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If you have sold or transferred all your shares in Agricultural Bank of China Limited, you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**2021 REMUNERATION OF THE DIRECTORS
2021 REMUNERATION OF THE SUPERVISORS
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
ADDITIONAL BUDGET FOR
DONATION FOR TARGETED SUPPORT FOR 2022
AND
NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC at 2:45 p.m. on Thursday, 22 December 2022 is set out on pages 11 to 12 of this circular.

A proxy form and a reply slip for use at the EGM are enclosed with this circular. Holders of H Shares who intend to attend the EGM by proxy are required to complete the proxy form in accordance with the instructions printed thereon and return the same to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the EGM or any adjournment thereof (i.e. by 2:45 p.m. on Wednesday, 21 December 2022). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the EGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Friday, 2 December 2022.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“A Share(s)”	the domestic share(s) of RMB1.00 each in the issued share capital of the Bank, which are listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Bank (as amended)
“Bank”	Agricultural Bank of China Limited, a joint stock limited company incorporated in the PRC and the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively, and Agricultural Bank of China, the predecessor of Agricultural Bank of China Limited (as applicable)
“Board”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“China” or “PRC”	the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“EGM”	the 2022 second extraordinary general meeting of the Bank to be held on 22 December 2022
“H Share(s)”	the overseas listed foreign share(s) of RMB1.00 each in the issued share capital of the Bank, which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank



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中國農業銀行股份有限公司

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(Stock Code: 1288)

Executive Directors

GU Shu
ZHANG Xuguang
LIN Li

Registered Office

No. 69, Jianguomen Nei Avenue
Dongcheng District
Beijing, PRC

Non-Executive Directors

LIAO Luming
LI Wei
ZHOU Ji
LIU Xiaopeng
XIAO Xiang

Principal Place of Business

in Hong Kong
25/F, Agricultural Bank of China Tower
50 Connaught Road Central
Hong Kong

Independent Non-Executive Directors

WANG Xinxin
HUANG Zhenzhong
LEUNG KO May Yee, Margaret
LIU Shouying
WU Liansheng

7 November 2022

To the Shareholders,

Dear Sir or Madam,

**2021 REMUNERATION OF THE DIRECTORS
2021 REMUNERATION OF THE SUPERVISORS
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
ADDITIONAL BUDGET FOR
DONATION FOR TARGETED SUPPORT FOR 2022
AND
NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The ordinary resolutions for approving: (i) the 2021 remuneration of the Directors; (ii) the 2021 remuneration of the Supervisors; (iii) the election of Mr. WANG Changyun as an independent non-executive Director of the Bank; (iv) the election of Mr. LIU Li as an independent non-executive Director of the Bank; and (v) the additional budget for donation for targeted support for 2022 will be proposed at the EGM.

LETTER FROM THE BOARD

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding the resolutions mentioned above.

2. 2021 REMUNERATION OF THE DIRECTORS

Pursuant to the Articles of Association and the relevant policies of the PRC, please refer to Appendix I to this circular for details of the remuneration of the Directors for 2021 of the Bank.

The 2021 remuneration of the Directors of the Bank has been reviewed and approved by the Board on 29 August 2022 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

3. 2021 REMUNERATION OF THE SUPERVISORS

Pursuant to the Articles of Association and the relevant policies of the PRC, please refer to Appendix II to this circular for details of the remuneration of Supervisors for 2021 of the Bank.

The 2021 remuneration of the Supervisors of the Bank has been reviewed by the Board of Supervisors on 29 August 2022, while the Board of Supervisors unanimously agreed to submit this proposal to the EGM for consideration as an ordinary resolution since the number of Supervisors who had no significant interests in this proposal was less than three.

4. ELECTION OF MR. WANG CHANGYUN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Reference is made to the Bank's announcement on the resolutions of the Board dated 28 October 2022. The Board nominated Mr. WANG Changyun as an independent non-executive Director of the Bank. The appointment of Mr. WANG Changyun as an independent non-executive Director of the Bank is subject to the consideration and approval by the EGM after the Shanghai Stock Exchange reviews his qualification and confirms that it has no objection. His term of office as a Director shall be three years, commencing upon the approval by the EGM. The Bank will report to the CBIRC for filing.

