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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 2026 SECOND EXTRAORDINARY SHAREHOLDERS' MEETING
AND
GRANT OF THE WHITEWASH WAIVER**

References are made to the announcement of Agricultural Bank of China Limited (the “**Bank**”) dated 6 September 2026 and the circular of the Bank dated 11 September 2026 (the “**Circular**”) in relation to, among others, the Issuance and the application for Whitewash Waiver. Unless otherwise defined, capitalised terms used in this announcement shall have the same respective meanings as defined in the Circular.

The Board hereby announces that the ESM was held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the PRC on Tuesday, 29 September 2026.

The total number of issued ordinary Shares as at the date of the ESM was 349,983,033,873 Shares.

VOTING ABSTENTION ARRANGEMENTS IN RESPECT OF THE ESM

As disclosed in the Circular, pursuant to the Hong Kong Listing Rules and the Takeovers Code:

- (a) the Ministry of Finance, parties acting in concert with it (if any), its associates (if any) and any party who was interested or involved in the MOF Subscription (if any), which held a total of 123,515,185,240 A Shares as at the date of the ESM, was required to abstain, and did abstain, from voting on resolutions numbered 3 to 6, 9 to 11, 14 and 15 as set out in the notice of the ESM. As the Ministry of Finance controls the exercise of voting rights attached to the Relevant Shares (being 9,797,058,826 A Shares), it was also required to abstain, and did abstain, from casting votes attached to the Relevant Shares; and

- (b) CNTC Subscribers and their associates, which held a total of 5,784,051,373 A Shares and 192,814,000 H Shares as at the date of the ESM, were required to abstain, and did abstain, from voting on resolutions numbered 3 to 5 and 7 to 11 as set out in the notice of the ESM.

Accordingly, the number of Shares entitling the Shareholders to attend and vote in respect of resolutions numbered 1, 2, 12 and 13 was 349,983,033,873 Shares, resolutions numbered 3 to 5 and 9 to 11 was 210,693,924,434 Shares, resolutions numbered 6, 14 and 15 was 216,670,789,807 Shares, resolutions numbered 7 and 8 was 344,006,168,500 Shares, representing 100%, approximately 60.20%, approximately 61.91% and approximately 98.29% of the total number of issued Shares as at the date of the ESM.

Save as disclosed above, no Shareholders were entitled to attend the ESM but were required to abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the Hong Kong Listing Rules, and no Shareholders were required to abstain from voting pursuant to the Hong Kong Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against any of the resolutions at the ESM.

ATTENDANCE OF SHAREHOLDERS AT THE ESM

5,223 Shareholders and authorised proxies holding an aggregate of 333,584,351,878 ordinary Shares, representing approximately 95.314435% of the total voting shares of the Bank were present at the ESM, details of which are set out below:

Total number of Shareholders and authorised proxies attending the ESM	5,223
Total number of holders of A Shares and authorised proxies	5,221
Total number of holders of H Shares and authorised proxies	2
Total number of voting shares held by the Shareholders present at the ESM	333,584,351,878
Total number of voting shares held by holders of A Shares	311,212,035,404
Total number of voting shares held by holders of H Shares	22,372,316,474
Percentage of voting shares held by the Shareholders present at the ESM in the total voting shares of the Bank (%)	95.314435
Percentage of voting shares held by holders of A Shares in total voting shares (%)	88.922035
Percentage of voting shares held by holders of H Shares in total voting shares (%)	6.392400

Notes:

- The total number of the Shareholders attending the ESM includes the Shareholders who attended the ESM on site and Shareholders who attended the ESM by way of online voting. As the resolutions proposed at the ESM do not have to be approved by the holders of preference shares of the Bank, holders of preference shares of the Bank did not attend the ESM in their capacity as such.

2. As set out in the Bank's proxy form for the ESM, an independent non-executive Director who is not interested and not involved in the MOF Subscription and the Whitewash Waiver, acted as the default proxy of the ESM.

