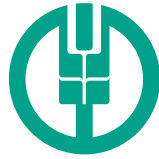


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中国农业银行

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 2010 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 annual general meeting (the “AGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 9:30 a.m. on 8 June 2011, at Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the 2010 Work Report of the Board of Directors of the Bank;
2. To consider and approve the 2010 Work Report of the Board of Supervisors of the Bank;
3. To consider and approve the final financial accounts of the Bank for 2010;
4. To consider and approve the profit distribution plan of the Bank for the second half of 2010;
5. To consider and approve the fixed assets investment budget of the Bank for 2011;
6. To consider and approve the appointments of Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu as external auditors of the Bank for 2011; and
7. To consider and approve the appointment of Mr. Li Yelin as a non-executive director of the Bank.

OTHER BUSINESSES

8. To listen to the 2010 Work Report of independent directors of the Bank; and

9. To listen to the 2010 report on the implementation of the Plan on Authorization of Shareholders' General Meeting to the Board of Directors of the Bank.

By Order of the Board
Agricultural Bank of China Limited
Xiang Junbo
Chairman

Beijing, PRC
21 April 2011

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 6 May 2011 are entitled to attend the AGM.

The H share register of members of the Bank will be closed from 11 June 2011 to 16 June 2011 (both days inclusive). To qualify for the entitlement to the proposed cash dividend distribution for the second half of 2010, holders of H shares 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m., on 10 June 2011.

- (2) Shareholders of H shares who are entitled to attend and vote at the AGM may appoint 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 form of proxy 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 appointed for holding the AGM. Completion and return of the form of proxy 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 shareholder, its legal representative or other persons authorized by the board of directors or other governing body of such shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing 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 19 May 2011.

- (5) Closure of register of members of H shares:

The register of members of H shares of the Bank will be closed from 9 May 2011 to 8 June 2011 (both days inclusive).

- (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 dated 21 April 2011 for the details of the above ordinary resolutions to be proposed at the AGM for consideration and approval.
- (8) As at the date of this notice, the executive directors of the Bank are Mr. XIANG Junbo, Mr. ZHANG Yun, Mr. YANG Kun and Mr. PAN Gongsheng; the non-executive directors are Mr. LIN Damao, Mr. ZHANG Guoming, Ms. XIN Baorong, Mr. SHEN Bingxi and Mr. CHENG Fengchao; the independent non-executive directors are Mr. Anthony WU Ting-yuk and Mr. QIU Dong.