

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 2015  
FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2015 first extraordinary general meeting (the “**EGM**”) of Agricultural Bank of China Limited (the “**Bank**”) will be held at 2:30 p.m. on Thursday, 15 January 2015, at the Bank’s headquarter, No. 18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following business:

**ORDINARY RESOLUTIONS**

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.

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

Beijing, PRC  
1 December 2014

Notes:

- (1) The H share register of members of the Bank will be closed from 16 December 2014 to 15 January 2015 (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 a shareholder on the H share register of members of the Bank before 4:30 p.m. on 15 December 2014 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 resolutions 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 26 December 2014.
- (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) Please refer to the circular of the EGM dated 1 December 2014 for the details of the above resolutions to be proposed at the EGM for consideration and approval.

*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.*