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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)

NOTICE OF THE 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 annual general meeting (the “AGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 2:30 p.m. on Monday, 29 June 2015, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following businesses:

SPECIAL RESOLUTION

1. To consider and approve the grant to the Board of Directors of a general mandate to issue new shares:

“THAT:

In order to ensure the stable growth of the Bank’s business and the Shareholders’ long-term interests, construct an effective system for sound capital management system, improve the flexibility of the Bank’s capital management, it is hereby proposed to the AGM to grant the Board of Directors the general mandate to separately or concurrently allot, issue and/or deal with newly issued shares (including ordinary and preference shares), and to enter into or grant offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe for or convert into shares) that are required or may be required for the allotment and issuance of the shares not exceeding 20% of the respective number of each of the existing A Shares and/or H Shares at the date of the granting of the Shareholders’ approval. The specific terms of the general mandate are set out below:

- (1) Subject to the conditions set out in paragraphs (i), (ii) and (iii) below and in accordance with applicable laws and regulations of the PRC, the Hong Kong Listing Rules (as amended from time to time) and the Articles of Association, the Bank proposes to grant the unconditional general mandate to the Board of Directors to allot, issue and/or deal with, separately or concurrently, newly issued shares (including ordinary and preference shares) and enter into or grant offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe

for or convert into shares) that are required or may be required for the allotment and issuance of the shares during the Relevant Period (as defined below);

- (i) such mandate shall not extend beyond the Relevant Period except that the Board of Directors, within the Relevant Period, may enter into or grant offers, agreements, share subscription rights or conversion rights that are required or may be required to be conducted or exercised at or after the end of the Relevant Period;
 - (ii) the respective number of the newly issued shares (including ordinary and preference shares) proposed to be allotted, issued and/or dealt with or approved conditionally or unconditionally to be allotted, issued and/or dealt with, and offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe for or convert into shares) entered into or granted by the Board of Directors shall not exceed 20% of the respective total number of each of the A Shares and/or H Shares outstanding as at the date on which this proposal is approved by the Shareholders' general meeting (among which, preference shares convertible to ordinary shares shall be calculated by class and number following the conversion into ordinary shares);
 - (iii) the Board of Directors can exercise such mandate mentioned above only in the circumstance that it is in compliance with the Company Law, the Hong Kong Listing Rules (as amended from time to time) or any applicable laws, regulations and rules of any other government or regulatory authority, and all necessary approvals from the CSRC and/or other relevant PRC government authorities are obtained.
- (2) For the purpose of this proposal, "Relevant Period" means the period from the date on which this resolution is approved by the AGM until the earliest of:
- (i) the conclusion of the next annual general meeting of the Bank following the approval of this proposal;
 - (ii) the expiration of the 12-month period following the approval of this proposal at the AGM; or
 - (iii) the date on which the mandate granted to the Board of Directors set out in this proposal is revoked or amended by a special resolution of the Shareholders of the Bank at a Shareholders' general meeting.
- (3) In accordance with the method, type, size of the issuance of shares and the capital structure of the Bank following the completion of the issuance of shares, among others, the Board of Directors is authorized to amend the Articles of Association of the Bank as it deems appropriate and necessary so as to reflect the latest capital structure and registered capital (as applicable); and to take any necessary actions and to go through any necessary procedures (including but not limited to obtaining approvals from relevant regulatory authorities and completing registration processes with relevant industrial and commercial administration) in order to give effect to the issuance of shares under this resolution.

- (4) For the purpose of enhancing efficiency in the decision making process and ensuring the success of issuance, it is proposed to the AGM to approve that the Board of Directors delegates such authorization to the Chairman of the Board of Directors, the President, executive vice president, the board secretary or other person designated by the Board of Directors to take charge of all matters related to the issue of shares.”

ORDINARY RESOLUTIONS

2. To consider and approve the 2014 work report of the board of directors of the Bank;
3. To consider and approve the 2014 work report of the board of supervisors of the Bank;
4. To consider and approve the final financial accounts of the Bank for 2014;
5. To consider and approve the profit distribution plan of the Bank for 2014;
6. To consider and approve the fixed assets investment budget of the Bank for 2015;
7. To consider and approve the election of Mr. CAI Huaxiang as an executive director of the Bank;
8. To consider and approve the election of Mr. YUAN Changqing as a supervisor representing shareholders of the Bank;
9. To consider and approve the election of Mr. LI Wang as an external supervisor of the Bank;
10. To consider and approve the election of Ms. Lv Shuqin as an external supervisor of the Bank;
11. To consider and approve the appointments of external auditors of the Bank for 2015;

OTHER BUSINESSES

12. To listen to the 2014 work report of independent directors of the Bank;
13. To listen to the 2014 report on the implementation of the *Plan on Authorization of General Meeting of Shareholders to the Board of Directors of the Bank*; and
14. To listen to the report on the management of related transactions.

Agricultural Bank of China Limited
Board of Directors

Beijing, PRC
14 May 2015

Notes:

- (1) Purchasers of shares who have submitted their instruments of share transfer to the H Share registrar of the Bank and registered as a shareholder on the H Share register of members of the Bank before 4:30 p.m. on 29 May 2015 are entitled to attend the AGM. The H Share register of members of the Bank will be closed from 30 May 2015 to 29 June 2015 (both days inclusive).
- (2) Shareholders of H Shares who are entitled to attend and vote at the AGM may designate one or more proxies to attend and vote at the AGM on his/her behalf. A proxy need not be a shareholder of the Bank.

To be valid, the 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 AGM. Completion and return of the proxy form will not preclude the Shareholders of H Shares from attending and voting at the AGM 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

- (3) Any voting at the AGM shall be taken by poll.
- (4) Registration procedures for attending the AGM are as follows:
 - (a) holders of H Shares or their proxies shall present proof of identity when attending the AGM. If a holder of H Share is a corporate entity, its legal representative or other persons authorized by the board of directors or other governing body of such corporate entity may attend the AGM by producing a copy of the resolution of the board of directors or other governing body of such corporate entity designating such persons to attend the AGM.
 - (b) holders of H Shares who intend to attend the AGM shall return the reply slips for attending the meeting to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, in person, by mail or by fax on or before 9 June 2015.
- (5) For the purpose of determining the entitlement of holders of H Shares to the proposed cash dividend distribution for the year 2014, the H Share register of members of the Bank will be closed from 4 July 2015 to 9 July 2015 (both days inclusive). Shareholders whose names appear on the register of members of H Shares of the Bank on 9 July 2015 (Thursday) are entitled to the proposed cash dividend distribution for the year 2014. Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed cash dividend distribution for the year 2014 are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m., on 3 July 2015.
- (6) The AGM is expected to last for half a day. Shareholders attending (in person or by proxy) the AGM shall be responsible for their own travel and accommodation expenses.
- (7) Please refer to the circular of the AGM dated 14 May 2015 for the details of the above resolutions to be proposed at the AGM for consideration and approval.

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, 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.