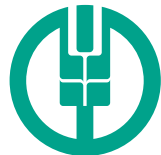


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# 中国农业银行

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)**

## **ANNOUNCEMENT ON THE RESOLUTIONS OF THE BOARD OF DIRECTORS**

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) issued a written notice of the meeting of the Board (the “**Meeting**”) on 15 August 2016 and held the Meeting by video conference in Beijing and Hong Kong on 26 August 2016. 15 directors were entitled to attend and all of them attended the Meeting, among whom (i) Mr. WEN Tiejun was unable to attend in person due to other business commitments and designated Ms. XIAO Xing in writing as his proxy to attend and vote on his behalf at the Meeting, and (ii) Mr. Francis YUEN Tin-fan attended the Meeting in Hong Kong. The Meeting was conducted in compliance with the applicable laws and regulations, the articles of association of the Bank and the rules of procedure of the Board.

Mr. ZHOU Mubing, Chairman of the Board, presided over the Meeting. The following resolutions were considered and approved at the Meeting:

### **1. Proposal on the Interim Report and the Summary of the Interim Report of the Bank**

Voting result: 15 valid votes, including 15 votes in favour, 0 vote against and 0 vote abstained.

Please refer to the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) for detailed information.

### **2. Proposal on the Remuneration Plan for Senior Management in 2015**

Voting result: 13 valid votes, including 13 votes in favour, 0 vote against and 0 vote abstained.

Mr. CAI Huaxiang and Mr. LOU Wenlong abstained from voting due to conflict of interests.

Opinion of Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan, Ms. XIAO Xing, Mr. LU Jianping and Mr. WANG Xinxin, being independent non-executive directors of the Bank: Agreed.

### 3. Proposal on the Remuneration Plan for Directors and Supervisors in 2015

Voting result: 10 valid votes, including 10 votes in favour, 0 vote against and 0 vote abstained.

Mr. CAI Huaxiang, Mr. LOU Wenlong, Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan and Ms. XIAO Xing abstained from voting due to conflict of interests.

Opinion of Mr. LU Jianping and Mr. WANG Xinxin, being independent non-executive directors of the Bank: Agreed.

The remuneration plan for the directors and supervisors in 2015 will be submitted to shareholders' general meeting of the Bank for consideration and approval.

Please refer to the Appendix for detailed information of the remuneration plan for the directors, supervisors and senior management in 2015.

By Order of the Board  
**Agricultural Bank of China Limited**  
**ZHANG Keqiu**  
Company Secretary

Beijing, the PRC  
26 August 2016

*As at the date of this announcement, our executive directors are Mr. ZHOU Mubing, Mr. ZHAO Huan, Mr. CAI Huaxiang and Mr. LOU Wenlong; our non-executive directors are Mr. ZHAO Chao, Mr. ZHOU Ke, Mr. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui and Mr. XU Jiandong; and our independent non-executive directors are Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan, Ms. XIAO Xing, Mr. LU Jianping and Mr. WANG Xinxin.*

**APPENDIX:**

**THE REMUNERATION PLAN FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT IN 2015**

Name	Position	Tenure	Total payable remuneration for 2015 (before tax) Unit: RMB Ten Thousand				Whether received remuneration from shareholder or other related parties (Y/N)
			Payable salaries (1)	Social insurance, housing fund, enterprise annuity and supplemental medical insurance payable by the Bank (2)	Director's fee/ Supervisor's fee (3)	Total (4)=(1)+(2)+(3)	
ZHOU Mubing	Chairman, Executive Director	July 2016 to July 2019	-	-	-	-	N
ZHAO Huan	Vice Chairman, Executive Director, President	March 2016 to March 2019	-	-	-	-	N
CAI Huaxiang	Executive Director, Executive Vice President	September 2015 to September 2018	54.44	17.28	-	71.72	N
LOU Wenlong	Executive Director, Executive Vice President	December 2012 to December 2018	54.44	17.28	-	71.72	N
ZHAO Chao	Non-executive Director	February 2012 to February 2018	-	-	-	-	Y
ZHOU Ke	Non-executive Director	July 2014 to July 2017	-	-	-	-	Y
ZHANG Dinglong	Non-executive Director	January 2015 to January 2018	-	-	-	-	Y
CHEN Jianbo	Non-executive Director	January 2015 to January 2018	-	-	-	-	Y
HU Xiaohui	Non-executive Director	January 2015 to January 2018	-	-	-	-	Y
XU Jiandong	Non-executive Director	February 2015 to February 2018	-	-	-	-	Y

