- #5 Substantial Synergies Will be Achieved Between Ping An and SDB**
- #6 Ping An Has a Proven Track Record of Managing Banks Since 2003**

#1

Banking is a Core Pillar of Ping An's Integrated Financial Services Strategy

- Ping An's objective is to become a leading integrated financial services provider with balanced growth in insurance, banking and asset management
- The rapid build-up of the scale of the banking distribution platform is of great strategic importance to Ping An

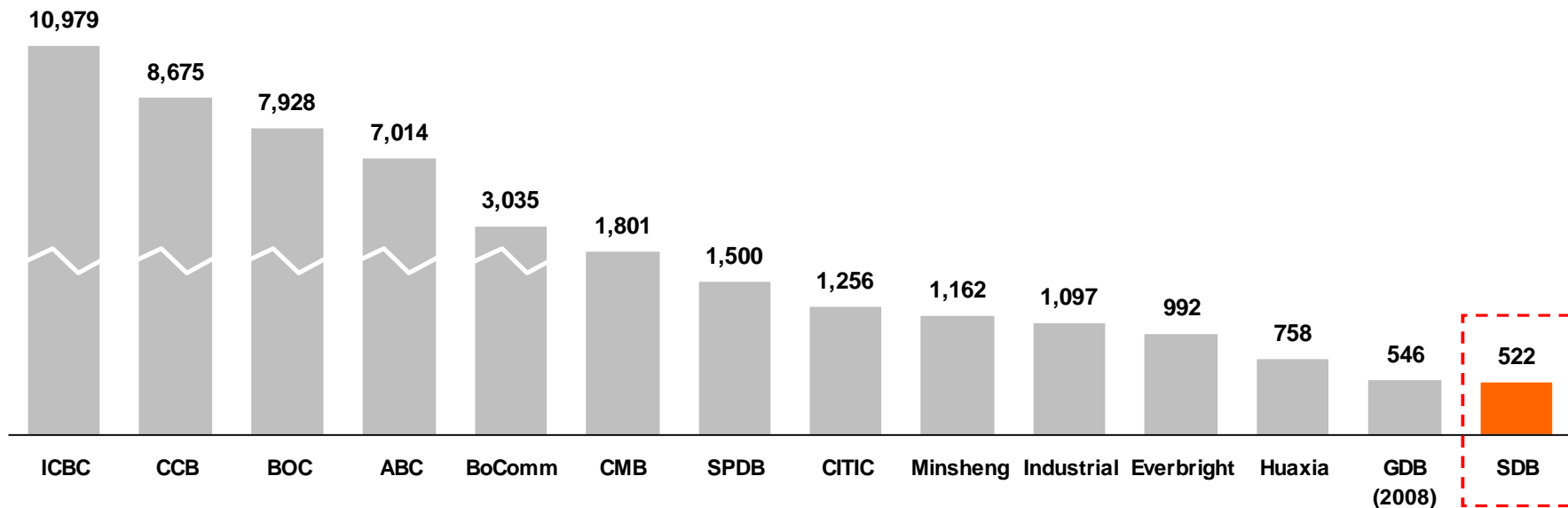


#2 SDB is One of the Last Nationwide Banks Where a Sizeable Investment is Possible

- SDB has a diversified shareholder base – Newbridge is the largest shareholder with a 16.76% ownership
- Other nationwide banks already have significant shareholders – unlikely to introduce another significant strategic investor

Selected Nationwide Joint-Stock Commercial Banks by Total Assets (1Q09)

(in RMB bn)



These banks already have significant shareholders

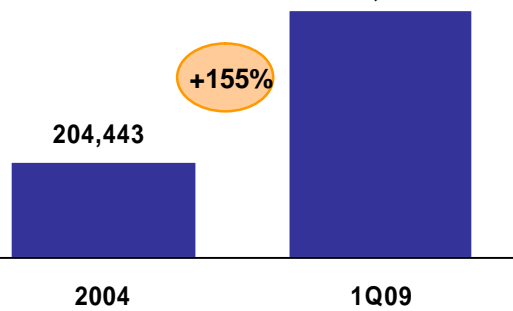
#3

SDB is in its Best Shape Ever

SDB's strong management team has successfully turned around the bank over the past 5 years. Since the new management joined in late 2004, the bank's asset quality has continued to improve, and the bank's operations are in its best shape ever