Mr. WANG Changyun, born in April 1964, holds a master's degree in economics from Renmin University of China and a doctor's degree in financial economics from University of London. He currently serves as a professor in finance at the School of Finance, a supervisor for Ph.D. candidates, the director of the Institute of International M&A and Investment and a deputy director of ESG Research Center of Renmin University of China. He is a distinguished professor of the Chang Jiang Scholars Programme and entitled to Government Allowance granted by the State Council. He concurrently serves as an independent non-executive director of China Cinda Asset Management Co., Ltd., Sunway Co., Ltd., Beijing Haohua Energy Resource Co., Ltd., and Hexie Health Insurance Co., Ltd., a vice president of China Investment Specialty Construction Association, an executive director of China Investment Association, a director of China Finance Association and special auditor of National Audit Office. He previously served as the dean of Hanqing Advanced Institute of Economics and Finance in Renmin University of China and an independent non-executive director of Bank of China Limited.

Mr. WANG Changyun will receive allowances during his term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The remuneration of the Directors to be paid by the Bank will be disclosed in the annual report each year and the relevant announcements.

LETTER FROM THE BOARD

Save as disclosed above, Mr. WANG Changyun did not hold any directorship in any other listed company or take up any post in any subsidiary of the Bank in the past three years, nor has any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. WANG Changyun does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to the election of Mr. WANG Changyun as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

This proposal has been reviewed and approved by the Board on 28 October 2022 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

5. ELECTION OF MR. LIU LI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Reference is made to the Bank's announcement on the resolutions of the Board dated 28 October 2022. The Board nominated Mr. LIU Li as an independent non-executive Director of the Bank. The appointment of Mr. LIU Li as an independent non-executive Director of the Bank is subject to the consideration and approval by the EGM and the ratification of his qualification by the CBIRC after the Shanghai Stock Exchange reviews his qualification and confirms that it has no objection. His term of office as a Director shall be three years, commencing upon the ratification of his qualification by the CBIRC.

Mr. LIU Li, born in September 1955, holds a master's degree in science from Department of Physics of Peking University and a master's degree in business administration from Catholic University of Louvain in Belgium, and is a certified public accountant in China (non-practicing). He concurrently serves as an independent non-executive director of China International Capital Corporation Limited, YOU⁺ BANK, Guomin Pension Insurance Co., Ltd., and Metallurgical Corporation of China Ltd., and an external supervisor of China Cinda Asset Management Co., Ltd. He previously served as a professor in Department of Finance at the Guanghua School of Management, a supervisor for Ph.D. candidates and a deputy director of Finance and Securities Research Center of Peking University, an independent non-executive director of Air China Cargo Co., Ltd., China Machinery Engineering Corporation, Bank of Communications Co., Ltd., Zhongyuan Special Steel Co., Ltd., CNPC Capital Company Limited and Shenzhen Success Electronics Co., Ltd., and an external director of Metallurgical Corporation of China Ltd.

Mr. LIU Li will receive allowances during his term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The remuneration of the Directors to be paid by the Bank will be disclosed in the annual report each year and the relevant announcements.

Save as disclosed above, Mr. LIU Li did not hold any directorship in any other listed companies or take up any post in any subsidiary of the Bank in the past three years, nor has any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. LIU Li does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to the election of Mr. LIU Li as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

This proposal has been reviewed and approved by the Board on 28 October 2022 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

LETTER FROM THE BOARD

Views from the Board and Nomination and Remuneration Committee

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Bank's business and corporate governance, the Board has adopted the Bank's nomination policy, setting out the process and criteria of identifying potential candidates for the Directors and proposing election of Directors. The nomination and remuneration committee, when forming their recommendations on the proposals of election of Mr. WANG Changyun and Mr. LIU Li as independent non-executive Directors, has been following the Bank's nomination policy, which was disclosed in the annual report of the Bank.

The Board is of the view that, Mr. WANG Changyun and Mr. LIU Li have extensive experience and solid professionalism in the fields of financial investment and financial accounting, respectively, and are familiar with the corporate governance of listed commercial banks. As such, the track records and experience as well as professional strengths of Mr. WANG Changyun and Mr. LIU Li can enable them to contribute to the Board with their valuable views and facilitate the diversity of the Board. After reviewing the curriculum vitae and conducting assessment on the independence criteria pursuant to the Listing Rules, the Board is satisfied with the respective independence of Mr. WANG Changyun and Mr. LIU Li as a candidate of independent non-executive Director.