Name	Position	Tenure	Total payable remuneration for 2015 (before tax) Unit: RMB Ten Thousand				Whether received remuneration from shareholder or other related parties (Y/N)
			Payable salaries (1)	Social insurance, housing fund, enterprise annuity and supplemental medical insurance payable by the Bank (2)	Director's fee/ Supervisor's fee (3)	Total (4)=(1)+(2)+(3)	
WEN Tiejun	Independent Non-executive Director	May 2011 to June 2017	-	-	39.88	39.88	Y
Francis YUEN Tin-fan	Independent Non-executive Director	March 2013 to March 2019	-	-	37.55	37.55	Y
XIAO Xing	Independent Non-executive Director	March 2015 to March 2018	-	-	29.24	29.24	Y
LU Jianping	Independent Non-executive Director	Since June 2015	-	-	-	-	N
WANG Xinxin	Independent Non-executive Director	May 2016 to May 2019	-	-	-	-	Y
YUAN Changqing	Chairman of the Board of Supervisors	June 2015 to June 2018	35.3	10.54	-	45.84	N
WANG Xingchun	Supervisor Representing Shareholders	June 2014 to June 2017	-	-	-	-	N
ZHENG Xin	Supervisor Representing Employees	July 2011 to December 2017	-	-	3	3	N
XIA Zongyu	Supervisor Representing Employees	May 2013 to July 2019	-	-	3	3	N
XIA Taili	Supervisor Representing Employees	December 2014 to December 2017	-	-	3	3	N
LIU Chengxu	Supervisor Representing Employees	July 2016 to July 2019	-	-	-	-	N
LI Wang	External Supervisor	June 2015 to June 2018	-	-	14.27	14.27	Y

Name	Position	Tenure	Total payable remuneration for 2015 (before tax) Unit: RMB Ten Thousand				Whether received remuneration from shareholder or other related parties (Y/N)
			Payable salaries (1)	Social insurance, housing fund, enterprise annuity and supplemental medical insurance payable by the Bank (2)	Director's fee/ Supervisor's fee (3)	Total (4)=(1)+(2)+(3)	
LV Shuqin	External Supervisor	June 2015 to June 2018	-	-	14.27	14.27	N
GONG Chao	Secretary of the Party Discipline Committee	Since March 2012	54.43	17.28	-	71.71	N
WANG Wei	Executive Vice President	Since December 2013	54.43	17.28	-	71.71	N
LIN Xiaoxuan	Executive Vice President	Since September 2015	27.21	9.01	-	36.22	N
GUO Ningning	Executive Vice President	Since June 2016	-	-	-	-	N
ZHANG Keqiu	Secretary to the Board	Since June 2015	70.37	15.85	-	86.22	N

Notes :

1. The remuneration (before tax) of Mr. LIU Shiyu for his term served in 2015 was RMB790.5 thousand.
2. The remuneration (before tax) of Mr. ZHANG Yun for his term served in 2015 was RMB782.2 thousand.
3. Mr. SHEN Bingxi, Mr. CHENG Fengchao and Mr. XIAO Shusheng, former Non-Executive Directors of the Bank, did not receive any remuneration from the Bank.
4. The director's fee of Mr. QIU Dong, a former Independent Non-executive Director of the Bank, was RMB163.8 thousand in 2015.
5. The director's fee of Mr. Anthony WU Ting-yuk, a former Independent Non-executive Director of the Bank, was RMB157.0 thousand in 2015.
6. The director's fee of Mr. Frederick MA Si-hang, a former Independent Non-executive Director of the Bank, was RMB396.5 thousand in 2015.
7. The remuneration (before tax) of Mr. CHE Yingxin, former Chairman of the Board of Supervisors of the Bank, was RMB257.7 thousand for his term served in 2015.
8. The supervisor's fee of Mr. JIA Xiangsen, a former Supervisor Representing Employees of the Bank, was RMB25.0 thousand in 2015.
9. The supervisor's fee of Mr. DAI Genyou, a former External Supervisor of the Bank, was RMB138.1 thousand in 2015.
10. The remuneration (before tax) of Mr. LI Zhenjiang, a former Executive Vice President of the Bank, was RMB717.1 thousand for his term served in 2015.
11. The remuneration (before tax) of Mr. ZHU Gaoming, former Secretary to the Board of the Bank, was RMB686.9 thousand for his term served in 2015.

12. Mr. LU Jianping resigned as an Independent Non-executive Director and the relevant members of the Board committees in December 2015 due to work arrangements. In order to meet the requirements of the relevant laws and regulations and the articles of association of the Bank, Mr. LU Jianping would continue to perform his duty as an independent Non-executive Director of the Bank until the ratification of the qualification of a new Independent Non-executive Director of the Bank by the China Banking Regulatory Commission.
13. Mr. ZHAO Chao, Mr. ZHOU Ke, Mr. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui, Mr. XU Jiandong, being Non-executive Directors of the Bank, and Mr. CHENG Fengchao and Mr. XIAO Shusheng, being former Non-executive Directors of the Bank, receive their remuneration from Central Huijin Investment Ltd. according to the relevant requirements in 2015.
14. Some Independent Non-executive Directors and External Supervisors of the Bank serve as directors or senior management in other legal entities or organizations, and therefore such legal entities and organizations become related parties of the Bank. Save as mentioned above, none of any former Directors, Supervisors or senior management of the Bank received any remuneration from related parties of the Bank in 2015.
15. The remunerations disclosed above were the total remunerations (before tax) payable to the Directors, Supervisors and senior management of the Bank, including those have been disclosed in the 2015 annual report of the Bank but excluding the performance-related salaries paid in 2015 for the previous years. The total remuneration (before tax) paid by the Bank to the Directors, Supervisors and senior management (including former Directors, Supervisors and senior management) of the Bank for their terms served in 2015 by the Bank was RMB10,108.3 thousand.
16. Please refer to relevant announcements of the Bank published on the website of the Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) for changes in Directors, Supervisors and senior management of the Bank.