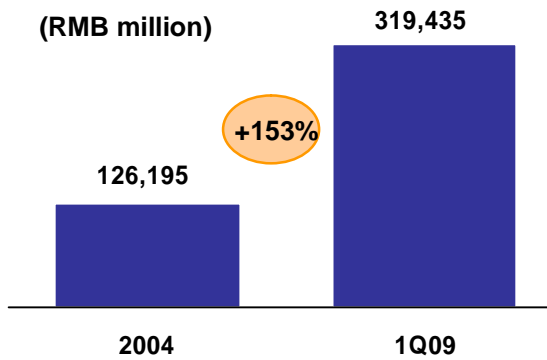
Total Assets

(RMB million)



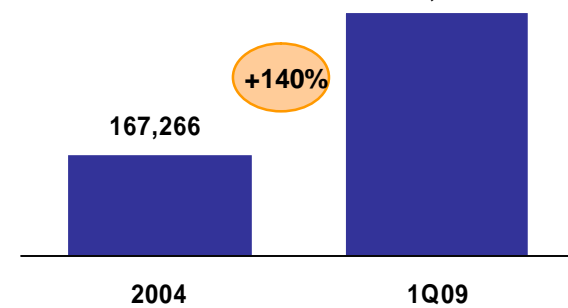
Total Loans

(RMB million)



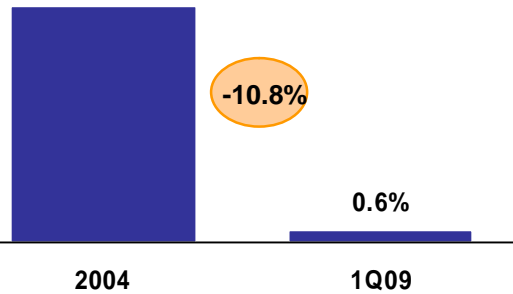
Total Deposits

(RMB million)



