



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 2 MARCH 2011

Number of H shares in connection with this form of proxy ¹	
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I/We² _____
of _____
being the registered holder(s) of H Shares in the registered share capital of Agricultural Bank of China Limited (the "Bank"), hereby appoint³ _____ of _____, or failing him/her, the Chairman of the extraordinary general meeting (the "EGM") as my/our proxy to attend and vote on my/our behalf at the EGM of the Bank to be held at Grand Ballroom I, Level LG, Grand Hyatt Beijing, Oriental Plaza, 1 East Chang An Avenue, Beijing, PRC on 2 March 2011 at 9:30 a.m. and any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

	Ordinary resolutions	For⁴	Against⁴
1.	to consider and approve the amended rules of procedures of shareholders' general meeting as set out in Appendix I of the circular of the Bank dated 14 January 2011		
2.	to consider and approve the amended rules of procedures of the board of directors as set out in Appendix II of the circular of the Bank dated 14 January 2011		
3.	to consider and approve the amended rules of procedures of the board of supervisors as set out in Appendix III of the circular of the Bank dated 14 January 2011		
4.	to consider and approve the appointments of (i) Mr. Frederick Ma Si-Hang as an independent non-executive director of the Bank;		
	(ii) Mr. Wen Tiejun as an independent non-executive director of the Bank		
5.	to consider and approve the proposed purchase of liability insurance for directors, supervisors and senior management, and to authorize the board of directors of the Bank to deal with matters in connection with the purchase and renewal of such liability insurance as set out in the circular of the Bank dated 14 January 2011		

	Special resolution	For ⁴	Against ⁴
6.	to consider and approve the issue of subordinated bonds of not exceeding RMB50 billion. The subordinated bonds shall be issued to institutional investors in the national inter-bank bond market with a term of no less than 5 years and by reference to market interest rate. The board of directors of the Bank shall be authorized to delegate the senior management to handle matters and to execute all necessary legal documents in relation to the issue of subordinated bonds, including without limitation obtaining approvals from relevant government authorities, and determining the aggregate principal amounts, time, tranches, terms of issuance, maturity, interest rates and listing of bonds, which shall remain valid for 24 months from the date of the passing of this resolution		

Date: _____

Signature⁵: _____

Note:

- 1 If no number is inserted, this form of proxy will be deemed to relate to all the H shares of the Bank registered in your name(s).
- 2 Please insert your full name(s) and address(es) as registered in the Bank's H share register of members in **BLOCK CAPITALS**.
- 3 Please insert the name and address of the proxy. If no name is inserted, the Chairman of the EGM will act as your proxy. A shareholder may appoint one or more proxies to attend and vote at the meeting on his/her behalf. The proxy need not be a member of the Bank but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 5 This form of proxy must be signed by you, or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s) to it.
- 6 To be valid, this completed and signed proxy form together with the power of attorney (if any) and other authorization document (if any) which have been notarized must be deposited at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be).
- 7 In the case of joint shareholders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).