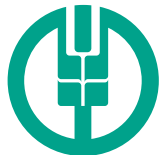


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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

ANNOUNCEMENT ON THE RESOLUTIONS OF THE BOARD OF DIRECTORS

A meeting (the “**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 8 May 2017, and the deadline for the voting is 11 May 2017. The Meeting and voting were conducted in compliance with the applicable laws and regulations, the 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. Nomination of Mr. LIAO Luming as a Non-executive Director Candidate of the Bank

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

Opinions of the independent non-executive directors of the Bank with regard to this proposal: agreed.

The Board resolved to nominate Mr. LIAO Luming as a non-executive director candidate of the Bank, subject to the consideration and approval by the shareholders’ general meeting of the Bank and the ratification of his qualification by the China Banking Regulatory Commission (the “**CBRC**”). His term of office shall be three years, commencing upon the ratification of his qualification by the CBRC.

The biographical details of Mr. LIAO Luming are set out below:

Mr. LIAO Luming was born in October 1963. He holds a Doctor’s degree in public finance from the Public Finance Science Institute of the Ministry of Finance (the “**MOF**”). He started working at the MOF in August 1985, and served successively as the principal staff of the Research Division, the deputy director and director of the Information Division, and director of the News Division at the General Office of MOF. He was appointed as deputy director of the General Office of MOF in January 2003, bureau level cadre of the Party Committee of MOF in January 2012 and executive vice secretary (bureau level) of the Party Committee of MOF in February 2012.

Mr. LIAO Luming will not receive any salary or director's fee from the Bank during his term. The Bank will disclose the remuneration of directors in its annual report each year.

Save as disclosed above, Mr. LIAO Luming 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. LIAO Luming 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 proposed appointment of Mr. LIAO Luming that shall be disclosed pursuant to Rule 13.51(2) 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. HUANG Zhenzhong as an Independent Non-executive Director Candidate of the Bank

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

Opinions of the independent non-executive directors of the Bank with regard to this proposal: agreed.

The Board resolved to nominate Mr. HUANG Zhenzhong as an independent non-executive director candidate of the Bank, subject to the approval by the Shanghai Stock Exchange regarding his qualification, the consideration and approval of the shareholders' general meeting of the Bank and the ratification of his qualification by the CBRC. His term of office shall be three years, commencing upon the ratification of his qualification by the CBRC.

The biographical details of Mr. HUANG Zhenzhong are set out below:

Mr. HUANG Zhenzhong was born in December 1964. He is a professor of Law School in Beijing Normal University, doctoral tutor and deputy director of Chinese Entrepreneurs Crime Prevention Research Center. He once served as vice director and senior economist of the Enterprise Reform Division at the Asset Management Department of Sinopec Group, deputy head of Law School and director of the Legal Counsel Office in Law School of Beijing Normal University, and the deputy chief prosecutor and member of the Committee of Inspection of the Procuratorate of Tibet Autonomous Region. He is currently the vice chairman of China – ASEAN Legal Cooperation Center; director of China – ASEAN Legal Cooperation (Cambodia) Center; director of the Case Research Committee of China Law Society; director of the International Economic Law Research Committee of China Law Society; executive director of the Energy Law Research Committee of China Law Society; arbitrator of China International Economic and Trade Arbitration Commission; panel mediator with mediation center of China Chamber of International Commerce; arbitrator of Beijing Arbitration Commission; arbitrator of Hainan Arbitration Commission; Lifetime Honorary Director of Beijing Jingsh Law Firm; member of the Chartered Institute of Arbitrators; independent director of Sinopec Oilfield Equipment Corporation, CECEP Solar Energy Technology Co., Ltd., Ciwen Media Co., Ltd. and Beijing Leadman Biochemistry Co., Ltd.

Mr. HUANG Zhenzhong will receive allowances during his term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The Bank will disclose the remuneration of directors in the annual report each year.

Save as disclosed above, Mr. HUANG Zhenzhong 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. HUANG Zhenzhong 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 proposed appointment of Mr. HUANG Zhenzhong that shall be disclosed pursuant to Rule 13.51(2) 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.

3. Proposal on Convening the 2016 Annual General Meeting of the Bank

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

The 2016 annual general meeting of the Bank (the “AGM”) is proposed to be held on Wednesday, 28 June 2017 in Beijing. For details, please refer to the circular of the AGM to be published by the Bank separately.

The 2016 A share cash dividends of the Bank is expected to be paid on Thursday, 13 July 2017 and the 2016 H share cash dividends of the Bank is expected to be paid on Thursday, 3 August 2017, subject to the consideration and approval by the AGM of the profit distribution plan of the Bank for 2016.

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

Beijing, the PRC
11 May 2017

As at the date of this announcement, our executive directors are Mr. ZHOU Mubing and Mr. ZHAO Huan; 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 and Mr. WANG Xinxin.