The voting of the ESM was conducted by a combination of both onsite voting and online voting in compliance with the relevant provisions of the laws and regulations of the PRC, including the *Company Law, the Rules Governing Shareholders' Meetings of Listed Companies* and the Articles of Association. The ESM was convened by the Board and chaired by Mr. GU Shu, the chairman of the Board. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed by the Bank as the scrutineer for the voting. All of the Bank's 14 directors attended the ESM. The Bank's secretary to the Board attended the ESM. Other senior management members of the Bank were present at the ESM.

POLL RESULTS

Reference is made to the Circular containing details of the resolutions proposed at the ESM for Shareholders' consideration and approval. The poll results in respect of the resolutions proposed at the ESM were as follows:

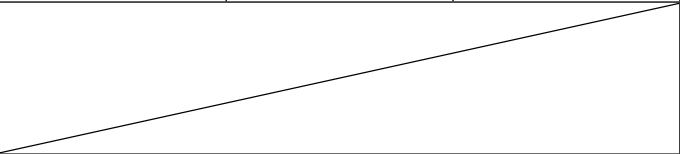
Ordinary Resolution		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the interim profit distribution plan for 2026	333,284,895,785 (99.998451%)	3,305,579 (0.000992%)	1,856,831 (0.000557%)
The ordinary resolution above was duly passed as more than 1/2 of the total votes were cast in favour of the resolution by the Shareholders and authorised proxies present at the ESM.				
Special Resolution		For	Against	Abstained
2.	To consider and approve the general mandate for the Bank to issue Shares	333,204,286,997 (99.912516%)	288,176,517 (0.086410%)	3,580,681 (0.001074%)
The special resolution above was duly passed as more than 2/3 of the total votes were cast in favour of the resolution by the Shareholders and authorised proxies present at the ESM.				
Ordinary Resolution		For	Against	Abstained
3.	To consider and approve the Bank's satisfaction of the requirements for the issuance of A Shares to specified investors	194,163,092,234 (99.977457%)	39,954,991 (0.020573%)	3,825,531 (0.001970%)
The ordinary resolution above was duly passed as more than 1/2 of the total votes were cast in favour of the resolution by the Shareholders and authorised proxies present at the ESM.				
Special Resolutions		For	Against	Abstained
4.	To consider and approve the proposal of the issuance of A Shares to specified investors by the Bank			

Special Resolutions		Number of Votes (%)		
		For	Against	Abstained
4.1.	Type and nominal value of Shares to be issued	194,150,814,619 (99.971135%)	50,012,206 (0.025752%)	6,045,931 (0.003113%)
4.2.	Method and time of issuance	194,150,870,719 (99.971164%)	50,010,306 (0.025751%)	5,991,731 (0.003085%)
4.3.	Scale and use of proceeds	194,150,776,719 (99.971074%)	49,732,206 (0.025608%)	6,443,831 (0.003318%)
4.4.	Issuance targets and subscription method	194,150,744,219 (99.971099%)	49,673,306 (0.025577%)	6,455,231 (0.003324%)
4.5.	Issue price and pricing mechanism	194,150,532,719 (99.970990%)	50,052,406 (0.025772%)	6,287,631 (0.003238%)
4.6.	Number of Shares to be issued	194,150,831,119 (99.971143%)	50,019,706 (0.025756%)	6,021,931 (0.003101%)
4.7.	Lock-up period	194,150,801,319 (99.971128%)	49,635,806 (0.025558%)	6,435,631 (0.003314%)
4.8.	Listing venue	194,151,118,519 (99.971291%)	49,651,506 (0.025567%)	6,102,731 (0.003142%)
4.9.	Arrangement of accumulated profits prior to the completion of the issuance	194,151,158,318 (99.971312%)	49,629,607 (0.025555%)	6,084,831 (0.003133%)
4.10.	Validity period of the resolutions	193,909,720,919 (99.971052%)	49,622,806 (0.025583%)	6,527,031 (0.003365%)
The special resolution items above were duly passed as more than 2/3 of the total votes were cast in favour of each resolution item by the Shareholders and authorised proxies present at the ESM.				
Ordinary Resolution		For	Against	Abstained
5.	To consider and approve the Validation and Analysis Report of the Bank's Issuance of A Shares to Specified Investors	194,157,085,119 (99.974364%)	45,416,756 (0.023385%)	4,370,881 (0.002251%)
The ordinary resolution above was duly passed as more than 1/2 of the total votes were cast in favour of the resolution by the Shareholders and authorised proxies present at the ESM.				
Special Resolutions		For	Against	Abstained
6.	To consider and approve the execution of the conditional Share Subscription Agreement between the Bank and the Ministry of Finance	197,615,550,405 (99.975061%)	44,594,256 (0.022560%)	4,701,781 (0.002379%)

