



# 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)

#### PROXY FORM FOR THE 2015 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 JANUARY 2015

Number of H shares in  
connection with this  
proxy form <sup>(Note 1)</sup>

I/We <sup>(Note 2)</sup>, \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of H shares in the share capital of Agricultural Bank of China Limited  
(the "Bank"), hereby designate <sup>(Note 3)</sup> \_\_\_\_\_ of

\_\_\_\_\_ or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the 2015 first extraordinary general meeting of the Bank to be held at 2:30 p.m. on Thursday, 15 January 2015 at the Bank's headquarter, No.18B Jianguomen Nei Avenue, Beijing, PRC (the "EGM") and any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. In absence of any indication, the proxy may vote or abstain on the resolutions at his/her own discretion.

|    | Ordinary Resolutions  | For <sup>(Note 4)</sup> | Against <sup>(Note 4)</sup> | Abstained <sup>(Note 4)</sup> |
|----|---|-------------------------|-----------------------------|-------------------------------|
| 1. | To consider and approve the election of Mr. ZHANG Yun as an executive director of the Bank                    |                         |                             |                               |
| 2. | To consider and approve the election of Mr. LU Jianping as an independent non-executive director of the Bank  |                         |                             |                               |
| 3. | To consider and approve the election of Mr. CHE Yingxin as a supervisor representing shareholders of the Bank |                         |                             |                               |
| 4. | To consider and approve the adjustment to the mandate to the Board for disposal of credit assets              |                         |                             |                               |

Date: \_\_\_\_\_ Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**Note:**

- If no number is inserted, this proxy form will be deemed to relate to all the H shares of the Bank registered in your name(s).
- Please insert your full name(s) and address(es) as registered in the Bank's H share register of members in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the EGM will act as your proxy. A shareholder may designate one or more proxies to attend and vote at the meeting on his/her behalf. The proxy need not be a shareholder of the Bank but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAINED" (SUCH ABSTAINED VOTES WILL BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY OF THE RESOLUTIONS).** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolutions properly proposed to the meeting other than those referred to in the notice for the meeting.
- This proxy form must be signed by you, or your attorney duly authorized in writing or, in the case of a corporation as a shareholder, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s).
- To be valid, this completed and signed proxy form together with the power of attorney (if any) and other authorization document (if any) which have been notarized must be deposited at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not less than 24 hours before the time designated for the EGM or any adjournment thereof (as the case may be).
- Please refer to the circular of the Bank dated 1 December 2014 for the details of the above resolutions to be proposed at the EGM for consideration and approval.
- In the case of joint shareholders, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto. If more than one of such joint shareholders attend the meeting, either in person or by proxy, the vote of the person, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s).