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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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK

A meeting of the board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) was held by video conference at Beijing and Hong Kong on 29 August 2012. 12 directors were entitled to attend and all of them were present at the meeting. The meeting was conducted in compliance with the applicable laws, administrative rules, regulations, articles of association of the Bank (the “**Articles of Association**”) and the rules of procedure of the Board.

The following proposal was considered and approved at the meeting:

Proposal on Amendments to the Articles of Association of the Bank

Voting result: 12 valid votes, including 12 votes in favour, 0 vote against and 0 vote abstained.

In recent years, the regulatory authorities have amended and improved the existing regulatory rules to achieve macroprudential supervision and promote corporate governance. In this regard, the Bank proposed to amend the Articles of Association in accordance with, among others, the newly-amended *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, the *Notice on Further Improving the Cash Dividend Distribution of Listed Companies* issued by Beijing Office of China Securities Regulatory Commission (the “**CSRC**”), comments and instructions raised by the regulatory authorities including the China Banking Regulatory Commission (the “**CBRC**”) and Beijing Office of the CSRC, the corporate governance practices of the Bank since its initial public offering and the experiences of other banks.

The proposed amendments to the Articles of Association (the “**Proposed Amendments**”) principally mainly include the voting methods at the shareholders’ general meetings, requirements for director’s performance of duties, evaluation of performance of directors and senior management, internal control management system and cash dividend distribution policy, etc.

It is also proposed that the Board shall be authorized by the shareholders' general meeting of the Bank to amend the Articles of Association in accordance with comments from the regulatory authorities so as to obtain approval therefrom, and to amend the corresponding articles in relation to the timing requirements for the shareholders' general meetings after the regulatory authorities have amended the requirement of 45 days prior notice of the shareholders' general meetings, and submit such amendments to the CBRC for approval.

This proposal will be submitted for consideration and approval at the shareholders' general meeting of the Bank by way of a special resolution. Details of the Proposed Amendments will be set out in the circular of the shareholders' general meeting to be dispatched to the shareholders of the Bank. Upon approval by the shareholders' general meeting, the Proposed Amendments are still subject to approval by the CBRC.

By Order of the Board of Directors
Agricultural Bank of China Limited
LI Zhenjiang
Company Secretary

Beijing, PRC
29 August 2012

As at the date of this announcement, our executive directors are Mr. JIANG Chaoliang and Mr. ZHANG Yun; our non-executive directors are Mr. SHEN Bingxi, Mr. LIN Damao, Mr. CHENG Fengchao, Mr. LI Yelin, Mr. XIAO Shusheng and Mr. ZHAO Chao; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang and Mr. WEN Tiejun.