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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

NOMINATION OF DIRECTORS AND PROPOSED APPOINTMENT OF MEMBERS OF BOARD COMMITTEES 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 and the rules of procedure of the Board.

The following proposals were considered and approved at the meeting:

1. Proposal on Nomination of Mr. GUO Haoda as Executive Director of the Bank and Appointment of Mr. Guo as Members of Board Committees

It was resolved at the meeting to nominate Mr. GUO Haoda as an executive director of the Bank and appoint him as a member of the Strategic Planning Committee and the County Area Banking Business Development Committee of the Board, subject to the approval of his appointment as an executive director of the Bank by the shareholders’ general meeting and the ratification of his qualification by China Banking Regulatory Commission (the “**CBRC**”).

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

Mr. GUO Haoda, aged 54, holds a Bachelor’s degree and is a Senior Economist. He is an expert entitled to Government Special Allowance by the State Council. Mr. Guo previously served in several positions in Agricultural Bank of China (predecessor of the Bank), including vice president and then president of Suzhou Branch in Jiangsu Province, president of Shenzhen Branch and president of Jiangsu Branch. He was appointed as executive vice president of Agricultural Bank of China and president of its Beijing Branch in April 2008, executive vice president of the Bank and president of its Beijing Branch in January 2009, and has served as executive vice president of the Bank since March 2010. Mr. Guo received National May 1st Labor Medal in 2003. He now serves concurrently as vice chairman of All-China Environment Federation.

Mr. Guo will not receive any director's fee from the Bank during his term. He will receive remuneration based on his management positions with the Bank, including all current income and deferred payments of basic salaries, bonuses and allowances. The Bank will disclose the remuneration of directors in the annual report each year.

2. Proposal on Nomination of Mr. LOU Wenlong as Executive Director of the Bank and Appointment of Mr. Lou as Members of Board Committees

It was resolved at the meeting to nominate Mr. LOU Wenlong as an executive director of the Bank and appoint him as a member of the Strategic Planning Committee and the Risk Management Committee of the Board, subject to the approval of his appointment as an executive director of the Bank by the shareholders' general meeting and the ratification of his qualification by the CBRC.

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

Mr. LOU Wenlong, aged 54, holds a Bachelor's degree and is a Senior Economist. He used to serve concurrently as secretary of the Youth League Committee, head of Students' Affairs Division and chief of the Teaching and Researching Office of Urban Finance of Zhejiang Banking College. Mr. Lou later served in several positions in the People's Bank of China, including secretary of Youth League Committee of the Head Office of Zhejiang Branch, vice division chief and division chief of Zhejiang Branch, director and assistant commissioner of Banking Inspection Division, Hanzhou Financial Supervision Office of Shanghai Branch, and deputy head of the supervisory team for China Construction Bank of Banking Supervision Department I. He was then appointed to several positions successively in the CBRC, including deputy director and director of Banking Supervision Department II in September 2005, and director-general of Beijing Office in February 2009. He is now a guest professor with Capital University of Economics and Business.

Mr. Lou will not receive any director's fee from the Bank during his term. He will receive remuneration based on his management positions with the Bank, including all current income and deferred payments of basic salaries, bonuses and allowances. The Bank will disclose the remuneration of directors in the annual report each year.

3. Proposal on Nomination of Mr. Francis YUEN Tin-fan as Independent Non-executive Director of the Bank and Appointment of Mr. Yuen as Members of Board Committees

It was resolved at the meeting to nominate Mr. Francis YUEN Tin-fan as an independent non-executive director of the Bank and appoint him as a member of the Audit Committee, the Risk Management Committee and the Related Party Transactions Management Committee of the Board, subject to the approval of his appointment as an independent non-executive director of the Bank by the shareholders' general meeting and the ratification of his qualification by the relevant regulatory authorities including the CBRC.

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

Mr. Francis YUEN Tin-fan, aged 59, holds a Bachelor's degree in economics from University of Chicago and is a member of Shanghai Municipal Committee of Chinese People's Political Consultative Conference. He is now non-executive vice chairman of Pacific Century Regional Developments Limited. Mr. Yuen previously served as chief executive of The Stock Exchange of Hong Kong Limited, vice chairman and executive director of Pacific Century Group, chairman and board representative of Pacific Century Group Japan Co., Ltd., vice chairman and executive director of PCCW Limited, vice chairman of Pacific Century Premium Developments Limited, executive chairman of Pacific Century Insurance Holdings Limited, and vice chairman and executive director of Pacific Century Regional Developments Limited. Mr. Yuen is currently serving as an independent non-executive director of China Foods Limited, China Pacific Insurance (Group) Co., Ltd. and China Chengxin International Credit Rating Co., Ltd. He is also chairman of the board of trustees of the Hong Kong Centre for Economic Research, chairman of the advisory committee of Ortus Capital Management Limited, and a member of the board of trustees of University of Chicago and Fudan University.

Mr. Yuen will receive allowances during his term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The Bank will disclose the remuneration of directors in the annual report each year.

Save as disclosed in this announcement, Mr. Guo, Mr. Lou and Mr. Yuen did not hold any directorship in any other listed companies or take up any post in any group members of the Bank in the past three years, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. Guo, Mr. Lou and Mr. Yuen do 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 the above, there is no other information relating to the proposed appointments of Mr. Guo, Mr. Lou and Mr. Yuen 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.

Opinions regarding the above nominations from Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang and Mr. WEN Tiejun, independent non-executive directors of the Bank: agreed.

The appointments of Mr. Guo and Mr. Lou as executive directors of the Bank will be subject to approval by the shareholders' general meeting and the ratification of their qualifications by the CBRC. The appointment of Mr. Yuen as an independent non-executive director of the Bank will be subject to shareholders' approval at the shareholders' general meeting of the Bank after Shanghai Stock Exchange has reviewed and expressed no objections to his qualification and independence and the ratification of his qualification by the CBRC. The terms of their

appointments as executive directors and independent non-executive director of the Bank shall be 3 years, commencing upon the ratification of their qualifications 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.