Special Resolutions		Number of Votes (%)		
		For	Against	Abstained
7.	To consider and approve the execution of the conditional Share Subscription Agreement between the Bank and CNTC and its relevant subsidiaries	327,470,172,213 (99.985037%)	44,515,328 (0.013592%)	4,491,281 (0.001371%)
8.	To consider and approve the introduction of CNTC and its relevant subsidiaries as strategic investors by the Bank and the execution of the Conditional Strategic Cooperation Agreement	327,470,079,085 (99.985009%)	44,557,556 (0.013604%)	4,542,181 (0.001387%)
9.	To consider and approve the grant of authorisation to the Board and its authorised persons to handle the matters relating to the issuance of A Shares to specified investors	194,157,080,119 (99.974361%)	44,817,256 (0.023077%)	4,975,381 (0.002562%)
The special resolutions above were duly passed as more than 2/3 of the total votes were cast in favour of each resolution by the Shareholders and authorised proxies present at the ESM. In addition, resolution numbered 6 was duly passed by more than 50% of the votes cast by the Independent Shareholders and their proxies present at the ESM.				
Ordinary Resolutions		For	Against	Abstained
10.	To consider and approve the Feasibility Analysis Report on the Use of Proceeds from the Issuance of A Shares to Specified Investors by the Bank	194,142,642,953 (99.967200%)	58,691,122 (0.030221%)	5,007,681 (0.002579%)
11.	To consider and approve the Bank not being required to issue a report on the use of proceeds from the previous fund-raising activity	194,156,330,346 (99.974248%)	45,108,129 (0.023227%)	4,903,281 (0.002525%)
12.	To consider and approve the Dilution of Immediate Returns from the Bank's Issuance of A Shares to Specified Investors, Mitigation Measures and Commitments by Relevant Entities	333,445,718,958 (99.985069%)	44,908,256 (0.013466%)	4,885,981 (0.001465%)
13.	To consider and approve the Bank's Shareholder Return Plan for the next three years (2026-2028)	333,457,631,473 (99.988482%)	34,262,741 (0.010274%)	4,149,981 (0.001244%)
14.	To consider and approve the exemption of the Ministry of Finance from making an offer	197,615,110,312 (99.974838%)	44,793,349 (0.022661%)	4,942,781 (0.002501%)
The ordinary resolutions above were duly passed as more than 1/2 of the total votes were cast in favour of each resolution by the Shareholders and authorised proxies present at the ESM.				

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
15.	To consider and approve the Ministry of Finance's application of the whitewash waiver	197,590,191,096 (99.962231%)	65,114,965 (0.032942%)	9,540,381 (0.004827%)
The ordinary resolution above was duly passed as more than 1/2 of the total votes were cast in favour of the resolution by the Shareholders and authorised proxies present at the ESM. In addition, as at least 75% of the votes cast by the Independent Shareholders and their proxies present at the ESM were in favour of the resolution, the Whitewash Waiver was duly approved by the Independent Shareholders.				

