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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 2022 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 first extraordinary general meeting (the “EGM”) of Agricultural Bank of China Limited (the “**Bank**”) will be held at 2:45 p.m. on Friday, 18 March 2022, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following businesses:

### **ORDINARY RESOLUTION**

1. To consider and approve the 2022–2024 capital plan of the Bank; and

### **SPECIAL RESOLUTION**

2. To consider and approve the issuance plan of write-down eligible tier-2 capital instruments of the Bank:

#### **“THAT:**

In order to maintain stable capital adequacy level and enhance sustainability, based on the Bank’s need of business development, the issuance plan of write-down eligible tier-2 capital instruments by the Bank is hereby proposed:

- (1) It is proposed to the EGM for consideration and approval that, subject to the approval by the China Banking and Insurance Regulatory Commission, the People’s Bank of China and other relevant regulatory authorities, the Bank will issue write-down eligible tier-2 capital instruments in batches in accordance with the following terms and conditions: (i) Type of instrument: write-down eligible tier-2 capital instruments which meets the relevant requirements as stipulated in *Capital Rules for Commercial Banks (Provisional)*, and can be used to replenish capital of commercial banks; (ii) Total amount: up to RMB200 billion or equivalent in foreign currencies; (iii) Term of instruments: no less than 5 years; (iv) Interest rate: to be determined based on the market interest rates; (v) Markets and means of issuance: to be issued in batches in the domestic and overseas markets, depending on the capital needs and market condition; (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 tier-2 capital; (viii) Validity period of this resolution: from the date of approval by the EGM of this issuance of write-down eligible tier-2 capital instruments to 31 December 2023.

- (2) It is proposed that the EGM authorises the board of directors and the board of directors delegates to the senior management, according to regulations and approval requirements promulgated by relevant regulatory authorities, to decide the plan and terms of this issuance of write-down eligible tier-2 capital instruments and to handle all relevant matters, including but not limited to, submission to regulatory authorities for approval, issuance, management during the term, payment, redemption, and signing of the required legal documents. Such authorisation shall take effect from the date of approval by the EGM of this issuance of write-down tier-2 capital instruments to 31 December 2023.”

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

Beijing, the PRC  
28 January 2022

*Notes:*

- (1) Purchasers of shares who have submitted their stocks 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 15 February 2022 are entitled to attend the EGM. The H share register of members of the Bank will be closed from 16 February 2022 to 18 March 2022 (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 his/her 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, 17 March 2022). 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:
- (a) 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 with the resolutions of the board of directors or other governing body of such corporate entity designating such persons to attend the EGM.
  - (b) holders of H shares who intend to attend the EGM shall return the reply slips for attending the meeting to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, in person, by mail or by fax on or before Saturday, 26 February 2022.
- (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 28 January 2022 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. LIAO Luming, Mr. LI Wei, Ms. ZHOU Ji, Mr. LIU Xiaopeng and Mr. XIAO Xiang; and the independent non-executive directors are Mr. WANG Xinxin, Mr. HUANG Zhenzhong, Ms. LEUNG KO May Yee, Margaret, Mr. LIU Shouying and Mr. WU Liansheng.*