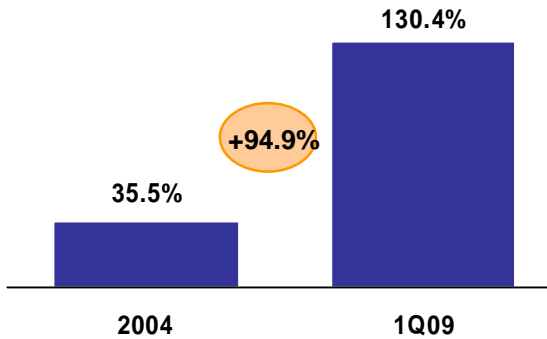
NPL Ratio

11.4%



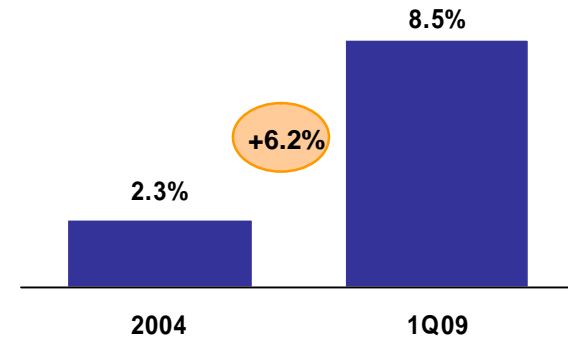
Provision Coverage Ratio

35.5%



Total CAR

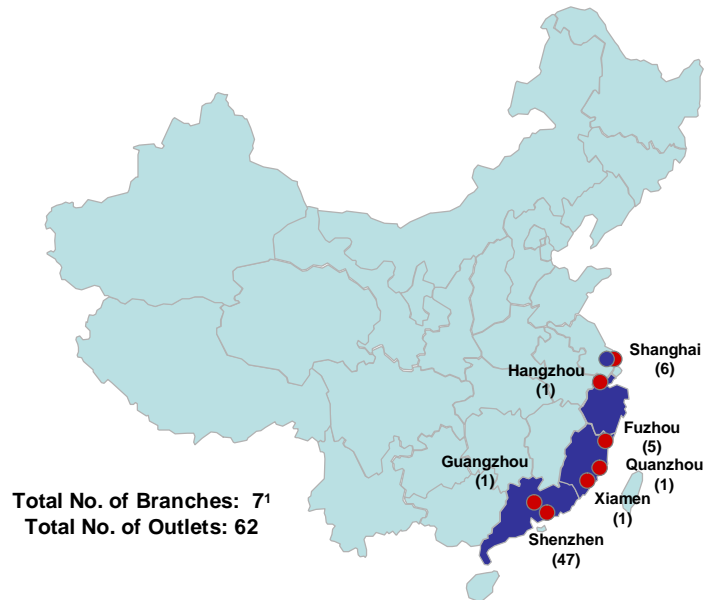
2.3%



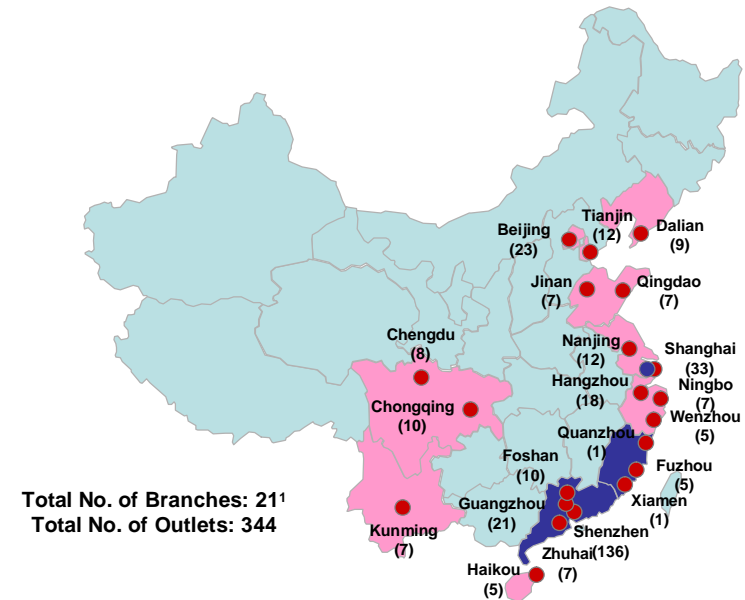
#4 SDB Would Give Ping An A Nationwide Banking Distribution Capabilities

- Through this investment in SDB, Ping An will gain incremental bank distribution capabilities in 14 new cities and 282 outlets
- These cities are amongst the fastest growth areas of SDB, and are also cities where Ping An is #1 or #2 player in the insurance market – there's tremendous potential for cross-selling and other synergies
- If we were to build out such a network organically, the amount of time, manpower and capex required would be significant

Ping An Group's Banking Network



Ping An Group's Banking Network with SDB Affiliates



¹ Excludes the headquarter business unit and special asset management center.

#5 Substantial Synergies Will be Achieved Between Ping An and SDB

#1 Access nationally to cross-selling opportunities with over 45 million retail and 2 million corporate customers across Group companies, and a proven and successful track record of cross-selling within the Group

#2 Participation in Group marketing platforms such as The One Account aggregation product, and the Wanlitong rewards mechanisms. Both of these have high levels of innovation and customer appreciation

#3 Cooperation with the Group's national sales network, which includes 350,000 life agents and 20,000 P&C sales staff

#4 Utilization of Group support services, such as IT and Operations resources in back office center in Shanghai and Chengdu, to improve control, service and productivity

