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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)

SUPPLEMENTAL NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the 2015 first extraordinary general meeting (the “**EGM**”) of Agricultural Bank of China Limited (the “**Bank**”) dated 1 December 2014, which set out the details of the resolutions to be proposed at the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled at 2:30 p.m. on Thursday, 15 January 2015, at the Bank’s headquarter, No.18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following resolution as an ordinary resolution, which was submitted to the board of directors of the Bank by Central Huijin Investment Ltd., in addition to the resolutions set out in the Original Notice:

Ordinary Resolution:

5. To consider and approve the election of Ms. XIAO Xing as an independent non-executive director of the Bank.

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

Beijing, PRC
31 December 2014

Notes:

- (1) Details of the resolution is set out in the supplemental circular of the Bank dated 31 December 2014 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the resolution mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Bank along with the Original Circular (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Bank.
- (3) Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.
- (4) To be valid, the Supplemental Proxy Form together with the power of attorney (if any) and other relevant authorization document(s) (if any) which have been notarized shall be deposited at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for the EGM. Completion and return of the Supplemental Proxy Form will not preclude the shareholders of H shares from attending and voting at the EGM or any adjourned meeting should they so wish.

The address of the H share registrar of the Bank is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor
Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

- (5) Please refer to the Original Notice for details in respect of the other resolutions to be considered at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.

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.