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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 THE POLL RESULTS OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) hereby announces that the 2015 first extraordinary general meeting of the Bank (the “**EGM**”) was held at the Bank’s headquarter, No.18B Jianguomen Nei Avenue, Beijing, PRC on 15 January 2015.

As at the date of the EGM, the total number of issued shares of the Bank which entitle the holders to attend and vote for, against or abstained any of the resolution proposed at the EGM was 324,794,117,000 shares. There were no restrictions on any shareholders casting votes on any of the proposed resolution at the EGM. 59 shareholders and authorised proxies holding an aggregate of 284,551,609,580 shares, representing 87.609841% of the total voting shares of the Bank were present at the EGM, details of which are set out below:

Total number of shareholders and authorised proxies attending the EGM on site	38
Total number of A share holders present at the EGM	21
Total number of H share holders present at the EGM	17
Total number of voting shares present at the EGM	284,329,335,606
Total number of voting shares held by A share holders	269,375,482,931
Total number of voting shares held by H share holders	14,953,852,675
Percentage of voting shares present at the EGM in the total voting shares	87.541406%
Percentage of voting shares held by A share holders in total voting shares	82.937304%
Percentage of voting shares held by H share holders in total voting shares	4.604102%
Total number of A share holders attending the EGM by way of online voting	21
Total number of voting shares present at the EGM	222,273,974
Percentage of voting shares present at the EGM in the total voting shares	0.068435%

The EGM was convened by the Board and chaired by Mr. ZHANG Yun, vice chairman of the Board. Voting at the EGM was conducted by poll. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed by the Bank as the scrutineer for the voting. The convening and voting method of the EGM was in compliance with laws and regulations of the PRC (including the Company Law of the PRC, the Rules Governing Shareholders' General Meetings of Listed Companies of China Securities Regulatory Commission and the Implementation Rules for Online Voting at Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange) and the articles of association of the Bank. 12 of the 13 directors of the Bank attended the EGM while Mr. LIU Shiyu, chairman of the Board, was unable to attend the EGM due to other important business commitment. Five of the seven supervisors of the Bank attended the EGM while Mr. JIA Xiangsen and Mr. XIA Zongyu were unable to attend the EGM due to other important business commitment. The secretary to the Board attended the EGM.

Reference is made to the EGM circular (the "**Original Circular**") of the Bank dated 1 December 2014 and the supplemental EGM circular (the "**Supplemental Circular**") of the Bank dated 31 December 2014, containing details of the proposed resolutions tabled at the EGM for shareholders' consideration and approval. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the said Original Circular and Supplemental Circular.

POLL RESULTS

The poll results in respect of the resolutions at the EGM were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the election of Mr. ZHANG Yun as an executive director of the Bank.	283,609,527,599 (99.668924%)	940,729,981 (0.330601%)	1,352,000 (0.000475%)
2.	To consider and approve the election of Mr. LU Jianping as an independent non-executive director of the Bank.	284,537,653,682 (99.995095%)	12,568,898 (0.004418%)	1,387,000 (0.000487%)
3.	To consider and approve the election of Mr. CHE Yingxin as a supervisor representing shareholders of the Bank.	284,521,057,556 (99.989263%)	29,165,024 (0.010250%)	1,387,000 (0.000487%)
4.	To consider and approve the adjustment to the mandate to the Board for disposal of credit assets.	278,651,289,742 (97.926450%)	5,262,514,625 (1.849406%)	637,805,213 (0.224144%)
5.	To consider and approve the election of Ms. XIAO Xing as an independent non-executive director of the Bank.	284,045,829,890 (99.822254%)	497,419,490 (0.174808%)	8,360,200 (0.002938%)

The ordinary resolutions above were duly passed as more than 1/2 of the votes were cast in favour of each resolution by the shareholders and authorised proxies present at the EGM.

According to relevant regulatory requirements, the voting of the minority A share holders ^(Note 1) was calculated separately for the following resolutions and the poll results were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For ^(Note 2)	Against	Abstained
1.	To consider and approve the election of Mr. ZHANG Yun as an executive director of the Bank.	25,415,772,580 (96.425802%)	940,729,981 (3.569069%)	1,352,000 (0.005129%)
2.	To consider and approve the election of Mr. LU Jianping as an independent non-executive director of the Bank.	26,343,898,663 (99.947052%)	12,568,898 (0.047686%)	1,387,000 (0.005262%)
5.	To consider and approve the election of Ms. XIAO Xing as an independent non-executive director of the Bank.	25,852,074,871 (98.081104%)	497,419,490 (1.887178%)	8,360,200 (0.031718%)

Notes:

1. “minority A share holder” refers to the A share holder who holds, individually or in aggregate, less than 5% of the total issued share capital of the Bank based on single securities account.
2. percentage of votes for each resolution equals to (i) the number of shares voting for each resolution by minority A share holders, divided into (ii) the total number of voting shares by minority A share holders present at the EGM.

LAWYERS’ CERTIFICATION

Ms. SU Zheng and Ms. HUANG Xiaoxue, attorneys from King & Wood Mallesons Lawyers, witnessed the EGM and issued a legal opinion certifying that the convening, procedures, qualifications of attendees, qualification of the convener, the voting process and the other relevant issues were in compliance with laws and regulations of the PRC, including the Company Law of the PRC, the Rules Governing Shareholders’ General Meetings of Listed Companies of China Securities Regulatory Commission and the Implementation Rules for Online Voting at Shareholders’ General Meetings of Listed Companies of Shanghai Stock Exchange and the articles of association of the Bank. The poll results of the EGM were lawful and valid.

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

Beijing, PRC
15 January 2015

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.