6. ADDITIONAL BUDGET FOR DONATION FOR TARGETED SUPPORT FOR 2022

The Bank has been resolutely implementing the decisions and arrangements made by the Central Committee of the Communist Party of China and the State Council to serve rural revitalization. In recent years, the Bank has made continuous contribution to donation for targeted support and achieved significant results on donation for targeted support. In order to further echo the national requirements of to effectively combine the consolidation and expansion of poverty alleviation achievements with rural revitalization and accelerate the development of institutions of donation for targeted support, it is hereby submitted to the EGM to approve an additional budget of RMB12 million for donation for targeted support on top of the current authorized amounts for external donations and authorize the Board to, and the Board delegates the senior management to, consider and approve the donations not exceeding such budget.

This proposal has been reviewed and approved by the Board on 29 August 2022 and it is hereby submitted to the EGM for consideration and approval as an ordinary resolution.

7. THE EGM

A notice convening the EGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC at 2:45 p.m. on Thursday, 22 December 2022 is set out on pages 11 to 12 of this circular.

The ordinary resolutions for approving: (i) the 2021 remuneration of the Directors; (ii) the 2021 remuneration of the Supervisors; (iii) the election of Mr. WANG Changyun as an independent non-executive Director of the Bank; (iv) the election of Mr. LIU Li as an independent non-executive Director of the Bank; and (v) the additional budget for donation for targeted support for 2022 will be proposed at the EGM.

Any voting on the resolutions at the EGM shall be taken by poll.

LETTER FROM THE BOARD

A proxy form and a reply slip for use at the EGM are enclosed with this circular. Holders of H Shares who intend to attend the EGM by proxy are required to complete the proxy form in accordance with the instructions printed thereon and return the same to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the EGM or any adjournment thereof (i.e. by 2:45 p.m. on Wednesday, 21 December 2022). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the EGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Friday, 2 December 2022.

In order to determine the holders of H Shares who are entitled to attend the EGM, the H share register of members of the Bank will be closed from 22 November 2022 to 22 December 2022 (both days inclusive). Holders of H Shares who wish to attend the EGM are required to deposit the transfer documents together with the relevant share certificates at 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 at or before 4:30 p.m. on 21 November 2022.

8. RECOMMENDATION

The Board considers that the aforementioned proposals are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions at the EGM.

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

			Total remuneration received from the Bank in 2021 (before tax) (Unit: RMB Ten Thousand)				Whether receiving remuneration from shareholders or other related parties (Y/N)
			Salaries payable (before tax) (1)	Social insurance, housing fund, enterprise annuity and supplemental medical insurance payable by the Bank (2)	Director's fee (3)	Total (4) = (1)+(2)+(3)	
Name	Position	Tenure					
Incumbent Directors							
GU Shu	Chairman of the Board of Directors, Executive Director	2021.01–2024.01	87.94	20.06	—	108.00	N
ZHANG Xuguang	Executive Director, Executive Vice President	2020.10–2023.10	79.13	19.40	—	98.53	N
LIN Li	Executive Director, Executive Vice President	2021.06–2024.06	65.95	16.18	—	82.13	N
LIAO Luming	Non-executive Director	2017.08–2023.06	—	—	—	—	Y
LI Wei	Non-executive Director	2019.05–2025.06	—	—	—	—	Y
ZHOU Ji	Non-executive Director	2021.03–2024.03	—	—	—	—	Y
LIU Xiaopeng	Non-executive Director	2022.01–2025.01	—	—	—	—	N
XIAO Xiang	Non-executive Director	2022.01–2025.01	—	—	—	—	N
WANG Xinxin	Independent Non-executive Director	2016.05–Present	—	—	38.07	38.07	Y
HUANG Zhenzhong	Independent Non-executive Director	2017.09–2023.06	—	—	38.00	38.00	Y
LEUNG KO May Yee, Margaret	Independent Non-executive Director	2019.07–2025.06	—	—	38.00	38.00	Y
LIU Shouying	Independent Non-executive Director	2019.07–2025.06	—	—	36.00	36.00	N
WU Liansheng	Independent Non-executive Director	2021.11–2024.11	—	—	3.42	3.42	Y
Former Directors							
ZHANG Qingsong	Former Vice Chairman of the Board, Former Executive Director and Former President	2020.01–2022.09	87.94	20.06	—	108.00	N
ZHU Hailin	Former Non-executive Director	2020.06–2021.09	—	—	—	—	Y
LI Qiyun	Former Non-executive Director	2018.06–2021.12	—	—	—	—	Y
WU Jiangtao	Former Non-executive Director	2019.07–2021.07	—	—	—	—	Y
XIAO Xing	Former Independent Non-executive Director	2015.03–2021.11	—	—	36.96	36.96	Y