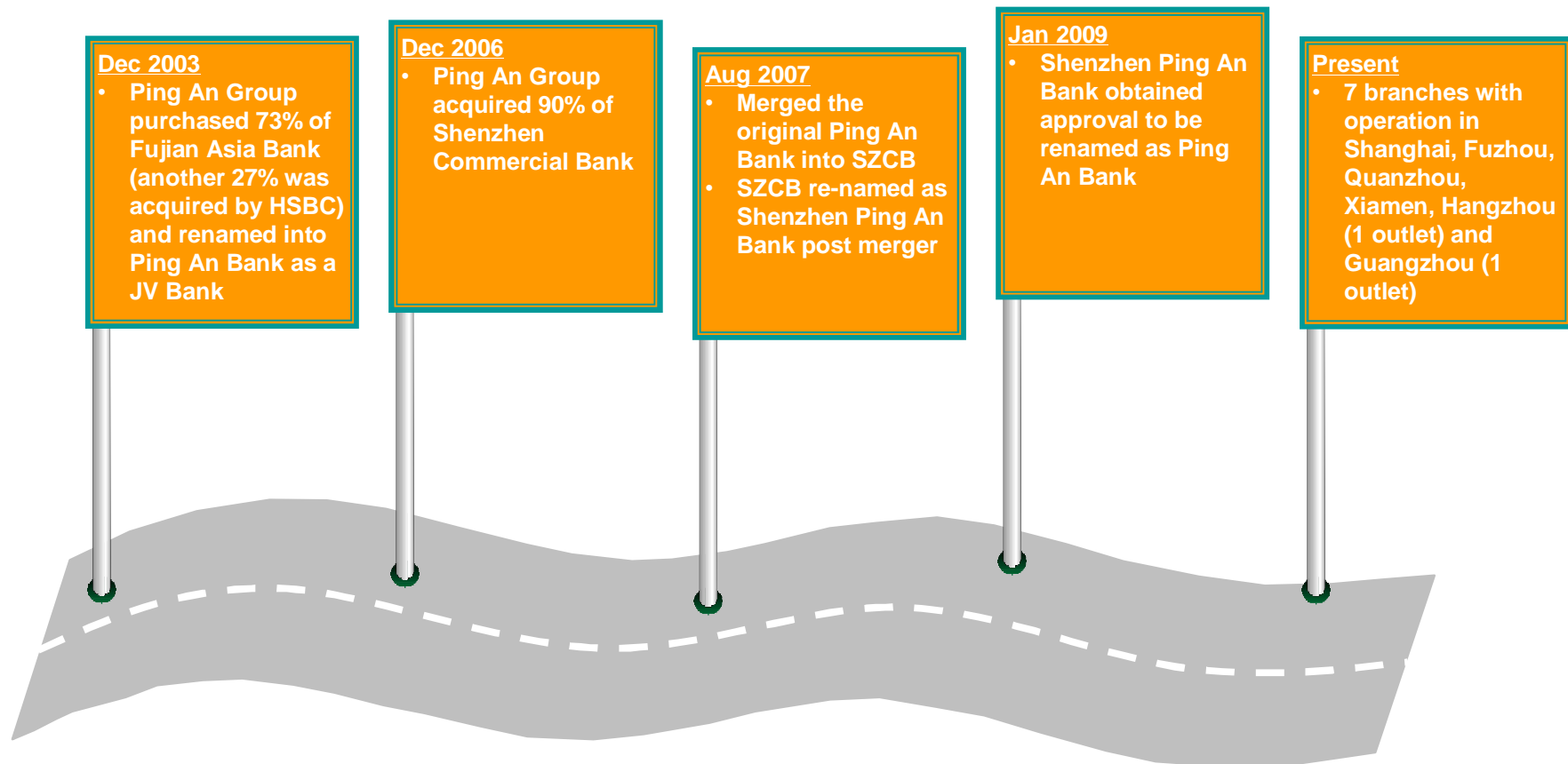
#5 Close cooperation with product capability of various Group companies to build bancassurance business and increase customer convenience

#6 Stable strategic and strong shareholder with a unique integrated financial business platform and proven track record of innovation and customer service across China

With access to Ping An Group's enormous resources, SDB will be able to realize its full-potential

#6 Ping An Has a Proven Track Record of Managing Banks Since 2003

- n Ping An has been involved in the banking business since 2003 with the acquisition of Fujian Asia Bank
- n With the acquisition of Shenzhen Commercial Bank (“SZCB”) at the end of 2006, the combined entity has made tremendous progress over the past 2+ years and has now renamed as Ping An Bank and developed into a nationwide platform



#6 Ping An Has a Proven Track Record of Managing Banks Since 2003 (Cont'd)

- Operationally, Ping An has significantly improved the bank's corporate governance, asset quality and earnings capabilities
- Financially, Ping An Bank has already contributed over RMB3.1 billion in profit to the Group, and we may soon recuperate our initial investment of RMB4.9 billion in full



中国平安 PINGAN

保險 · 銀行 · 投資

Overview of the Investment

Overview of Shenzhen Development Bank

Rationale for the Investment

Next Steps

中国平安 PINGAN

Next Steps

- **SDB will hold shareholders' meeting to approve the directed issuance**
- **Ping An will hold shareholders' meeting to approve the transactions**
- **Application for the relevant regulatory approvals**