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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 ANNUAL GENERAL MEETING FOR 2010**

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) announces that the annual general meeting of the Bank for 2010 (the “**AGM**”) was held at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong at 9:30 a.m. on Wednesday, 8 June 2011. The AGM was convened by the Board and chaired by Mr. Xiang Junbo, chairman of the Board.

The total number of issued shares of the Bank as at the date of the AGM was 324,794,117,000 shares, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. Shareholders and authorized proxies holding an aggregate of 286,501,467,860 shares, representing 88.21% of the total voting shares of the Bank were present at the AGM.

The directors, supervisors and the board secretary of the Bank were present at the AGM. The convening of the AGM was in compliance with the requirements of laws and regulations of the PRC, including the Company Law of the PRC and the provisions of the articles of association of the Bank. Voting at the AGM 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.

Reference is made to the circular and the supplement circular of the Bank dated 21 April 2011 and 23 May 2011, respectively, (collectively, the “**Circulars**”) containing details of the resolutions tabled before the AGM for shareholders' approval. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

At the AGM, all the proposed resolutions set out in the notice of the AGM dated 21 April 2011 and the supplemental notice of the AGM dated 23 May 2011 were voted by poll.

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

| Ordinary Resolutions |                                                                                                                                                      | Number of Votes (%)           |                            |                          |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------|--------------------------|
|                      |                                                                                                                                                      | For                           | Against                    | Abstain                  |
| 1                    | To consider and approve the 2010 Work Report of the Board of Directors of the Bank                                                                   | 286,500,560,530<br>99.999683% | 51,000<br>0.000018%        | 856,330<br>0.000299%     |
| 2                    | To consider and approve the 2010 Work Report of the Board of Supervisors of the Bank                                                                 | 286,500,459,530<br>99.999648% | 152,000<br>0.000053%       | 856,330<br>0.000299%     |
| 3                    | To consider and approve the final financial accounts of the Bank for 2010                                                                            | 286,500,313,530<br>99.999597% | 298,000<br>0.000104%       | 856,330<br>0.000299%     |
| 4                    | To consider and approve the profit distribution plan of the Bank for the second half of 2010                                                         | 286,500,976,530<br>99.999829% | 146,730<br>0.000051%       | 344,600<br>0.000120%     |
| 5                    | To consider and approve the fixed assets investment budget of the Bank for 2011                                                                      | 286,500,982,530<br>99.999830% | 68,000<br>0.000024%        | 417,330<br>0.000146%     |
| 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 | 286,350,230,046<br>99.947213% | 75,820,736<br>0.026464%    | 75,417,078<br>0.026323%  |
| 7                    | To consider and approve the appointment of Mr. Li Yelin as a non-executive director of the Bank                                                      | 282,947,027,226<br>98.759364% | 3,554,053,034<br>1.240501% | 387,600<br>0.000135%     |
| 8                    | To consider and approve the 2010 final emoluments plan for directors and supervisors of the Bank                                                     | 286,133,730,608<br>99.871645% | 19,888,200<br>0.006942%    | 347,849,052<br>0.121413% |

The above mentioned ordinary resolutions were duly passed by obtaining more than 50% of the votes in favour of each resolution from shareholders and authorized proxies presented at the AGM.

## APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The appointment of Mr. Li Yelin as non-executive director of the Bank was approved at the AGM. The term for his appointment as non-executive director will be three years commencing from the date of ratification of his qualifications by relevant regulatory authorities including the China Banking Regulatory Commission. Mr. Li Yelin will not receive any remuneration from the Bank. The Bank will make disclosure on the remuneration of directors in the annual report each year.

Mr. Li Yelin, aged 57. He once served as the deputy division director and division director of the Special Commissioner's Office for Shenyang under the National Audit Office (the "NAO"). He had been the vice commissioner of the Special Commissioner's Office for Shenyang under the NAO since April 1993 and the vice commissioner (in charge) of the Special Commissioner's Office for Lanzhou under the NAO since December 1999. He had also served as the head (commissioner level) of the organizing team of the Special Commissioner's Office for Changchun under the NAO since April 2001 and the commissioner of the Special Commissioner's Office for Shenyang under the NAO since January 2002. He has been the director of the Finance and Audit Department of the NAO since September 2006. Mr. Li is a senior auditor and a non-practicing certified accountant. Mr. Li graduated from Party School of the Central Committee of the Communist Party of China as an on-the-job graduate in economic management.