Notes:

1. According to the relevant regulations of the government, the remuneration of the chairman of the Board, the president, the chairman of the Board of Supervisors and the executive vice presidents of the Bank shall be paid in accordance with the relevant policies for the remuneration of persons in-charge in state-controlled financial enterprises since 1 January 2015.

2. The Directors, Supervisors and senior management of the Bank who are also the employees of the Bank are entitled to receive remuneration from the Bank. The remuneration includes salary, bonus and contributions to all kinds of social insurance and housing fund payable by the Bank. The independent non-executive Directors of the Bank are entitled to receive director's fee. The Chairman of the Board, executive Directors and senior management of the Bank do not receive any remuneration from any subsidiary of the Bank.
3. The terms of office of Mr. ZHANG Xuguang and Mr. LIN Li as executive Directors of the Bank are set out in the table above. Mr. ZHANG Xuguang and Mr. LIN Li's terms of office as executive vice president of the Bank commenced from December 2019 and March 2021, respectively.
4. Mr. LIAO Luming, Mr. LI Wei, Ms. ZHOU Ji, Mr. LIU Xiaopeng, and Mr. XIAO Xiang, being the non-executive Directors of the Bank, did not receive any remuneration from the Bank.
5. The term of office of Mr. WANG Xinxin has expired. In order to continuously comply with the regulatory requirements in relation to the composition of the Board, Mr. WANG Xinxin will continue to perform the duties as an independent non-executive Director of the Bank.
6. Mr. ZHOU Mubing, the former chairman of the Board and a former executive Director of the Bank, received a remuneration (before tax) of RMB47.9 thousand during his term of office in the Bank in 2021.
7. Mr. ZHANG Qingsong resigned as vice chairman, executive Director and president of the Bank on 6 September 2022.
8. Mr. ZHU Hailin, Mr. LI Qiyun, and Mr. WU Jiangtao, former non-executive Directors of the Bank, did not receive any remuneration from the Bank.
9. According to the relevant regulations of the government, the tenure incentive bonus from 2018 to 2020 of the Directors, Supervisors and senior management has been paid. Based on these, in 2021, the additional provision for enterprise annuities of Mr. GU Shu, Mr. ZHANG Qingsong, Mr. ZHANG Xuguang and Mr. LIN Li, was RMB28.0 thousand, RMB24.8 thousand, RMB22.8 thousand, and RMB22.8 thousand, respectively.
10. In accordance with the regulatory requirements, the Bank has established a deferred recourse and deduction system of performance-based remuneration. None of the Directors of the Bank were involved in recourse and deduction in 2021.
11. Please refer to relevant announcements published by the Bank on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) for the changes in Directors of the Bank.

