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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 AND CHANGES IN MEMBERS OF BOARD COMMITTEES OF THE BANK

A meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) was held by video conference in Beijing and Hong Kong on 28 April 2015. All the 15 directors attended the Meeting, of which Mr. Frederick MA Si-hang was unable to attend in person due to other business commitment and designated Mr. Francis YUEN Tin-fan in writing as his proxy to attend and vote on his behalf at the Meeting. The Meeting was conducted in compliance with the applicable laws and regulations, the articles of association of the Bank and the rules of procedure of the Board.

The following proposals were considered and approved at the Meeting:

Nomination of Mr. CAI Huaxiang as an Executive Director of the Bank

It was resolved at the Meeting to nominate Mr. CAI Huaxiang as an executive director of the Bank. The appointment of Mr. CAI Huaxiang as an executive director will be proposed to the shareholders' general meeting of the Bank for approval and his eligibility is subject to the ratification by China Banking Regulatory Commission (the “**CBRC**”). The term of office for Mr. CAI Huaxiang is three years, commencing upon the ratification of his eligibility by the CBRC.

Voting result: 15 valid votes, including 15 votes in favour, 0 vote against and 0 vote abstained.

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

The biographical details of Mr. CAI Huaxiang are set out below:

Mr. CAI Huaxiang was born in December 1959. He received a master's degree in engineering from China University of Geosciences and is a senior economist. He has served executive vice president of the Bank since February 2010. Mr. Cai previously served successively as deputy director of the Personnel Bureau of China Development Bank; president of Nanchang branch and Jiangxi branch of China Development Bank; general manager of Operation Department of China Development Bank and president of Beijing branch of China Development Bank. Mr. Cai was appointed as vice president of China Development Bank Corporation in September 2008. He concurrently serves as the vice chairman of the 5th committee of China International Finance Society.

Save as disclosed above, Mr. CAI Huaxiang 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, Mr. CAI Huaxiang 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 Mr. CAI Huaxiang 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.

Proposed Appointment of Members of Board Committees

It was resolved at the Meeting to: (1) appoint Mr. CAI Huaxiang as a member of the Strategic Planning Committee and the Risk Management Committee of the Board, subject to the approval of his appointment as an executive director of the Bank by the shareholders' general meeting of the Bank and the ratification of his eligibility to serve as an executive director by the CBRC; (2) appoint Mr. LOU Wenlong as a member of the County Area Banking Business Development Committee. Mr. LOU Wenlong ceased to be a member of the Risk Management Committee.

Voting result: 14 valid votes, including 14 votes in favour, 0 vote against and 0 vote abstained. Mr. LOU Wenlong abstained from voting due to conflict of interest.

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

Beijing, the PRC
28 April 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. ZHAO Chao, Mr. ZHOU Ke, Mr. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui and Mr. XU Jiandong; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan and Ms. XIAO Xing.