In accordance with the relevant regulatory requirements of the CSRC and the Shanghai Stock Exchange, the poll results of the voting of holders of A Shares with less than 5% of voting shares in respect of the resolutions involving significant events at the ESM were as follows:

Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the interim profit distribution plan for 2026	47,114,574,884 (99.989054%)	3,301,512 (0.007006%)	1,856,434 (0.003940%)
3.	To consider and approve the Bank's satisfaction of the requirements for the issuance of A Shares to specified investors	31,525,755,607 (99.959202%)	9,041,890 (0.028670%)	3,825,134 (0.012128%)
4.	To consider and approve the proposal of the issuance of A Shares to specified investors by the Bank			
4.1.	Type and nominal value of Shares to be issued			
4.2.	Method and time of issuance			
4.3.	Scale and use of proceeds			
4.4.	Issuance targets and subscription method			
4.5.	Issue price and pricing mechanism			
4.6.	Number of Shares to be issued			
		31,523,740,407 (99.952813%)	8,836,690 (0.028018%)	6,045,534 (0.019169%)
		31,523,796,507 (99.952991%)	8,834,790 (0.028012%)	5,991,334 (0.018997%)
		31,523,702,507 (99.952693%)	8,476,690 (0.026877%)	6,443,434 (0.020430%)
		31,523,670,007 (99.952589%)	8,497,790 (0.026945%)	6,454,834 (0.020466%)
		31,523,458,507 (99.951919%)	8,876,890 (0.028146%)	6,287,234 (0.019935%)
		31,523,756,907 (99.952865%)	8,844,190 (0.028042%)	6,021,534 (0.019093%)

Resolutions		Number of Votes (%)		
		For	Against	Abstained
4.7.	Lock-up period	31,523,727,107 (99.952771%)	8,460,290 (0.026825%)	6,435,234 (0.020404%)
4.8.	Listing venue	31,524,044,307 (99.953776%)	8,475,990 (0.026875%)	6,102,334 (0.019349%)
4.9.	Arrangement of accumulated profits prior to the completion of the issuance	31,524,084,106 (99.953902%)	8,454,091 (0.026806%)	6,084,434 (0.019292%)
4.10.	Validity period of the resolutions	31,523,648,707 (99.952522%)	8,447,290 (0.026784%)	6,526,634 (0.020694%)
5.	To consider and approve the Validation and Analysis Report of the Bank's Issuance of A Shares to Specified Investors	31,525,379,907 (99.958011%)	8,872,240 (0.028131%)	4,370,484 (0.013858%)
6.	To consider and approve the execution of the conditional Share Subscription Agreement between the Bank and the Ministry of Finance	34,791,031,193 (99.963363%)	8,049,740 (0.023129%)	4,701,384 (0.013508%)
7.	To consider and approve the execution of the conditional Share Subscription Agreement between the Bank and CNTC and its relevant subsidiaries	41,323,219,761 (99.969852%)	7,970,812 (0.019284%)	4,490,884 (0.010864%)
8.	To consider and approve the introduction of CNTC and its relevant subsidiaries as strategic investors by the Bank and the execution of the Conditional Strategic Cooperation Agreement	41,323,126,633 (99.969627%)	8,013,040 (0.019385%)	4,541,784 (0.010988%)
9.	To consider and approve the grant of authorisation to the Board and its authorised persons to handle the matters relating to the issuance of A Shares to specified investors	31,525,374,907 (99.957995%)	8,272,740 (0.026231%)	4,974,984 (0.015774%)
10.	To consider and approve the Feasibility Analysis Report on the Use of Proceeds from the Issuance of A Shares to Specified Investors by the Bank	31,511,468,741 (99.913903%)	22,146,606 (0.070220%)	5,007,284 (0.015877%)
11.	To consider and approve the Bank not being required to issue a report on the use of proceeds from the previous fund-raising activity	31,525,156,134 (99.957302%)	8,563,613 (0.027152%)	4,902,884 (0.015546%)