			Total remuneration received from the Bank in 2021 (before tax) (Unit: RMB Ten Thousand)				Whether receiving remuneration from shareholders or other related parties (Y/N)
Name	Position	Tenure	Salaries	Social	Supervisor's	Total (4) = (1)+(2)+(3)	
			payable (before tax) (1)	insurance, housing fund, enterprise annuity and supplemental medical insurance payable by the Bank (2)			
Incumbent Supervisors							
WANG Jingdong	Chairman of the Board of Supervisors, Supervisor Representing Shareholders	2018.11–2024.11	87.94	—	20.06	108.00	N
DENG Lijuan	Supervisor Representing Shareholders	2022.06–2025.06	—	—	—	—	N
WU Gang	Supervisor Representing Employees	2019.10–Present	—	—	5.00	5.00	N
HUANG Tao	Supervisor Representing Employees	2021.07–2024.07	—	—	2.08	2.08	N
WANG Xuejun	Supervisor Representing Employees	2022.05–2025.05	—	—	—	—	N
LIU Hongxia	External Supervisor	2018.11–2024.11	—	—	30.00	30.00	Y
XU Xianglin	External Supervisor	2021.11–2024.11	—	—	4.59	4.59	N
WANG Xixin	External Supervisor	2021.11–2024.11	—	—	3.90	3.90	Y
Former Supervisors							
FAN Jianqiang	Former Supervisor Representing Shareholders	2020.11–2022.06	—	—	—	—	N
XIA Taili	Former Supervisor Representing Employees	2018.08–2021.08	—	—	3.33	3.33	N
SHAO Lihong	Former Supervisor Representing Employees	2018.08–2022.05	—	—	5.00	5.00	N
ZHANG Jie	Former External Supervisor	2018.11–2021.11	—	—	26.75	26.75	N
LI Wang	Former External Supervisor	2015.06–2021.11	—	—	24.16	24.16	Y

Notes:

1. According to the relevant regulations of the government, the remuneration of the chairman of the Board, the president, the chairman of the Board of Supervisors and the executive vice presidents of the Bank shall be paid in accordance with the relevant policies for the remuneration of persons in-charge in state-controlled financial enterprises since 1 January 2015.
2. The Directors, Supervisors and senior management of the Bank who are also the employees of the Bank are entitled to receive remuneration from the Bank. The remuneration includes salary, bonus and contributions to all kinds of social insurance and housing fund payable by the Bank. The external Supervisors of the Bank are entitled to receive supervisor's fee. For Supervisors representing employees of the Bank, the amount set forth above only includes fee for their services as Supervisors.

3. The term of office of Mr. WU Gang has expired. In order to comply with the requirement that the Supervisors representing employees of the Bank shall represent not less than one-third of the Board of Supervisors, Mr. WU Gang will continue to perform the duties as a Supervisor representing employees of the Bank.
4. Mr. FAN Jianqiang, being the former Supervisor representing Shareholders, did not receive any supervisor's fee as a Supervisor representing Shareholders from the Bank in 2021.
5. According to the relevant regulations of the government, the tenure incentive bonus from 2018 to 2020 of the chairman of the Board of Supervisors has been paid. Based on these, in 2021, the additional provision for enterprise annuities of Mr. WANG Jingdong, was RMB24.8 thousand.
6. In accordance with the regulatory requirements, the Bank has established a deferred recourse and deduction system of performance-based remuneration; none of the Supervisors of the Bank were involved in recourse and deduction in 2021.
7. Please refer to relevant announcements published by the Bank on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) for the changes in Supervisors of the Bank.



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中國農業銀行股份有限公司

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(Stock Code: 1288)

**NOTICE OF THE 2022 SECOND EXTRAORDINARY
GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2022 second extraordinary general meeting (the “EGM”) of Agricultural Bank of China Limited (the “**Bank**”) will be held at 2:45 p.m. on Thursday, 22 December 2022, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the 2021 remuneration of the Directors;
2. To consider and approve the 2021 remuneration of the Supervisors;
3. To consider and approve the election of Mr. WANG Changyun as an independent non-executive Director of the Bank;
4. To consider and approve the election of Mr. LIU Li as an independent non-executive Director of the Bank; and
5. To consider and approve the additional budget for donation for targeted support for 2022.

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

Beijing, the PRC
7 November 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 on or before 4:30 p.m. on 21 November 2022 are entitled to attend the EGM. The H share register of members of the Bank will be closed from 22 November 2022 to 22 December 2022 (both days inclusive).

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

- (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 Wednesday, 21 December 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 Friday, 2 December 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 7 November 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 of the Bank are Mr. GU Shu, Mr. ZHANG Xuguang and Mr. LIN Li; the non-executive directors of the Bank are Mr. LIAO Luming, Mr. LI Wei, Ms. ZHOU Ji, Mr. LIU Xiaopeng and Mr. XIAO Xiang; and the independent non-executive directors of the Bank are Mr. WANG Xinxin, Mr. HUANG Zhenzhong, Ms. LEUNG KO May Yee, Margaret, Mr. LIU Shouying and Mr. WU Liansheng.