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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Agricultural Bank of China Limited, you should at once hand this circular and the enclosed proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**ELECTION OF SUPERVISOR REPRESENTING SHAREHOLDERS
ELECTIONS OF EXTERNAL SUPERVISORS
FINAL REMUNERATION PLAN FOR DIRECTORS FOR 2017
FINAL REMUNERATION PLAN FOR SUPERVISORS FOR 2017
2019-2021 CAPITAL PLANNING
ISSUANCE PLAN OF ELIGIBLE TIER-2 CAPITAL INSTRUMENTS
AND
NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC at 2:30 p.m. on Monday, 12 November 2018 is set out on pages 10 to 12 of this circular.

A proxy form and a reply slip for use at the EGM are enclosed with this circular. Holders of H Shares who intend to attend the EGM by proxy are required to complete the proxy form in accordance with the instructions printed thereon and return the same to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the EGM or any adjournment thereof (i.e., by 2:30 p.m. on Sunday, 11 November 2018). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the EGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Tuesday, 23 October 2018.

28 September 2018

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD OF DIRECTORS	2
Introduction	2
Election of Supervisor Representing Shareholders	3
Elections of External Supervisors	3
Final Remuneration Plan for Directors for 2017	4
Final Remuneration Plan for Supervisors for 2017.....	4
2019-2021 Capital Planning.....	5
Issuance Plan of Eligible Tier-2 Capital Instruments	5
The EGM.....	6
Recommendation	7
 APPENDIX I – FINAL REMUNERATION PLAN FOR DIRECTORS FOR 2017	8
 APPENDIX II – FINAL REMUNERATION PLAN FOR SUPERVISORS FOR 2017	9
 NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING..	10

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“A Share(s)”	the domestic share(s) of RMB1.00 each in the issued share capital of the Bank, which are listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Bank, as amended from time to time
“Bank”	Agricultural Bank of China Limited (中國農業銀行股份有限公司), a joint stock limited company incorporated in the PRC and the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively
“Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Director(s)”	the director(s) of the Bank
“EGM”	the 2018 second extraordinary general meeting of the Bank to be held on 12 November 2018
“H Share(s)”	the overseas listed foreign share(s) of RMB1.00 each in the issued share capital of the Bank, which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank



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中國農業銀行股份有限公司

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Executive Directors

ZHOU Mubing

ZHAO Huan

WANG Wei

GUO Ningning

Non-Executive Directors

XU Jiandong

CHEN Jianbo

HU Xiaohui

LIAO Luming

LI Qiyun

Independent Non-Executive Directors

WEN Tiejun Francis

YUEN Tin-fan

XIAO Xing

WANG Xinxin

HUANG Zhenzhong

Registered Office

No. 69, Jianguomen Nei Avenue

Dongcheng District

Beijing, PRC

Principal Place of Business

in Hong Kong

25/F, Agricultural Bank of China Tower

50 Connaught Road Central

Hong Kong

28 September 2018

To the Shareholders,

Dear Sir or Madam,

**ELECTION OF SUPERVISOR REPRESENTING SHAREHOLDERS
ELECTIONS OF EXTERNAL SUPERVISORS
FINAL REMUNERATION PLAN FOR DIRECTORS FOR 2017
FINAL REMUNERATION PLAN FOR SUPERVISORS FOR 2017
2019-2021 CAPITAL PLANNING
ISSUANCE PLAN OF ELIGIBLE TIER-2 CAPITAL INSTRUMENTS
AND
NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The ordinary resolutions for approving: (i) the election of Mr. WANG Jingdong as a Supervisor representing Shareholders; (ii) the election of Mr. LI Wang to continue to serve as an external Supervisor; (iii) the election of Mr. ZHANG Jie as an external Supervisor; (iv) the

LETTER FROM THE BOARD OF DIRECTORS

election of Ms. LIU Hongxia as an external Supervisor; (v) the final remuneration plan for Directors for 2017; (vi) the final remuneration plan for Supervisors for 2017; and (vii) 2019-2021 capital planning will be proposed at the EGM. A special resolution for approving the issuance plan of eligible tier-2 capital instruments will also be proposed at the EGM.

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding the resolutions mentioned above.

2. ELECTION OF SUPERVISOR REPRESENTING SHAREHOLDERS

The Board of Supervisors had nominated Mr. WANG Jingdong as a Supervisor representing Shareholders, subject to the approval by the EGM.

The profile of Mr. WANG Jingdong was set out in the Bank's announcement on the nomination of Supervisors of the Bank dated 25 September 2018. As at the date of this circular, there has been no change to such profile.

The terms of office for Mr. WANG Jingdong as a Supervisor representing Shareholders will be three years, commencing upon the approval of his appointment at the EGM. The Bank will disclose the remuneration of Supervisors in the annual report each year.

Save as disclosed above, Mr. WANG Jingdong 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 have any relationship with any other Director, Supervisor, senior management of the Bank, substantial Shareholder or controlling Shareholder. Save as disclosed above, Mr. WANG Jingdong 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 above, there is no other information relating to the appointment of Mr. WANG Jingdong that shall be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange nor any matters which need to be brought to the attention of the Shareholders.

