

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 RESOLUTION OF THE BOARD OF DIRECTORS

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 29 June 2015. All the 14 directors attended the Meeting, among whom Mr. LOU Wenlong was unable to attend the Meeting in person due to other business arrangements and designated Mr. LIU Shiyu, Chairman of the Board, in writing as his proxy to attend the Meeting and vote on his behalf. Mr. Frederick MA Si-hang and Mr. Francis YUEN Tin-fan attended the Meeting in Hong Kong. The Meeting was conducted in compliance with the applicable laws and regulations, the articles of association of the Bank and the procedural rules of the Board.

Mr. LIU Shiyu, Chairman of the Board, presided over the Meeting. The following proposals were considered and approved at the Meeting.

1. Proposal on the appointment of Mr. LIN Xiaoxuan as an executive vice president of the Bank

Voting result: 14 valid votes, including 14 votes in favour, 0 vote against and 0 vote abstained.

Opinions of the independent non-executive directors of the Bank, including Mr. Frederick MA Si-hang, Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan, Ms. XIAO Xing and Mr. LU Jianping: agreed.

The Meeting resolved to appoint Mr. LIN Xiaoxuan as an executive vice president of the Bank, with effect from approval of his qualification by China Banking Regulatory Commission.

The profile of Mr. LIN Xiaoxuan is set out in Annex I.

2. Proposal on the *Consumer Rights Protection Measures of Agricultural Bank of China Limited*

Voting result: 14 valid votes, including 14 votes in favour, 0 vote against and 0 vote abstained.

By Order of the Board
Agricultural Bank of China Limited
ZHANG Keqiu
Company Secretary

Beijing, the PRC
29 June 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. Frederick MA Si-hang, Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan, Ms. XIAO Xing and Mr. LU Jianping.

Annex I
Profile of Mr. LIN Xiaoxuan

Mr. LIN Xiaoxuan, born in February 1965, received a Master's degree in engineering from East China Normal University. He is a researcher and an expert entitled to Government Special Allowance granted by the State Council. Mr. Lin previously served several positions subsequently in Industrial and Commercial Bank of China Limited ("ICBC"), including the Chief of Technology Protection Section and Head of Software Development and Operation Centre of Fujian Branch, the Deputy General Manager of Technology Protection Department of the Head Office and General Manager of Information and Technology Department of ICBC, during which period he concurrently served as the General Manager of Data Centre of ICBC. Mr. Lin served as the Chief Officer of Information and Technology and General Manager of Information and Technology Department of ICBC from July 2009 and the Chief Information Officer of ICBC from December 2010.