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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)

NOMINATION OF DIRECTORS

A meeting of the board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) was held by way of written resolution. The Bank issued the notice of the meeting and the related proposals in writing on 26 November 2014, and the deadline for the voting is 28 November 2014. 12 directors were entitled to vote and all of them casted their votes. The meeting and voting were conducted in compliance with the applicable laws, administrative rules, regulations, articles of association of the Bank and the rules of procedure of the Board.

The following proposals were considered and approved at the meeting:

1. Proposal on Nomination of Mr. ZHANG Yun as an Executive Director of the Bank

Voting result: 11 valid votes, including 11 votes in favour, 0 vote against and 0 vote abstained. Mr. ZHANG Yun abstained from voting due to conflict of interest.

Opinions from the independent non-executive directors of the Bank: agreed.

The appointment of Mr. ZHANG Yun will be proposed to the shareholders’ general meeting for approval. The term of office of Mr. ZHANG Yun is three years, commencing upon the approval of the shareholders’ general meeting. Mr. ZHANG Yun will continue to serve as vice chairman of the Board upon his appointment being approved by the shareholders’ general meeting.

The biographical details of Mr. ZHANG Yun are set out below:

Mr. ZHANG Yun was born in May 1959. He received a PhD in economics from Wuhan University and is a senior economist. He has served as vice chairman, executive director and president of the Bank since January 2009. He previously served successively as deputy president of Shenzhen branch, deputy president of Guangdong branch, and president of Guangxi Autonomous Region branch of Agricultural Bank of China. He was appointed as executive assistant president and general manager of Personnel Department of Agricultural Bank of China in March 2001, and vice president of Agricultural Bank of China in December

2001. He serves concurrently as president of the County Area Banking Division, chairman of the County Area Banking Division Management Committee of the Bank, chairman of the 7th Committee of China Institute of Rural Finance, vice chairman of National Association of Financial Market Institutional Investors, and standing director of the Council of China Center for International Economic Exchanges.

Mr. ZHANG Yun will not receive any director's fee from the Bank during his term. He will receive remuneration based on his management positions in the Bank, including all current income and deferred payments of basic salaries, bonuses and allowances. The Bank will disclose the remuneration of directors in its annual report each year.

Save as disclosed above, Mr. ZHANG Yun did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. ZHANG Yun does not have any equity interest in the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the appointment of Mr. ZHANG Yun that shall be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any matters which need to be brought to the attention of the shareholders of the Bank.

2. Proposal on Nomination of Mr. LU Jianping as an Independent Non-executive Director of the Bank

Voting result: 12 valid votes, including 12 votes in favour, 0 vote against and 0 vote abstained.

Opinions from the independent non-executive directors of the Bank: agreed.

The appointment of Mr. LU Jianping will be proposed to the shareholders' general meeting for approval, subject to the ratification of his eligibility by the relevant regulatory authorities including China Banking Regulatory Commission. The term of office for Mr. LU Jianping is three years, commencing upon the ratification of his eligibility by China Banking Regulatory Commission.

The biographical details of Mr. LU Jianping are set out below:

Mr. LU Jianping was born in December 1963. He holds a doctor degree in law and is currently the standing associate dean of the Criminal Law Science Research Institute, professor and tutor for PhD candidates of Beijing Normal University. He used to serve as director of the International Economic Law Department, associate dean of the Foreign Trade College, director of the Public Management Department and director of the Foreign Economic Law Research Institute of Zhejiang University, executive director of Criminal Law Science Research Center of Renmin University of China, independent non-executive director of Zhejiang Xinhua Zhongbao Co., Ltd., and independent non-executive director of Hua Xia Bank Co., limited. He serves concurrently as director of China Law Society, standing vice-president of Criminology

Research Committee of China Law Society, director of International Association of Penal Law and vice chairman of China branch of International Association of Penal Law, and director of International Society of Social Defence.

Mr. LU Jianping will receive allowances during his term in accordance with the Allowance Policy for Independent Directors of Agricultural Bank of China Limited (中國農業銀行股份有限公司獨立董事津貼標準). The Bank will disclose the remuneration of directors in its annual report each year.

Save as disclosed above, Mr. LU Jianping did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. LU Jianping does not have any equity interest in the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the appointment of Mr. LU Jianping that shall be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any matters which need to be brought to the attention of the shareholders of the Bank.

By Order of the Board
Agricultural Bank of China Limited
ZHU Gaoming
Company Secretary

Beijing, PRC
28 November 2014

As at the date of this announcement, our executive directors are Mr. ZHANG Yun and Mr. LOU Wenlong; our non-executive directors are Mr. SHEN Bingxi, Mr. CHENG Fengchao, Mr. XIAO Shusheng, Mr. ZHAO Chao and Mr. ZHOU Ke; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun and Mr. Francis YUEN Tin-fan.