This proposal has been reviewed and approved by the Board of Supervisors on 25 September 2018 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

3. ELECTIONS OF EXTERNAL SUPERVISORS

The terms of office of Mr. LI Wang, being an external Supervisor, expired in June 2018. The Board of Supervisors had nominated Mr. LI Wang to continue to serve as an external Supervisor, and nominated Mr. ZHANG Jie and Ms. LIU Hongxia as external Supervisors, subject to the approvals by the EGM.

The profiles of each of Mr. LI Wang, Mr. ZHANG Jie and Ms. LIU Hongxia were set out in the Bank's announcement on the nomination of Supervisors of the Bank dated 25 September 2018. As at the date of this circular, there has been no change to such profiles.

LETTER FROM THE BOARD OF DIRECTORS

The terms of office for each of Mr. LI Wang, Mr. ZHANG Jie and Ms. LIU Hongxia as an external Supervisor will be three years, commencing upon the approvals of their appointments by the EGM. The Bank will disclose the remuneration of Supervisors in the annual report each year.

Save as disclosed above, none of Mr. LI Wang, Mr. ZHANG Jie and Ms. LIU Hongxia held any directorship in any other listed companies or took up any post in any affiliated companies of the Bank in the past three years, nor does any of them have any relationship with any other Director, Supervisor, senior management of the Bank, substantial Shareholder or controlling Shareholder. Save as disclosed above, none of Mr. LI Wang, Mr. ZHANG Jie and Ms. LIU Hongxia has any equity interest in the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed above, there is no other information relating to the appointments of Mr. LI Wang, Mr. ZHANG Jie and Ms. LIU Hongxia that shall be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange nor any matters which need to be brought to the attention of the Shareholders.

The proposals with respect to the elections of external Supervisors have been reviewed and approved by the Board of Supervisors on 25 September 2018 and are hereby submitted to the EGM for consideration as ordinary resolutions.

4. FINAL REMUNERATION PLAN FOR DIRECTORS FOR 2017

Pursuant to the Articles of Association and the relevant policies of the PRC, please refer to Appendix I to this circular for details of the final remunerations of Directors for 2017 of the Bank.

This proposal has been reviewed and approved by the Board of Directors on 28 August 2018 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

5. FINAL REMUNERATION PLAN FOR SUPERVISORS FOR 2017

Pursuant to the Articles of Association and the relevant policies of the PRC, please refer to Appendix II to this circular for details of the final remunerations of Supervisors for 2017 of the Bank.

This proposal was reviewed by the Board of Supervisors on 28 August 2018, while the Board of Supervisors unanimously agreed to submit this proposal to the EGM for review since the number of Supervisors who do not have significant interests in this proposal was less than three.

LETTER FROM THE BOARD OF DIRECTORS

6. 2019-2021 CAPITAL PLANNING

In order to satisfy regulatory requirements and capital management needs, maintain adequate capital level and high capital quality, the Bank formulated the *2019-2021 Capital Planning of Agricultural Bank of China Limited* based on the *Administrative Measures for the Capital of Commercial Banks (for Trial Implementation)* and other related regulatory provisions. According to the basic objectives and main principles of the Bank's capital management, based on the comprehensive analysis of the macroeconomic and financial situation, capital regulatory requirements, as well as the Bank's current capital adequacy ratio and capital need in the future, the Bank's planning objectives of capital adequacy ratio are: the core tier-1 capital adequacy ratio shall not be lower than 9.5%, the tier-1 capital adequacy ratio shall not be lower than 10.5%, and the capital adequacy ratio shall not be lower than 12.5%.

This proposal has been reviewed and approved by the Board of Directors on 26 September 2018 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

7. ISSUANCE PLAN OF ELIGIBLE TIER-2 CAPITAL INSTRUMENTS

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 issuance: no less than five 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 the Directors to and the Board of the 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.

This proposal has been reviewed and approved by the Board of Directors on 26 September 2018 and it is hereby submitted to the EGM for consideration as a special resolution.

LETTER FROM THE BOARD OF DIRECTORS

8. THE EGM

A notice convening the EGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC at 2:30 p.m. on Monday, 12 November 2018 is set out on pages 10 to 12 of this circular.

The ordinary resolutions for approving: (i) the election of Mr. WANG Jingdong as a Supervisor representing Shareholders; (ii) the election of Mr. LI Wang to continue to serve as an external Supervisor; (iii) the election of Mr. ZHANG Jie as an external Supervisor; (iv) the election of Ms. LIU Hongxia as an external Supervisor; (v) the final remuneration plan for Directors for 2017; (vi) the final remuneration plan for Supervisors for 2017; and (vii) the 2019-2021 capital planning will be proposed at the EGM. A special resolution for approving the issuance plan of eligible tier-2 capital instruments will also be proposed at the EGM.

Any voting on the resolutions at the EGM shall be taken by poll.

