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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 RESOLUTIONS 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 way of written resolution. The Bank issued the notice of the meeting and the related proposals in writing on 29 December 2015, and the deadline for the voting is 31 December 2015. The meeting and voting were conducted in compliance with the applicable laws and regulations, articles of association of the Bank and the rules of procedure of the Board.

The following proposals were considered and approved at the Meeting:

1. Proposal on Resignation of Mr. Frederick MA Si-hang as an Independent Non-executive Director of the Bank and from relevant positions in the Board committees

13 directors are entitled to vote for this proposal, and the voting result is 13 votes in favour, 0 vote against and 0 vote abstained.

Due to work arrangements, Mr. Frederick MA Si-hang has tendered his resignation as an independent non-executive director of the Board, the chairman and a member of the Audit and Compliance Committee of the Board, and a member of the Nomination and Remuneration Committee, the Risk Management Committee and the Related Party Transactions Management Committee of the Board. The resignation of Mr. Frederick MA Si-hang will become effective upon the approval of appointment of a new independent director by the China Banking Regulatory Commission.

Mr. Frederick MA Si-hang has confirmed that he has no disagreement with the Board and does not have any matters in relation to his resignation that should be brought to the attention of the shareholders or creditors of the Bank.

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

2. Proposal on Resignation of Mr. LU Jianping as an Independent Non-executive Director of the Bank and from relevant positions in the Board committees

13 directors are entitled to vote for this proposal, and the voting result is 13 votes in favour, 0 vote against and 0 vote abstained.

Due to work arrangements, Mr. LU Jianping has tendered his resignation as an independent non-executive director of the Board, and a member of the Nomination and Remuneration Committee, the Risk Management Committee and the Related Party Transactions Management Committee of the Board. The resignation of Mr. LU Jianping will become effective upon the approval of appointment of a new independent director by the China Banking Regulatory Commission.

Mr. LU Jianping has confirmed that he has no disagreement with the Board and does not have any matters in relation to his resignation that should be brought to the attention of the shareholders or creditors of the Bank.

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

During their tenure of office, Mr. Frederick MA Si-hang and Mr. LU Jianping have demonstrated their loyalty and diligence in performing their duties as independent non-executive directors. The Board would like to express its sincere appreciation to Mr. Frederick MA Si-hang's and Mr. LU Jianping's great contributions to the reform and development of the Bank.

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

Beijing, the PRC
31 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.