Resolutions		Number of Votes (%)		
		For	Against	Abstained
12.	To consider and approve the Dilution of Immediate Returns from the Bank's Issuance of A Shares to Specified Investors, Mitigation Measures and Commitments by Relevant Entities	47,106,483,506 (99.971882%)	8,363,740 (0.017750%)	4,885,584 (0.010368%)
13.	To consider and approve the Bank's Shareholder Return Plan for the next three years (2026-2028)	47,107,602,606 (99.974257%)	7,980,640 (0.016937%)	4,149,584 (0.008806%)
14.	To consider and approve the exemption of the Ministry of Finance from making an offer	34,790,613,760 (99.962163%)	8,226,173 (0.023636%)	4,942,384 (0.014201%)
15.	To consider and approve the Ministry of Finance's application of the whitewash waiver	34,782,398,760 (99.938560%)	11,843,573 (0.034029%)	9,539,984 (0.027411%)

PAYMENT OF INTERIM CASH DIVIDEND FOR 2026

The interim cash dividend for 2026 are denominated and announced in Renminbi and shall be RMB1.297 per ten ordinary shares (tax inclusive), and they will be paid in RMB or in Hong Kong dollar equivalent. The currency exchange rate between RMB and Hong Kong dollars will be the average of the reference exchange rates of RMB against Hong Kong dollars published by the China Foreign Exchange Trade System (CFETS) at 11:00 a.m. each day during the five business days preceding the date (excluding the date itself) on which the Bank dispatches the dividend currency election forms to holders of H Shares.

The Bank is performing relevant procedures in respect of the distribution of the cash dividend as soon as practicable, and the 2026 H Share interim cash dividend are expected to be paid on Wednesday, 25 November 2026 to the Shareholders whose names appear on the Bank's H share register of members on Tuesday, 20 October 2026. In order to determine the holders of H Shares who are entitled to receive the interim cash dividend for 2026, the Bank's H share register of members will be closed from Tuesday, 13 October 2026 to Tuesday, 20 October 2026 (both days inclusive), and no transfer of H Shares will be registered during such period. Holders of H Shares who wish to receive the interim cash dividend must lodge the transfer documents and the relevant share certificates with the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 12 October 2026. The last trading day of the Bank's H Shares before the ex-dividend date will be Thursday, 8 October 2026, and the interim cash dividend will be excluded from Friday, 9 October 2026. The 2026 A share interim cash dividend of the Bank are expected to be paid on Wednesday, 21 October 2026 to the Shareholders whose names appear on the Bank's A share register of members on Tuesday, 20 October 2026, and the interim cash dividend will be excluded from

Wednesday, 21 October 2026. For details of payment of interim cash dividend to holders of A shares, please refer to the announcement to be separately published by the Bank on the Shanghai Stock Exchange.

The 2026 interim cash dividend distribution of the Bank will provide holders of H Shares with RMB dividend currency option, holders of H Shares will be given the option to elect to receive interim dividend for H Shares entirely in RMB or Hong Kong dollars (partial election of currency option is only applicable to HKSCC Nominees Limited). It is expected that the Bank will, where practicable, issue the dividend currency election form to holders of H shares on Wednesday, 21 October 2026. To make such election, holders of H Shares should complete the dividend currency election form, and return it to 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, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 5 November 2026.

Holders of H Shares who are minded to elect to receive all (partial election of currency option is only applicable to HKSCC Nominees Limited) of their dividend in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honoured for payment upon presentation outside Hong Kong.

If no election is made by a holder of H Shares or no duly completed dividend currency election form in respect of that holder of H Shares is received by the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on Thursday, 5 November 2026, such Shareholder will automatically receive the 2026 interim cash dividend in Hong Kong dollars.

If holders of H Shares wish to receive the 2026 interim cash dividend in Hong Kong dollars in the usual way, no additional action is required.

