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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 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “**AGM**”) of Agricultural Bank of China Limited (the “**Bank**”) will be held at the Bank’s headquarters, No.18B Jianguomen Nei Avenue, Beijing, PRC at 2:30 p.m. on Friday, 11 May 2018 to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the 2017 work report of the board of directors of the Bank;
2. To consider and approve the 2017 work report of the board of supervisors of the Bank;
3. To consider and approve the final financial accounts of the Bank for 2017;
4. To consider and approve the profit distribution plan of the Bank for 2017;
5. To consider and approve the appointments of external auditors of the Bank for 2018;

SPECIAL RESOLUTION

6. To consider and approve the grant to the board of directors of a general mandate to issue new shares;

“THAT

In order to ensure steady and healthy development of the Bank’s business, protect the Shareholders’ long-term interests, refine the Bank’s long-term capital management mechanism and improve the flexibility of the Bank’s capital management, it is proposed at the AGM to grant a general mandate to the board of directors of the Bank, to separately or concurrently allot, issue and/or deal with newly issued shares not exceeding 20% of the respective number of each of the issued A shares and/or H shares as at the date of approval of the general mandate at

the AGM, and to enter into or grant offers, agreements, share subscription rights or conversion rights which are or may be required in respect of the issuance of shares. These matters include but are not limited to:

- (1) Subject to the conditions set out in paragraphs (i), (ii) and (iii) below and in accordance with applicable laws and regulations of the PRC, relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bank's articles of association, the Bank proposes to grant the unconditional general mandate to the board of directors of the Bank to allot, issue and/or deal with, separately or concurrently, newly issued shares and enter into or grant offers, agreements, share subscription rights or conversion rights that are required or may be required for the allotment and issuance of the shares during the Relevant Period (as defined below):
 - (i) such mandate shall not extend beyond the Relevant Period except that the board of directors of the Bank may, within the Relevant Period, enter into or grant offers, agreements, share subscription rights or conversion rights that are required or may be required to be conducted or exercised at or after the end of the Relevant Period;
 - (ii) the respective number of the newly issued shares proposed to be allotted, issued and/or dealt with or approved conditionally or unconditionally to be allotted, issued and/or dealt with, and offers, agreements, share subscription rights or conversion rights entered into or granted by the board of directors of the Bank shall not exceed 20% of the respective number of each of the A shares and/or H shares outstanding as at the date on which this proposal is approved by the shareholders' general meeting;
 - (iii) the board of directors of the Bank can exercise such mandate mentioned above only in the circumstance that it is in compliance with the PRC company law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) or any applicable laws, regulations and rules of any other government or regulatory authority, and that it has obtained all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities.
- (2) For the purpose of this proposal, "Relevant Period" means the period from the date on which this resolution is approved by the AGM until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Bank following the approval of this proposal;
 - (ii) 12 months following the approval of this proposal at the AGM; or

- (iii) the date on which the mandate granted to the board of directors of the Bank set out in this proposal is revoked or amended by a special resolution of the shareholders of the Bank at a shareholders' general meeting.
- (3) the board of directors of the Bank is authorized to amend the articles of association of the Bank as it deems appropriate and necessary so as to reflect the latest capital structure and registered capital (as applicable) in accordance with, among other things, the method, type, size of the issuance and the capital structure of the Bank following the completion of the issuance, and to take any necessary actions and to go through any necessary procedures (including but not limited to obtaining approvals from relevant regulatory authorities and completing registration processes with relevant industrial and commercial administration) in order to give effect to the issuance of shares under this resolution.”

OTHER BUSINESSES

- 7. To listen to the 2017 work report of independent directors of the Bank;
- 8. To listen to the 2017 report on the implementation of the *Plan on Authorization of General Meeting of Shareholders to the Board of Directors of the Bank*; and
- 9. To listen to the report on the management of related transactions of the Bank.

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

Beijing, PRC
27 March 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 11 April 2018 are entitled to attend the AGM. The H share register of members of the Bank will be closed from 12 April 2018 to 11 May 2018 (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 Thursday, 10 May 2018). 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 Saturday, 21 April 2018.
- (5) The 2017 A share cash dividends of the Bank is expected to be paid on 25 May 2018 and the 2017 H share cash dividends of the Bank is expected to be paid on 14 June 2018, subject to the consideration and approval by the AGM of the profit distribution plan of the Bank for 2017. For the purpose of determining the entitlement of holders of H shares to the proposed cash dividend distribution for the year 2017, the H share register of members of the Bank will be closed from 19 May 2018 to 24 May 2018 (both days inclusive). Shareholders whose names appear on the register of members of H shares of the Bank on 24 May 2018 are entitled to the proposed cash dividend distribution for the year 2017. Unregistered holders of H shares who wish to qualify for the entitlement to the proposed cash dividend distribution for the year 2017 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 18 May 2018.
- (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 Bank of the AGM dated 27 March 2018 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, Mr. ZHAO Huan, Mr. WANG Wei and Ms. GUO Ningning; our non-executive directors are 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.