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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the poll results announcement of Agricultural Bank of China Limited (the “**Bank**”) dated 29 October 2012. The resolution on the amendments to the articles of association of the Bank (the “**Articles of Association**”) had been considered and approved at the 2012 second extraordinary general meeting of the Bank.

The amended Articles of Association have recently been approved by the China Banking Regulatory Commission. Parts of the amendments to the Articles of Association have been adjusted in accordance with the opinions of the relevant regulatory authorities (please refer to the appendix attached to this announcement for details). The rest parts of the amendments are available in the Bank’s circular dated 13 September 2012, which was published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Bank’s website (www.abchina.com).

The Bank has further optimised the English translation of the amended Articles of Association. The full text of the amended Articles of Association is available on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Bank’s website (www.abchina.com).

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

Beijing, the PRC
11 January 2013

As at the date of this announcement, our executive directors are Mr. JIANG Chaoliang, Mr. ZHANG Yun, Mr. GUO Haoda and Mr. LOU Wenlong; 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.

APPENDIX: EXPLANATION TO THE APPROVAL OF THE ARTICLES OF ASSOCIATION

Article 75, Clause 4 of Article 171, Clause 1 of Article 174 and Clause 4 of Article 303 of the amended Articles of Association have been adjusted in accordance with the opinions of the relevant government authorities. Adjustments to the Chinese wordings of Article 75 and Clause 4 of Article 303 do not affect the corresponding English translations.

Below are the adjustments to Clause 4 of Article 171 and Clause 4 of Article 303:

1. Clause 4 of Article 171

Original amendment: to review annual financial budgets and final accounts of the Bank and make suggestions in that respect to the Board of Directors.

Adjustment: to review annual financial budgets and final accounts of the Bank submitted by the senior management and make suggestions in that respect to the Board of Directors.

2. Clause 1 of Article 174:

Original amendment: to review the internal control management system of the Bank and to oversee effective implementation and self-assessment of the Bank's internal control; to review and evaluate the core business and relevant rules of the Bank as well as the compliance of major operations of the Bank.

Adjustment: to review the internal control management system of the Bank and to oversee effective implementation and self-assessment of the Bank's internal control; to review and evaluate the core business and relevant rules of the Bank; and to conduct compliance inspections in respect of major operations of the Bank.