Shareholders should seek professional advice with their own tax advisors regarding the possible tax implications of the dividend payment.

WITHHOLDING OF DIVIDEND TAX FOR SHAREHOLDERS

Pursuant to the *Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045* (Guo Shui Han [2011] No. 348), the resident individuals outside the PRC who are shareholders of shares issued by domestic non-foreign invested enterprises in Hong Kong enjoy preferential tax rate in accordance with the tax treaties between Mainland China and the country where the residents reside, and the tax arrangements between the Mainland China and Hong Kong (Macau). Resident individuals outside the PRC shall personally or through an agent authorised in writing apply for and fulfil the relevant formalities to enjoy relevant preferential tax treatment. Since the tax rate for such dividend is generally 10% as required by relevant tax treaties and arrangements, and there is a large number of shareholders, to simplify the collection of tax, the individual shareholders will be generally subject to a withholding tax rate of 10% without making any

application when domestic non-foreign invested enterprise which issue shares in Hong Kong distribute dividend to their shareholders. For individual holders of H Shares, the Bank will generally withhold and pay individual income tax on dividend at the rate of 10% on behalf of them, except otherwise specified by tax regulations and relevant tax treaties.

Pursuant to the *Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises* (Guo Shui Han [2008] No. 897) of the State Administration of Taxation, the Bank is obliged to withhold and pay enterprise income tax at the rate of 10% from dividend paid or payable for H Shares when distributing dividend to non-resident enterprise Shareholders of H Shares. If any resident enterprise (as defined in the *Enterprise Income Tax Law of the PRC*) listed on the Bank's register of members of H Shares, which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Bank withhold the said 10% enterprise income tax, it shall submit to Computershare Hong Kong Investor Services Limited at or before 4:30 p.m. on Monday, 12 October 2026 a legal opinion, issued by a Mainland China qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status. After the legal opinion is provided by the resident enterprise Shareholders within the stipulated time frame and upon the Bank's confirmation of such opinion, the Bank will not withhold any enterprise income tax when distributing the interim cash dividend for 2026 to resident enterprise Shareholders of H Shares listed on the Bank's register of members of H Shares on Tuesday, 20 October 2026.

For investors on the Shanghai Stock Exchange or the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Bank listed on the Hong Kong Stock Exchange (the "**Southbound Trading**"), the Bank has entered into the *Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading* with China Securities Depository and Clearing Corporation Limited, pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for the Southbound Trading, will receive all cash dividend distributed by the Bank and distribute the cash dividend in Renminbi to the relevant investors of H Shares of the Southbound Trading through its depository and clearing system. The record date and the date of distribution of cash dividend and other arrangements in relation to the Southbound Trading will be the same as those for H Shares of the Bank. According to the relevant requirements of the *Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect* (Finance Tax [2014] No. 81) and the *Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect* (Finance Tax [2016] No. 127) which were jointly published by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, the Bank shall withhold an individual income tax at the rate of 20% on dividend derived from the H Shares of the Bank acquired through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect by Mainland individual investors. For dividend received by domestic securities investment funds from investing in the H Shares of the Bank through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The Bank will not withhold the income tax of

dividend derived from the H Shares of the Bank acquired through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

For investors on the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Bank listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividend will be distributed in Renminbi by the Bank through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such A Shares. The record date and the date of distribution of cash dividend and other arrangements in relation to the Northbound Trading will be the same as those for A Shares of the Bank. The Bank shall withhold an income tax at the rate of 10% and report to the tax authorities on such withholding. For investors of the Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals, may, or may entrust the withholding agent to, apply to the tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

Shareholders are recommended to consult their tax advisers regarding Mainland China, Hong Kong and other tax implications arising from their holding and disposal of H Shares of the Bank. The Bank assumes no liability and will not deal with any dispute over the above tax withholding triggered by failure to submit proof materials within the stipulated time frame.

