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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 DIRECTOR

A meeting of the board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) was held by way of written resolution. The Bank issued the notice of the meeting and the related proposals in writing on 19 December 2014, and the deadline for the voting is 23 December 2014. 13 directors were entitled to vote and all of them casted their votes. The meeting and voting were 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 proposal was considered and approved at the meeting:

Proposal on Nomination of Ms. XIAO Xing as an Independent Non-Executive Director of the Bank

Voting result: 13 valid votes, including 13 votes in favour, 0 vote against and 0 vote abstained.

Opinions from the independent non-executive directors of the Bank: agreed.

The appointment of Ms. XIAO Xing will be proposed to the shareholders’ general meeting of the Bank for approval, subject to the ratification of her eligibility by the relevant regulatory authorities including China Banking Regulatory Commission. The term of office for Ms. XIAO Xing is three years, commencing upon the ratification of her eligibility by China Banking Regulatory Commission.

The biographical details of Ms. XIAO Xing are set out below:

Ms. XIAO Xing was born in March 1971. She holds a PhD in accounting. She is currently the chair of Accounting Department of School of Economics and Management and associate professor with long-term contract of Tsinghua University. During her tenure, she visited Harvard University, Massachusetts Institute of Technology, University of Wisconsin for study or as a senior visiting scholar. She was elected as a Fulbright scholar in 2011. Ms. XIAO Xing used to serve as a member of the expert panel of China Development Bank, an independent consultant for the World Bank and an independent director of Beijing Thunisoft Corporation Limited. She concurrently serves as a board member of the Finance and Cost Sub-society of the Accounting Society of China, a member

of the Teaching Collaboration Committee for Accounting of Universities in Beijing, an editor and editorial board member of *China Accounting Review*, a senior research fellow of Corporate Governance Research Centre of Tsinghua University, and an independent director of Rongxin Power Electronic Co., Ltd., Anhui Liuguo Chemical Co., Ltd. and GoerTek Inc., respectively.

Ms. XIAO Xing will receive allowances during her term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The Bank will disclose the remuneration of its directors in the annual report each year.

Save as disclosed above, Ms. XIAO Xing 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, Ms. XIAO Xing 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 appointment of Ms. XIAO Xing 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.

By Order of the Board
Agricultural Bank of China Limited
ZHU Gaoming
Company Secretary

Beijing, PRC
24 December 2014

As at the date of this announcement, our executive directors are Mr. LIU Shiyu, Mr. ZHANG Yun and Mr. LOU Wenlong; our non-executive directors are Mr. SHEN Bingxi, Mr. CHENG Fengchao, Mr. XIAO Shusheng, Mr. ZHAO Chao and Mr. ZHOU Ke; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun and Mr. Francis YUEN Tin-fan.