



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)

PROXY FORM FOR THE 2012 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 OCTOBER 2012

Number of H shares in connection with this proxy form (Note 1)	
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I/We (Note 2), _____
of _____,
being the registered holder(s) of H shares in the share capital of Agricultural Bank of China Limited (the “Bank”), hereby designate (Note 3) _____ of

_____,
or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the 2012 second extraordinary general meeting of the Bank to be held at 9:30 a.m. on Monday, 29 October 2012 at Grand Ballroom, 2/F, Jianguo Garden Hotel, No. 17 Jianguomen Nei Avenue, Beijing, PRC (the “EGM”) and any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolution as indicated by an “✓” in the appropriate boxes. In absence of any indication, the proxy may vote for, against or abstained the resolution at his/her own discretion.

Ordinary Resolutions		For (Note 4)	Against (Note 4)	Abstained (Note 4)
1.	To consider and approve the proposed election of Mr. GUO Haoda as an executive director of the Bank;			
2.	To consider and approve the proposed election of Mr. LOU Wenlong as an executive director of the Bank;			
3.	To consider and approve the proposed election of Mr. Francis YUEN Tin-fan as an independent non-executive director of the Bank;			
4.	To consider and approve the proposed election of Mr. DAI Genyou as an external supervisor of the Bank;			
5.	To consider and approve the appointments of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers as external auditors of the Bank for 2013;			

Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
6.	To consider and approve the proposed amendments to the articles of association of the Bank (the “ Articles of Association ”) as set out in the appendix to the circular of the Bank dated 13 September 2012. The board of directors of the Bank (the “ Board ”) shall be authorized 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 to submit such amendments to the China Banking Regulatory Commission for approval.			
7.	To consider and approve the issue of subordinated bonds of an aggregate principal amount of not exceeding RMB50 billion 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 shall be authorized to delegate the senior management to handle matters in relation to the issue of subordinated bonds, including without limitation, obtaining approvals from relevant governmental authorities, determining the aggregate principal amount, time, tranches and terms of the issue as well as the maturity, interest rate and listing of the subordinated bonds, and executing all the necessary legal documents. Such authorization shall remain valid for 24 months from the date of approval by the EGM.			

Date: _____

Signature(s) ^(Note 5): _____

Note:

1. If no number is inserted, this proxy form 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 designate one or more proxies to attend and vote at the meeting on his/her behalf. The proxy need not be a shareholder of the Bank but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialed 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”. YOU WISH TO VOTE ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “ABSTAINED”.** 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 proposed to the meeting other than those referred to in the notice for the meeting.
5. This proxy form must be signed by you, or your attorney duly authorized in writing or, in the case of a corporation as a shareholder, must either be executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s).
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 designated for the EGM or any adjournment thereof (as the case may be).
7. Please refer to the circular of the Bank dated 13 September 2012 for the details of the above ordinary resolutions to be proposed at the EGM for consideration and approval.
8. In the case of joint shareholders, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto. If more than one of such joint shareholders attend the meeting, either 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 shareholder(s).