LAWYERS’ CERTIFICATION

Ms. HUANG Xiaoxue and Ms. YUAN Bingyu, attorneys from King & Wood, witnessed the ESM and issued a legal opinion certifying that the procedures to call and convene the ESM, the qualification of attendees, the qualification of the caller, the voting process of the ESM and the other relevant issues were in compliance with laws and regulations of the PRC, including the *Company Law*, the *Rules Governing Shareholders’ Meetings of Listed Companies* and the Articles of Association. The poll results of the ESM were lawful and valid.

GRANT OF THE WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 23 September 2026 subject to (i) the approval by at least 75% of the votes cast by the Independent Shareholders in respect of the Whitewash Waiver and more than 50% of the votes cast by the Independent Shareholders in respect of the MOF Subscription, respectively, at the ESM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Ministry of Finance and parties acting in concert with it between the date of the Announcement and completion of the MOF Subscription.

The aforementioned condition (i) to the Whitewash Waiver has been fulfilled as at the date of this announcement. As at the date of this announcement, except the fulfillment of condition (i) to each Share Subscription Agreement as set out in the paragraph headed “(C) Approvals at the Board, ESM

and from the regulatory authorities” under the section headed “III. PROPOSED ISSUANCE OF A SHARES UNDER GENERAL MANDATE” in the Circular and the grant of the Whitewash Waiver, none of the other conditions to the MOF Subscription have been satisfied. Further announcement(s) will be made by the Bank to keep its Shareholders and potential investors informed of any material development in relation to the Issuance as and when appropriate.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE BANK

As disclosed in the Circular, the number of A Shares to be issued will be determined by dividing the total proceeds by the final issue price.

For illustration only and based on the HKLR General Mandate Floor Price, the following table sets out the shareholding structure of the Bank (a) as at the date of this announcement; and (b) immediately after the completion of the Issuance, assuming that (1) the Ministry of Finance and CNTC Subscribers will subscribe for 28,697,571,743 A Shares and an aggregate of 6,622,516,553 A Shares, respectively; and (2) there will be no further change in the shareholding structure of the Bank until the completion of the Issuance:

Name of Shareholders	As at the date of this announcement		Immediately after the completion of the Issuance	
	Number of Shares	As a percentage of total issued Shares	Number of Shares	As a percentage of total issued Shares
<u>A Shares</u>				
<u>Subscribers</u>				
<i>The Ministry of Finance and parties acting in concert with it (if any)</i>				
– The Ministry of Finance (Note 1)	123,515,185,240	35.29%	152,212,756,983	39.50%
<i>CNTC Subscribers and parties acting in concert with them (Note 2)</i>				
– CNTC	2,518,891,687	0.72%	4,726,397,205	1.23%
– Jiangsu Tobacco	–	–	1,103,752,759	0.29%
– Zhejiang Tobacco	–	–	1,103,752,759	0.29%
– Hubei Tobacco	503,778,337	0.14%	1,607,531,096	0.42%
– Beijing Tobacco	–	–	662,251,655	0.17%
– CDIC	746,268,000	0.21%	1,187,769,103	0.31%
– Shanghai Haiyan	1,259,445,843	0.36%	1,259,445,843	0.33%
– Zhongwei Capital	755,667,506	0.22%	755,667,506	0.20%
<u>Other A Shareholders</u>				
– Huijin (Note 3)	140,488,809,651	40.14%	140,488,809,651	36.46%
– China Securities Finance Corporation Limited (Note 3)	1,842,751,177	0.53%	1,842,751,177	0.48%
– Central Huijin Asset Management Ltd. (Note 3)	1,255,434,700	0.36%	1,255,434,700	0.33%

