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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)

ANNOUNCEMENT ON THE POLL RESULTS OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) hereby announces that the 2018 second extraordinary general meeting of the Bank (the “**EGM**”) was held at the Bank’s headquarters, No.18B Jianguomen Nei Avenue, Beijing, PRC on Monday, 12 November 2018. Reference is made to the EGM circular of the Bank dated 28 September 2018, containing details of each of the resolutions proposed at the EGM for Shareholders’ consideration and approval. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the aforesaid circular.

The total number of issued ordinary shares of the Bank as at the date of the EGM was 349,983,033,873 shares, which was the total number of shares entitling the holders to attend and vote for, against or abstained any of the resolutions proposed at the EGM. There were no restrictions on any holder of the Bank’s ordinary shares casting votes on any of the proposed resolutions at the EGM. 87 Shareholders and authorised proxies holding an aggregate of 303,206,579,772 ordinary shares, representing 86.634651% of the total voting shares of the Bank were present at the EGM, details of which are set out below:

Total number of Shareholders and authorised proxies attending the EGM	87
Total number of holders of A shares present at the EGM	77
Total number of holders of H shares present at the EGM	10
Total number of voting shares present at the EGM	303,206,579,772
Total number of voting shares held by holders of A shares	287,972,328,959
Total number of voting shares held by holders of H shares	15,234,250,813
Percentage of voting shares present at the EGM in the total voting shares	86.634651%
Percentage of voting shares held by holders of A shares in total voting shares	82.281797%
Percentage of voting shares held by holders of H shares in total voting shares	4.352854%

Note: The total number of Shareholders attending the EGM includes Shareholders who attended the EGM on site and Shareholders who attended the EGM by way of online voting. As the resolutions proposed at the EGM do not have to be approved by the holders of preference shares of the Bank, holders of preference shares of the Bank did not attend the EGM.

The EGM was convened by the Board and chaired by Mr. ZHOU Mubing, the chairman of the Board. Voting at the EGM was conducted by poll. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed by the Bank as the scrutineer for the voting. The calling, convening and voting method of the EGM was in compliance with laws and regulations of the PRC (including the *Company Law of the PRC*, the *Rules Governing Shareholders' General Meetings of Listed Companies* issued by China Securities Regulatory Commission (the "CSRC") and the *Implementation Rules for Online Voting at Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange*) and the articles of association of the Bank (the "Articles of Association"). All of the Bank's 12 directors attended the EGM. All of the Bank's six supervisors attended the EGM. The Bank's secretary to the Board attended the EGM. The senior management of the Bank were present at the EGM.

POLL RESULTS

The poll results in respect of the resolutions proposed at the EGM were as follows:

Special Resolution		Number of Votes (%)		
		For	Against	Abstained
8.	To consider and approve the issuance plan of tier-2 capital instruments of the Bank	303,185,583,364 (99.993075%)	15,121,300 (0.004987%)	5,875,108 (0.001938%)
The special resolution above was duly passed as more than 2/3 of the votes were cast in favour of the resolution by the Shareholders and authorized proxies present at the EGM.				
Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the election of Mr. WANG Jingdong as a supervisor representing shareholders of the Bank	303,109,048,505 (99.967833%)	87,856,159 (0.028976%)	9,675,108 (0.003191%)
2.	To consider and approve the election of Mr. LI Wang to continue to serve as an external supervisor of the Bank	303,116,440,357 (99.970271%)	80,466,407 (0.026539%)	9,673,008 (0.003190%)
3.	To consider and approve the election of Mr. ZHANG Jie as an external supervisor of the Bank	303,169,830,364 (99.987880%)	27,074,300 (0.008929%)	9,675,108 (0.003191%)
4.	To consider and approve the election of Ms. LIU Hongxia as an external supervisor of the Bank	303,169,857,392 (99.987889%)	27,013,772 (0.008909%)	9,708,608 (0.003202%)
5.	To consider and approve the final remuneration plan for directors of the Bank for 2017	303,185,301,064 (99.992982%)	15,149,900 (0.004997%)	6,128,808 (0.002021%)
6.	To consider and approve the final remuneration plan for supervisors of the Bank for 2017	303,188,365,064 (99.993993%)	149,900 (0.000049%)	18,064,808 (0.005958%)
7.	To consider and approve the 2019-2021 capital planning of the Bank	303,173,393,364 (99.989055%)	15,121,300 (0.004987%)	18,065,108 (0.005958%)
The ordinary resolutions above were duly passed as more than 1/2 of the votes were cast in favour of each resolution by the Shareholders and authorized proxies present at the EGM.				

In accordance with the relevant regulatory requirements of CSRC and the Shanghai Stock Exchange, the poll result of the voting of holders of A shares with less than 5% of voting shares in respect of the resolution involving significant events at the EGM was as follow:

Resolution		Number of Votes (%)		
		For	Against	Abstained
5.	To consider and approve the final remuneration plan for directors of the Bank for 2017	10,644,982,997 (99.992439%)	81,900 (0.000769%)	723,000 (0.006792%)

LAWYERS' CERTIFICATION

Ms. SU Zheng and Ms. YUAN Bingyu, attorneys from King & Wood Mallesons, witnessed the EGM and issued a legal opinion certifying that the procedures to call and convene the EGM, the qualifications of attendees, the qualification of the caller and the voting process of the EGM and the other relevant issues were in compliance with laws and regulations of the PRC, including the *Company Law of the PRC*, the *Rules Governing Shareholders' General Meetings of Listed Companies* issued by CSRC and the *Implementation Rules for Online Voting at Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange* and the Articles of Association. The poll results of the EGM were lawful and valid.

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

Beijing, the PRC
12 November 2018

As at the date of this announcement, the executive directors are Mr. ZHOU Mubing and Mr. WANG Wei; the non-executive directors are Mr. XU Jiandong, Mr. CHEN Jianbo, Mr. HU Xiaohui, Mr. LIAO Luming and Mr. LI Qiyun and the independent non-executive directors are Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan, Ms. XIAO Xing, Mr. WANG Xinxin and Mr. HUANG Zhenzhong.