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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)

NOTICE OF THE 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual general meeting (the “AGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 2:30 p.m. on Wednesday, 28 June 2017, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the 2016 work report of the board of directors of the Bank;
2. To consider and approve the 2016 work report of the board of supervisors of the Bank;
3. To consider and approve the final financial accounts of the Bank for 2016;
4. To consider and approve the profit distribution plan of the Bank for 2016;
5. To consider and approve the fixed assets investment budget of the Bank for 2017;
6. To consider and approve the election of Mr. LIAO Luming as a non-executive director of the Bank;
7. To consider and approve the election of Mr. HUANG Zhenzhong as an independent non-executive director of the Bank;
8. To consider and approve the election of Mr. WANG Xingchun as a supervisor representing shareholders of the Bank;
9. To consider and approval the final remuneration plan for directors and supervisors of the Bank for 2015;
10. To consider and approve the appointments of external auditors of the Bank for 2017;

OTHER BUSINESSES

11. To listen to the 2016 work report of independent directors of the Bank;
12. To listen to the 2016 report on the implementation of the *Plan on Authorization of General Meeting of Shareholders to the Board of Directors of the Bank*; and
13. To listen to the report on the management of related transactions.

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

Beijing, PRC

12 May 2017

Notes:

- (1) 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 26 May 2017 are entitled to attend the AGM. The H Share register of members of the Bank will be closed from 29 May 2017 to 28 June 2017 (both days inclusive).
- (2) Shareholders of H Shares who are entitled to attend and vote at the AGM may designate one or more proxies to attend and vote at the AGM 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 AGM (i.e., by 2:30 p.m. on Tuesday, 27 June 2017). Completion and return of the proxy form will not preclude the shareholders of H Shares from attending and voting at the AGM 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 AGM shall be taken by poll.
- (4) Registration procedures for attending the AGM are as follows:
 - (a) holders of H shares or their proxies shall present proof of identity when attending the AGM. 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 AGM 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 AGM.
 - (b) holders of H shares who intend to attend the AGM 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 Thursday, 8 June 2017.

- (5) The 2016 A share cash dividends of the Bank is expected to be paid on 13 July 2017 and the 2016 H share cash dividends of the Bank is expected to be paid on 3 August 2017, subject to the consideration and approval by the AGM of the profit distribution plan of the Bank for 2016. For the purpose of determining the entitlement of holders of H Shares to the proposed cash dividend distribution for the year 2016, the H Share register of members of the Bank will be closed from 7 July 2017 to 12 July 2017 (both days inclusive). Shareholders whose names appear on the register of members of H Shares of the Bank on 12 July 2017 are entitled to the proposed cash dividend distribution for the year 2016. Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed cash dividend distribution for the year 2016 are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 6 July 2017.
- (6) The AGM is expected to last for half a day. Shareholders attending (in person or by proxy) the AGM shall be responsible for their own travel and accommodation expenses.
- (7) Please refer to the circular of the AGM dated 12 May 2017 for the details of the above resolutions to be proposed at the AGM for consideration and approval.

As at the date of this notice, 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.