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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 2018 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2018 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 March 2018, 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 fixed assets investment budget of the Bank for 2018
2. To consider and approve the election of Mr. LI Qiyun as a non-executive Director

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

Beijing, PRC  
29 January 2018

*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 12 February 2018 are entitled to attend the EGM. The H Share register of members of the Bank will be closed from 13 February 2018 to 15 March 2018 (both days inclusive).
- (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 (i.e., by 2:30 p.m. on Wednesday, 14 March 2018). 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 Friday, 23 February 2018.
- (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 29 January 2018 for the details of the above resolutions to be proposed at the EGM 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. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui, Mr. XU Jiandong and Mr. LIAO Luming; and our independent non-executive directors are Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan, Ms. XIAO Xing, Mr. WANG Xinxin and Mr. HUANG Zhenzhong.*