Name of Shareholders	As at the date of this announcement		Immediately after the completion of the Issuance	
	Number of Shares	As a percentage of total issued Shares	Number of Shares	As a percentage of total issued Shares
Public A Shareholders				
– The SSF (<i>Note 1</i>)	23,520,968,297	6.72%	23,520,968,297	6.10%
– Other Public A Shareholders	22,837,010,339	6.53%	22,837,010,339	5.93%
Total issued A Shares	319,244,210,777	91.22%	354,564,299,073	92.02%
<u>H Shares</u>				
– Hongta Securities (<i>Note 4</i>)	192,814,000	0.05%	192,814,000	0.05%
– Other Public H Shareholders	30,546,009,096	8.73%	30,546,009,096	7.93%
Total issued H Shares	30,738,823,096	8.78%	30,738,823,096	7.98%
Total issued Shares	349,983,033,873	100.00%	385,303,122,169	100.00%

Notes:

1. Pursuant to a share subscription agreement dated 21 April 2010 and the Approval on the Proposed transfer of State-owned Shares of the Agricultural Bank of China issued by the Ministry of Finance on 5 May 2010, the SSF transferred voting rights in respect of 9,797,058,826 A Shares (i.e. the Relevant Shares), representing approximately 2.80% of the total issued Shares as at the date of this announcement, to the Ministry of Finance. Accordingly, as at the date of this announcement, the Ministry of Finance has control over approximately 38.09% voting rights exercisable at a shareholders' meeting of the Bank. For the avoidance of doubt, the SSF is not acting in concert with the Ministry of Finance with regard to the Bank.
2. Based on publicly available information, CNTC is wholly owned by the State Council. CNTC and its subsidiaries are the only entities under the PRC tobacco monopoly regime that engage in the production, sale, and import and export businesses of tobacco commodities in the PRC. CNTC is managed by the State Tobacco Monopoly Administration (established upon approval by the State Council). As at the date of this announcement, CNTC is deemed to be interested in a total of 5,784,051,373 A Shares, comprising 2,518,891,687 A Shares held by it, 1,259,445,843 A Shares held by Shanghai Haiyan, 755,667,506 A Shares held by Zhongwei Capital, 746,268,000 A Shares held by CDIC, and 503,778,337 A Shares held by Hubei Tobacco. Each of Shanghai Haiyan, Zhongwei Capital, Jiangsu Tobacco, Zhejiang Tobacco, Hubei Tobacco, Beijing Tobacco and CDIC is a wholly-owned subsidiary of CNTC. None of CNTC, Shanghai Haiyan, Zhongwei Capital, Jiangsu Tobacco, Zhejiang Tobacco, Hubei Tobacco, Beijing Tobacco and CDIC is acting in concert with the Ministry of Finance with regard to the Bank.
3. As at the date of this announcement, Huijin holds 66.70% equity of China Securities Finance Corporation Limited and 100% equity of Central Huijin Asset Management Ltd.
4. Hongta Securities acts as an A Share financial adviser to the Bank with respect to the CNTC Subscriptions only. For the avoidance of doubt, Hongta Securities will not provide any advice, or otherwise involve in any matters, relating to the Takeovers Code.

5. As at the date of this announcement, none of the Directors holds any Shares.

Since completion of the Issuance is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the A Share Issuance Plan and the Conditional Share Subscription Agreements, the Issuance may or may not proceed.

Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

By Order of the Board
Agricultural Bank of China Limited
LIU Qing
Company Secretary

Beijing, the PRC
29 September 2026

As at the date of this announcement, the executive directors of the Bank are Mr. GU Shu, Mr. WANG Zhiheng, Mr. LIU Hong and Mr. LIN Li; the non-executive directors of the Bank are Ms. ZHOU Ji, Mr. ZHANG Qi (張奇), Mr. ZHANG Hongwu and Ms. ZHANG Yuqing; and the independent non-executive directors of the Bank are Mr. WU Liansheng, Mr. WANG Changyun, Mr. JU Jiandong, Ms. ZHUANG Yumin, Mr. ZHANG Qi (張琦) and Ms. WONG Pui Sze Priscilla.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.