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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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 second extraordinary general meeting (the “**EGM**”) of Agricultural Bank of China Limited (the “**Bank**”) will be held at 2:30 p.m. on Monday, 12 November 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 election of Mr. WANG Jingdong as a supervisor representing shareholders of the Bank;
- (2) To consider and approve the election of Mr. LI Wang to continue to serve as an external supervisor of the Bank;
- (3) To consider and approve the election of Mr. ZHANG Jie as an external supervisor of the Bank;
- (4) To consider and approve the election of Ms. LIU Hongxia as an external supervisor of the Bank;
- (5) To consider and approve the final remuneration plan for directors of the Bank for 2017;
- (6) To consider and approve the final remuneration plan for supervisors of the Bank for 2017;
- (7) To consider and approve the 2019-2021 capital planning of the Bank; and

SPECIAL RESOLUTION

- (8) To consider and approve the issuance plan of tier-2 capital instruments of the Bank:

“THAT:

In order to maintain stable capital adequacy level as well as enhance sustainability, based on the Bank’s need of business development, the issuance plan of eligible tier-2 capital instruments by the Bank is hereby proposed:

- (1) It is proposed to the EGM for consideration and approval that, subject to the approval by the CBIRC, the People’s Bank of China and other competent regulatory authorities, the Bank will issue eligible tier-2 capital instruments in accordance with the following terms and conditions: (i) Total amount: up to RMB120 billion or equivalent; (ii) Term of instruments: no less than 5 years; (iii) Interest rate: to be determined based on the market interest rates; (iv) Target of issuance: domestic and offshore institutional investors; (v) Place and means of issuance: in tranches in domestic and offshore markets depending on capital needs and market conditions; (vi) Means of loss absorption: upon the occurrence of triggering events specified in the issuing documents, the loss will be absorbed by means of write-down or conversion to equity; (vii) Use of proceeds: to replenish the Bank’s tier-2 capital and increase the capital adequacy ratio of the Bank; (viii) Term of the resolution on this proposal: from the date of approval by the EGM of this issuance of tier-2 capital instruments to 31 December 2021.
- (2) It is proposed that the EGM authorize the Board of Directors to and the Board of Directors mandates the senior managements to decide the terms of this issuance of eligible tier-2 capital instruments and to handle all relevant matters, including but not limited to: filing of application with relevant government authorities, determination of total amount of issuance, date of issuance, tranches of issuance, terms of issuance, handling matters with respect to redemption, as well as that the loss will be absorbed by means of write-down or conversion to equity upon the occurrence of triggering events specified in the issuing documents, and execution of all necessary legal documents. The term of the said authorization shall commence from the date of approval by the EGM of this issuance of tier-2 capital instruments to 31 December 2021.”

By Order of the Board
Agricultural Bank of China Limited
ZHOU Wanfu
Company Secretary

Beijing, PRC
28 September 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 October 2018 are entitled to attend the EGM. The H Share register of members of the Bank will be closed from 13 October 2018 to 12 November 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 Sunday, 11 November 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:
 - (1) 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.
 - (2) 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 Tuesday, 23 October 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 28 September 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, Mr. ZHAO Huan, Mr. WANG Wei and Ms. GUO Ningning; our non-executive directors are Mr. XU Jiandong, Mr. CHEN Jianbo, Mr. HU Xiaohui, Mr. LIAO Luming and Mr. LI Qiyun; 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.