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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 2021 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 second extraordinary general meeting (the “EGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 2:45 p.m. on Friday, 9 July 2021, at the Bank’s headquarters, No.18B Jianguomen Nei Avenue, Beijing, the PRC to consider and, if thought fit, pass the following businesses:

### **ORDINARY RESOLUTION**

1. To consider and approve the election of Mr. WU Liansheng as an independent non-executive director of the Bank;

### **SPECIAL RESOLUTION**

2. To consider and approve the issuance plan of write-down undated capital bonds of the Bank.

#### **“THAT:**

In order to enhance capital strength, optimise the capital structure, ensure healthy and sustainable development of business, and in accordance to the needs of business development of the Bank, the plan of issuing write-down undated capital bonds by the Bank is hereby proposed:

- (1) It is proposed to the EGM for consideration and approval that, subject to the approval by the relevant regulatory authorities, the Bank will issue the write-down undated capital bonds in accordance with the following conditions and terms: (i) Total amount: up to RMB120 billion. (ii) Type of capital instruments: write-down undated capital bonds, which meet the relevant requirements as stipulated in Capital Rules for Commercial Banks (Provisional), and can be used to replenish capital of commercial banks. (iii) Maturity date: to be outstanding so long as the issuer’s business continues to operate. (iv) Interest rate: to be determined based on the market interest rates. (v) Market and means of issuance: to be issued in batches or in one batch in the domestic market, depending on the capital needs and market situations. (vi) Means of loss absorption: upon the occurrence of triggering

events specified in the issuing documents, the loss will be absorbed by means of write-down. (vii) Use of proceeds: to replenish the Bank's additional tier-1 capital. (viii) Validity period of the resolution on this proposal: from the date of approval by the EGM of this issuance of undated capital bonds to 31 December 2023.

- (2) It is proposed that the EGM authorises the Board of Directors to and the Board of Directors delegates the senior management to handle all matters related to the issuance of the write-down undated capital bonds, subject to the regulatory and approval requirements promulgated by relevant regulatory authorities, including but not limited to submission to relevant regulatory authorities for approval, determination of total amount of issuance, terms of issuance, tranches of issuance, date of issuance and other relevant matters. Such authorisation shall take effect from the date of approval by EGM of the issuance of the write-down undated capital bonds to 31 December 2023. Within the duration of the write-down undated capital bonds, the Board of Directors is authorised to declare and pay distribution in whole (cancellation of part of or whole distribution shall be subject to the approval by the shareholders' general meeting), and handle all matters including redemption or write-down according to the regulatory and approval requirements promulgated by relevant regulatory authorities."

By Order of the Board of Directors  
**Agricultural Bank of China Limited**  
**HAN Guoqiang**  
*Company Secretary*

Beijing, the PRC  
23 June 2021

*Notes:*

- (1) Purchasers of shares who have submitted their share certificates and 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 5 July 2021 are entitled to attend the EGM. The H share register of members of the Bank will be closed from 6 July 2021 to 9 July 2021 (both days inclusive).
- (2) Shareholders of H shares who are entitled to attend and vote at the EGM may designate one or more proxies to attend and vote at the EGM on their 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 authorisation document(s) (if any) which have been notarised 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 EGM (i.e. by 2:45 p.m. on Thursday, 8 July 2021). Completion and return of the proxy form will not preclude the shareholders of H Shares from attending and voting at the EGM 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 EGM shall be taken by poll.

(4) Registration procedures for attending the EGM are as follows:

holders of H Shares or their proxies shall present proof of identity when attending the EGM. If a holder of H share is a corporate entity, its legal representative or other persons authorised by the board of directors or other governing body of such corporate entity may attend the EGM by producing a copy of the resolutions of the board of directors or other governing body of such corporate entity designating such persons to attend the EGM.

(5) The EGM is expected to last for half a day. Shareholders attending (in person or by proxy) the EGM shall be responsible for their own travel and accommodation expenses.

(6) Please refer to the circular of the EGM dated 23 June 2021 for the details of the above resolutions to be proposed at the EGM for consideration and approval.

*As at the date of this notice, the executive directors are Mr. GU Shu, Mr. ZHANG Qingsong, Mr. ZHANG Xuguang and Mr. LIN Li; the non-executive directors are Mr. ZHU Hailin, Mr. LIAO Luming, Mr. LI Qiyun, Mr. LI Wei, Mr. WU Jiangtao and Ms. ZHOU Ji; and the independent non-executive directors are Ms. XIAO Xing, Mr. WANG Xinxin, Mr. HUANG Zhenzhong, Ms. LEUNG KO May Yee, Margaret and Mr. LIU Shouying.*