A proxy form and a reply slip for use at the EGM are enclosed with this circular. Holders of H Shares who intend to attend the EGM by proxy are required to complete the proxy form in accordance with the instructions printed thereon and return the same to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the EGM or any adjournment thereof (i.e., by 2:30 p.m. on Sunday, 11 November 2018). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the EGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Tuesday, 23 October 2018.

In order to determine the holders of H Shares who 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). Holders of H Shares who wish to attend the EGM 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 11 October 2018.

LETTER FROM THE BOARD OF DIRECTORS

9. RECOMMENDATION

The Board considers that the aforementioned proposals are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions at the EGM.

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

28 September 2018

APPENDIX I REMUNERATION PLAN FOR DIRECTORS FOR 2017

(Unit: RMB ten thousand)

Name	Position	Total remuneration payable for 2017 (before tax)				Incentive income during term of office in 2015-2017
		Annual salaries payable ⁽¹⁾	Social insurance, housing fund, enterprise annuity and supplemental medical insurance payable by the Bank ⁽²⁾	Director's fee/ Supervisor's fee ⁽³⁾	Total (4) = (1) + (2) + (3)	
ZHOU Mubing	Chairman, Executive Director	70.71	14.87	–	85.58	26.75
ZHAO Huan	Vice Chairman, Executive Director, President	70.71	14.87	–	85.58	33.41
WANG Wei	Executive Director, Executive Vice President	63.60	14.57	–	78.17	42.86
GUO Ningning	Executive Director, Executive Vice President	63.60	14.57	–	78.17	25.23
XU Jiandong	Non-executive Director	–	–	–	–	–
CHEN Jianbo	Non-executive Director	–	–	–	–	–
HU Xiaohui	Non-executive Director	–	–	–	–	–
LIAO Luming	Non-executive Director	–	–	–	–	–
LI Qiyun	Non-executive Director	–	–	–	–	–
WEN Tiejun	Independent Non-executive Director	–	–	41.00	41.00	–
Francis YUEN Tin-fan	Independent Non-executive Director	–	–	38.00	38.00	–
XIAO Xing	Independent Non-executive Director	–	–	38.00	38.00	–
WANG Xinxin	Independent Non-executive Director	–	–	36.00	36.00	–
HUANG Zhenzhong	Independent Non-executive Director	–	–	9.67	9.67	–

Notes:

- The above table shows the Directors of the Bank as at the meeting of the Board of Directors held on 28 August 2018. Please refer to the relevant announcements of the Bank on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) for the changes of the Directors of the Bank.
- The remuneration (before tax) of Mr. LOU Wenlong, a former Executive Director and Executive Vice President of the Bank, was RMB259.2 thousand for his term of office served in 2017.
- In 2017, Mr. XU Jiandong, Mr. CHEN Jianbo, Mr. HU Xiaohui and Mr. LIAO Luming, being Non-executive Directors of the Bank and Mr. ZHAO Chao, Mr. ZHANG Dinglong and Mr. ZHOU Ke, being former Non-executive Directors of the Bank, received their remuneration from Central Huijin Investment Ltd. according to the relevant requirements.
- Mr. LU Jianping, a former Independent Non-Executive Director of the Bank, did not receive any director's fee from the Bank in 2017.

APPENDIX II REMUNERATION PLAN FOR SUPERVISORS FOR 2017

(Unit: RMB ten thousand)

Name	Position	Total remuneration payable for 2017 (before tax)				Incentive income during term of office in 2015-2017
		Annual salaries payable ⁽¹⁾	Social insurance, housing fund, enterprise annuity and supplemental medical insurance payable by the Bank ⁽²⁾	Director's fee/ Supervisor's fee ⁽³⁾	Total (4) = (1) + (2) + (3)	
WANG Xingchun	Supervisor Representing Shareholders	-	-	-	-	-
LIU Chengxu	Supervisor Representing Employees	-	-	5.00	5.00	-
XIA Taili	Supervisor Representing Employees	-	-	5.00	5.00	-
SHAO Lihong	Supervisor Representing Employees	-	-	-	-	-
LI Wang	External Supervisor	-	-	28.00	28.00	-
LV Shuqin	External Supervisor	-	-	28.00	28.00	-

Notes:

- The above table shows the Supervisors of the Bank as at the meeting of the Board of Supervisors held on 28 August 2018. Please refer to the relevant announcements of the Bank on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) for the changes of the Supervisors of the Bank.
- Mr. WANG Xingchun did not receive any fee from the Bank in 2017 as a Supervisor Representing Shareholders.
- The remuneration (before tax) of Mr. YUAN Changqing, the former Chairman of the Board of Supervisors and Supervisor Representing Shareholders of the Bank, was RMB422.9 thousand for his term of office served in 2017. His incentive income during term of office in 2015-2017 was RMB329.7 thousand.
- The supervisor's fee of Mr. ZHENG Xin, a former Supervisor Representing Employees of the Bank, was RMB4.2 thousand for his term of office served in 2017.
- The supervisor's fee of Mr. XIA Zongyu, a former Supervisor Representing Employees of the Bank, was RMB50 thousand for his term of office served in 2017.



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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

NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

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

NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

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.