Save as disclosed in this announcement, Mr. Li Yelin 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 has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. Li Yelin 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 herein, there is no other information relating to the proposed appointment of Mr. Li Yelin that shall be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any matters which need to be brought to the attention of the shareholders of the Bank.

## **PAYMENT OF CASH DIVIDENDS FOR THE SECOND HALF OF 2010**

The cash dividends for the second half of 2010 of the Bank will be paid on or around 15 July 2011 to shareholders whose names appear on the Bank's register of shareholders on 16 June 2011 (the "**Record Date**"). The cash dividends for the second half of 2010 will be denominated and announced in Renminbi and shall be Renminbi 0.54 Yuan per ten shares (tax included). Pursuant to the articles of association of the Bank, the dividends deriving from the shares held by the domestic shareholders of the Bank shall be paid in Renminbi whereas the dividends deriving from the shares held by foreign shareholders shall be paid in Hong Kong Dollars. The exchange rate between Renminbi and Hong Kong Dollars shall be the medium exchange rate between Renminbi and Hong Kong Dollars as announced by the People's Bank of China on the date of the annual general meeting of the Bank, which is 1 Hong Kong Dollar equals to Renminbi 0.83291 Yuan, and the dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.648329 per ten shares.

In order to determine the shareholders who are entitled to receive the cash dividends for the second half of 2010, the Bank's register of members will be closed from 11 June 2011 to 16 June 2011 (both days inclusive), and no transfer of H shares will be registered during such period. Holders of H shares who wish to receive the dividends must lodge the transfer documents and the relevant share certificates with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 10 June 2011.

## **ENTERPRISE INCOME TAX WITHHOLDING OF OVERSEAS NON-RESIDENT ENTERPRISES**

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China which came into effect on 1 January 2008 and its implementing rules, the Bank shall be obligated to withhold 10% enterprise income tax when it distributes the cash dividends for the second half of 2010 to non-resident enterprise shareholders of H shares, including Hong Kong Securities Clearing Company Nominees Limited, as listed on the Bank's register of holders of H shares on the Record Date. After the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Bank's confirmation of such opinion, the Bank will not withhold any enterprise income tax when it distributes the cash dividends for the second half of 2010 to resident enterprise shareholders of H shares listed on the Bank's register of holders of H shares on the Record Date.

If any resident enterprise (as defined in the Enterprise Income Tax Law of the PRC) listed on the Bank's register of holders of H shares, which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Bank withhold the said 10% enterprise income tax, it shall submit to Computershare Hong Kong Investor Services Limited at or before 4:30 pm on 10 June 2011 a legal opinion, issued by a Mainland China qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status.

All investors are requested to read this announcement carefully. Should you wish to change your shareholder status, please consult your agent or trust institution over the relevant procedure. The Bank will withhold the enterprise income tax for the non-resident enterprise shareholders as required by law on the basis of the Bank's register of holders of H shares on the Record Date.

The Bank assumes no liability and will not deal with any dispute over enterprise income tax withholding triggered by failure to submit proof materials within the stipulated time frame.

## LAWYERS' CERTIFICATION

King and Wood PRC Lawyers witnessed the AGM and issued a legal opinion certifying that the convening and procedures of the AGM conformed to the requirements of the law, administrative regulations and the Articles of Association of the Bank. The attendees and the convener of the AGM were qualified and their qualifications were valid. The voting process and the voting results were lawful and valid.

By order of the Board  
**Agricultural Bank of China Limited**  
**Xiang Junbo**  
*Chairman*

Beijing, PRC, 8 June 2011

*As at the date of this announcement, our executive directors are Mr. XIANG Junbo, Mr. ZHANG Yun, Mr. YANG Kun and Mr. PAN Gongsheng; our non-executive directors are Mr. LIN Damao, Mr. ZHANG Guoming, Ms. XIN Baorong, Mr. SHEN Bingxi and Mr. CHENG Fengchao, and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang and Mr. WEN Tiejun.*