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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 CHANGE IN DIRECTORS

Reference is made to the announcement on the nomination of non-executive director of Agricultural Bank of China Limited (the “**Bank**”) dated 20 November 2014 and the announcement on the poll results of the 2014 first extraordinary general meeting of the Bank dated 5 December 2014. Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. HU Xiaohui were appointed as non-executive directors of the Bank at the meeting of the board of directors (the “**Board**”) held on 20 November 2014 and approved at the 2014 first extraordinary general meeting of the Bank held on 5 December 2014, subject to the ratification of their eligibility by China Banking Regulatory Commission (the “**CBRC**”).

The Bank has received the *Approval on the Eligibility of Mr. ZHANG Dinglong of Agricultural Bank of China Limited* (Yin Jian Fu [2015] No. 42), *Approval on the Eligibility of Mr. CHEN Jianbo of Agricultural Bank of China Limited* (Yin Jian Fu [2015] No. 41) and *Approval on the Eligibility of Mr. HU Xiaohui of Agricultural Bank of China Limited* (Yin Jian Fu [2015] No. 28) from the CBRC recently. According to the relevant regulation, the CBRC has ratified the eligibility of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. HU Xiaohui to serve as non-executive directors of the Bank. The term of office of Mr. ZHANG Dinglong and Mr. CHEN Jianbo commenced from 15 January 2015, and the term of office of Mr. HU Xiaohui commenced from 14 January 2015.

Please refer to the announcement on the nomination of non-executive directors of the Bank dated 20 November 2014 for the profiles of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. HU Xiaohui, respectively. As at the date of this announcement, there has been no change to such profiles.

According to relevant laws and regulations and the Articles of Association of the Bank, Mr. SHEN Bingxi, Mr. CHENG Fengchao and Mr. XIAO Shusheng ceased to serve as non-executive directors of the Bank and members of the relevant committees of the Board.

Each of Mr. SHEN Bingxi, Mr. CHENG Fengchao and Mr. XIAO Shusheng has confirmed that he has no disagreement with the Board and does not have any matters in relation to his retirement that should be brought to the attention of the shareholders or creditors of the Bank.

The Board would like to express its gratitude to Mr. SHEN Bingxi, Mr. CHENG Fengchao and Mr. XIAO Shusheng for their contribution to the Bank during their tenure, and to welcome Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. HU Xiaohui to join the Board.

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

Beijing, PRC
21 January 2015

As at the date of this notice, our executive directors are Mr. LIU Shiyu, Mr. ZHANG Yun and Mr. LOU Wenlong; our non-executive directors are Mr. ZHAO Chao, Mr. ZHOU Ke, Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. HU Xiaohui; 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.