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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 SECOND EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) hereby announces that the 2015 second extraordinary general meeting of the Bank (the “**EGM**”) was held at the Bank’s headquarter, No.18B Jianguomen Nei Avenue, Beijing, PRC on 10 December, 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. 65 shareholders and authorised proxies holding an aggregate of 281,711,251,978 shares, representing 86.735331% 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	65
Total number of A share holders present at the EGM	49
Total number of H share holders present at the EGM	16
Total number of voting shares present at the EGM	281,711,251,978
Total number of voting shares held by A share holders	268,638,444,752
Total number of voting shares held by H share holders	13,072,807,226
Percentage of voting shares present at the EGM in the total voting shares	86.735331%
Percentage of voting shares held by A share holders in total voting shares	82.710379%
Percentage of voting shares held by H share holders in total voting shares	4.024952%

The EGM was convened by the Board and chaired by Mr. LIU Shiyu, the 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. 14 of the 14 directors of the Bank attended the EGM. 7 of the 7 supervisors of the Bank attended the EGM. The secretary to the Board attended the EGM.

Reference is made to the EGM circular (the “**Circular**”) of the Bank dated 23 October 2015, 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 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. LOU Wenlong as an executive director of the Bank	281,552,971,356 (99.943815%)	158,250,322 (0.056174%)	30,300 (0.000011%)
2.	To consider and approve the election of Mr. Francis YUEN Tin-fan as an independent non-executive director of the Bank	281,695,814,480 (99.994520%)	15,400,098 (0.005467%)	37,400 (0.000013%)
3.	To consider and approve the final remuneration plan for directors and supervisors of the Bank for 2013	281,695,931,478 (99.994562%)	15,247,900 (0.005412%)	72,600 (0.000026%)
4.	To consider and approve the final remuneration plan for directors and supervisors of the Bank for 2014	281,695,936,578 (99.994563%)	15,247,900 (0.005413%)	67,500 (0.000024%)
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. LOU Wenlong as an executive director of the Bank	10,016,041,633 (99.999003%)	69,600 (0.000695%)	30,300 (0.000302%)
2.	To consider and approve the election of Mr. Francis YUEN Tin-fan as an independent non-executive director of the Bank	10,016,036,533 (99.998952%)	69,600 (0.000695%)	35,400 (0.000353%)
3	To consider and approve the final remuneration plan for directors and supervisors of the Bank for 2013	10,015,959,033 (99.998178%)	146,900 (0.001467%)	35,600 (0.000355%)
4	To consider and approve the final remuneration plan for directors and supervisors of the Bank for 2014	10,015,964,133 (99.998229%)	146,900 (0.001467%)	30,500 (0.000304%)

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
ZHANG Keqiu
Company Secretary

Beijing, the PRC
10 December, 2015

As at the date of this announcement, our executive directors are Mr. LIU Shiyu, Mr. CAI Huaxiang 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.