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中国农业银行

AGRICULTURAL BANK OF CHINA

AGRICULTURAL BANK OF CHINA LIMITED

中國農業銀行股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 1288

NOTICE OF THE 2012 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 First Extraordinary General Meeting (the “**EGM**”) of Agricultural Bank of China Limited (the “**Bank**”) will be held at 9:30 a.m. on 16 January 2012, at Main Conference Room, 2nd Floor of Yin Long Yuan Hotel, Zhan Lan Guan Road, Beijing, PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. Election of Mr. JIANG Chaoliang as an executive director of the Bank;
2. Election of Mr. ZHANG Yun as an executive director of the Bank;
3. Election of Mr. YANG Kun as an executive director of the Bank;
4. Election of Mr. Anthony WU Ting-yuk as an independent non-executive director of the Bank;
5. Election of Mr. QIU Dong as an independent non-executive director of the Bank;
6. Election of Mr. LIN Damao as a non-executive director of the Bank;
7. Election of Mr. SHEN Bingxi as a non-executive director of the Bank;
8. Election of Mr. CHENG Fengchao as a non-executive director of the Bank;
9. Election of Mr. ZHAO Chao as a non-executive director of the Bank;
10. Election of Mr. XIAO Shusheng as a non-executive director of the Bank;

11. Election of Mr. CHE Yingxin as a shareholder representative supervisor of the Bank; and
12. Election of Mr. LIU Hong as a shareholder representative supervisor of the Bank.

By Order of the Board of Directors
Agricultural Bank of China Limited
Li Zhenjiang
Company Secretary

Beijing, PRC
1 December 2011

Notes:

- (1) The H share register of members of the Bank will be closed from 17 December 2011 to 16 January 2012 (both days inclusive). Purchasers of shares who have submitted their instruments of share transfer to the H share registrar of the Bank and registered as shareholders on the H share register of members of the Bank at or before 4:30 p.m. on 16 December 2011 are entitled to attend the EGM.
- (2) Shareholders of H shares who are entitled to attend and vote at the EGM may designate one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Bank.

To be valid, the proxy form together with the power of attorney (if any) and other relevant authorization document(s) (if any) which have been notarized shall be deposited at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for the EGM. Completion and return of the proxy form will not preclude the shareholders of H shares from attending and voting at the EGM or any adjourned meeting should they so wish.

The address of the H share registrar of the Bank is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (3) Any voting at the EGM shall be taken by poll.
- (4) Registration procedures for attending the EGM are as follows:
 - (a) holders of H shares or their proxies shall present proof of identity when attending the EGM. If a holder of H share is a corporate entity, its legal representative or other persons authorized by the board of directors or other governing body of such corporate entity may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such corporate entity designating such persons to attend the EGM.
 - (b) holders of H shares who intend to attend the EGM shall return the reply slips for attending the meeting to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, in person, by mail or by fax on or before 23 December 2011.
- (5) The EGM is expected to last for half a day. Shareholders attending (in person or by proxy) the EGM shall be responsible for their own travel and accommodation expenses.
- (6) As at the date of this notice, the executive directors of the Bank are Mr. ZHANG Yun, Mr. YANG Kun and Mr. PAN Gongsheng; the non-executive directors are Mr. LIN Damao, Mr. ZHANG Guoming, Ms. XIN Baorong, Mr. SHEN Bingxi, Mr. CHENG Fengchao and Mr. LI Yelin, the independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang and Mr. WEN Tiejun.