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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 2021 SECOND EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) hereby announces that the 2021 second extraordinary general meeting of the Bank (the “**EGM**”) was held at the Bank’s headquarters, No.18B Jianguomen Nei Avenue, Beijing, the PRC on Friday, 9 July 2021.

The total number of issued ordinary shares of the Bank as at the date of the EGM was 349,983,033,873 shares, which was the total number of shares entitling the holders to attend and vote for, against or abstained any of the resolutions proposed at the EGM. There were no restrictions on the above holder of the Bank’s ordinary shares casting votes on any of the proposed resolutions at the EGM. 100 Shareholders and authorised proxies holding an aggregate of 299,342,308,013 ordinary shares, representing 85.530520% 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	100
Total number of holders of A shares present at the EGM	97
Total number of holders of H shares present at the EGM	3
Total number of voting shares present at the EGM	299,342,308,013
Total number of voting shares held by holders of A shares	288,468,250,831
Total number of voting shares held by holders of H shares	10,874,057,182
Percentage of voting shares present at the EGM in the total voting shares (%)	85.530520
Percentage of voting shares held by holders of A shares in total voting shares (%)	82.423496
Percentage of voting shares held by holders of H shares in total voting shares (%)	3.107024

Note: The total number of the Shareholders attending the EGM includes the Shareholders who attended the EGM on site and Shareholders who attended the EGM by way of online voting. As the resolutions proposed at the EGM 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 EGM.

The EGM was convened by the Board and chaired by Mr. ZHANG Qingsong, the vice 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 procedures to call and convene the EGM 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* issued by China Securities Regulatory Commission (the "CSRC") and the *Implementation Rules for Online Voting at Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange*); 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* issued by the CSRC 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 "**Articles of Association**"). 14 of the 15 directors of the Bank attended the EGM while Mr. GU Shu, the chairman of the Board, was unable to attend the EGM due to other business commitment. All of the Bank's eight supervisors attended the EGM. Due to other business commitment, the Bank's secretary to the Board could not attend the EGM. Other senior management of the Bank were present at the EGM.

POLL RESULTS

Reference is made to the circular of the EGM of the Bank dated 23 June 2021 containing details of each of the resolutions proposed 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 aforesaid circular. The poll results in respect of the resolutions proposed at the EGM were as follows:

Ordinary Resolution		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the election of Mr. WU Liansheng as an independent non-executive director of the Bank	299,287,509,721 (99.981694%)	572,250 (0.000191%)	54,226,042 (0.018115%)
The ordinary resolution above was duly passed as more than 1/2 of the votes were cast in favour of the resolution by the Shareholders and authorized proxies present at the EGM.				
Special Resolution		Number of Votes (%)		
		For	Against	Abstained
2.	To consider and approve the issuance plan of write-down undated capital bonds of the Bank	299,272,621,721 (99.976720%)	15,467,950 (0.005168%)	54,218,342 (0.018112%)
The special resolution above was duly passed as more than 2/3 of the votes were cast in favour of the resolution by the shareholders and authorised proxies present at the EGM.				

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 EGM were as follows:

Ordinary Resolution		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the election of Mr. WU Liansheng as an independent non-executive director of the Bank	24,864,812,540 (99.996756%)	569,800 (0.002291%)	236,900 (0.000953%)

LAWYERS' CERTIFICATION

Ms. SU Zheng and Ms. YUAN Bingyu, attorneys from King & Wood Mallesons, witnessed the EGM and issued a legal opinion certifying that the procedures to call and convene the EGM 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* issued by the CSRC and the *Implementation Rules for Online Voting at Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange*); the qualifications of attendees, the qualification of the caller, the voting process of the EGM 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* issued by the CSRC and the *Implementation Rules for Online Voting at Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange* and the Articles of Association. The poll results of the EGM were lawful and valid.

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

Beijing, the PRC
9 July 2021

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.