

**If you are in doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer or other registered securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Agricultural Bank of China Limited, you should at once hand this supplemental circular and the enclosed supplemental proxy form 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)**

**ELECTION OF EXECUTIVE DIRECTOR  
ELECTION OF NON-EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF  
THE 2022 SECOND EXTRAORDINARY GENERAL MEETING**

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This supplemental circular shall be read in conjunction with the circular of the EGM of the Bank dated 7 November 2022.

The EGM will be held as originally scheduled at 2:45 p.m. on Thursday, 22 December 2022, at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC. A supplemental notice of the EGM is set out on pages 6 to 7 of this supplemental circular.

A supplemental proxy form for the EGM is enclosed with this supplemental circular. Holders of H Shares who intend to attend the EGM by proxy are required to complete the supplemental 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 supplemental proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

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## DEFINITIONS

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*In this supplemental 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, 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
“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
“Huijin”	Central Huijin Investment Ltd.
“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



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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

5 December 2022

*To the Shareholders,*

Dear Sir or Madam,

**ELECTION OF EXECUTIVE DIRECTOR  
ELECTION OF NON-EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF  
THE 2022 SECOND EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

References are made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the Bank of the EGM dated 7 November 2022, which set out the details of the resolutions to be proposed at the EGM for Shareholders’ approval. This supplemental circular should be read in conjunction with the Original Circular and the Original Notice.

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## LETTER FROM THE BOARD

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The supplemental ordinary resolutions for approving: (i) the election of Mr. FU Wanjun as an executive Director of the Bank; and (ii) the election of Mr. ZHANG Qi as a non-executive Director of the Bank will be proposed at the EGM.

The purpose of this supplemental circular is to set out the supplemental notice of the EGM and to provide you with details regarding the resolutions mentioned above. Unless otherwise stated in this supplemental circular, there is no other change to the EGM related matters set out in the Original Circular and the Original Notice.

### **2. ELECTION OF MR. FU WANJUN AS AN EXECUTIVE DIRECTOR OF THE BANK**

Reference is made to the Bank's announcement on the resolutions of the Board dated 2 December 2022. Huijin, a Shareholder holding 40.03% of the shares of the Bank, nominated Mr. FU Wanjun as an executive Director of the Bank. The appointment of Mr. FU Wanjun is subject to the consideration and approval by the EGM and the ratification of his qualification by the CBIRC. His term of office as a Director shall be three years, commencing upon the ratification of his qualification by the CBIRC.

Mr. FU Wanjun, born in March 1968, holds a degree of executive master of business administration from Dalian University of Technology and is a senior economist. He previously served as an assistant president and vice president of Urumqi Branch of Bank of Communications Co., Ltd., president of Yinchuan Branch, president of Xinjiang Uygur Autonomous Region (Urumqi) Branch, president of Chongqing Branch, general manager of Corporate and Institutional Business Department of Bank of Communications Co., Ltd., and chief business officer (corporate and institutional business sector) of Bank of Communications Co., Ltd. He served as a deputy general manager of China Everbright Group Ltd. since March 2019, and served as an executive director of China Everbright Group Ltd. and executive director and president of China Everbright Bank Company Limited since June 2021.

Mr. FU Wanjun will not receive any Director's fee from the Bank during his term as an executive Director, while his remuneration shall follow the relevant regulations and the relevant remuneration plan will be submitted to the shareholders' general meeting of the Bank for consideration and approval after being approved in accordance with the relevant procedures. The remuneration of the Directors to be paid by the Bank will be disclosed in the annual report each year and in the relevant announcements.

Save as disclosed above, Mr. FU Wanjun 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. FU Wanjun does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to the election of Mr. FU Wanjun as an executive Director of the Bank that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters which need to be brought to the attention of the Shareholders.

This proposal has been reviewed and approved by the Board on 2 December 2022 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

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## LETTER FROM THE BOARD

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### 3. ELECTION OF MR. ZHANG QI AS A NON-EXECUTIVE DIRECTOR OF THE BANK

Reference is made to the Bank's announcement on the resolutions of the Board dated 2 December 2022. Huijin nominated Mr. ZHANG Qi as a non-executive Director of the Bank. The appointment of Mr. ZHANG Qi is subject to the consideration and approval by the EGM. His term of office as a Director shall be three years, commencing upon the consideration and approval by the EGM. The Bank will report to the CBIRC for filing.

Mr. ZHANG Qi, born in July 1972, holds a doctor's degree in economics from Dongbei University of Finance & Economics. He is currently working at Huijin. He serves as a non-executive director of China Construction Bank Corporation since July 2017, and served as a non-executive director of Bank of China Limited from July 2011 to June 2017. He was the deputy director and director of the Minister's Office under the General Office of Ministry of Finance, the senior manager of the Office of China Investment Corporation, and the managing director of Equity Management Department I of Huijin.

Mr. ZHANG Qi will not receive any salary or Director's fee from the Bank during his term. The remuneration of the Directors to be paid by the Bank will be disclosed in the annual report each year and in the relevant announcements.

Save as disclosed above, Mr. ZHANG Qi 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. ZHANG Qi does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to the election of Mr. ZHANG Qi as a non-executive Director of the Bank that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters which need to be brought to the attention of the Shareholders.

This proposal has been reviewed and approved by the Board on 2 December 2022 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

### 4. THE EGM

The EGM will be held as originally scheduled at 2:45 p.m. on Thursday, 22 December 2022, at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC. A supplemental notice of the EGM is set out on pages 6 to 7 of this supplemental circular.

A supplemental proxy form is enclosed with this supplemental circular. The proxy form issued by the Bank along with the Original Circular (the "**Original Proxy Form**") will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Bank.

Shareholders of H Shares who are entitled to attend and vote at the EGM may designate one or more proxies to attend at the EGM, but only one of the proxies can be designated to vote at the EGM on his/her behalf. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the supplemental proxy form are different and more than one of the proxies attend the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.

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## LETTER FROM THE BOARD

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Please refer to the Original Notice for details in respect of the other resolutions to be considered and approved at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of H share register of members and other relevant matters.

### 5. 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*



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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)**

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

References are made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the 2022 second extraordinary general meeting (the “**EGM**”) of Agricultural Bank of China Limited (the “**Bank**”) dated 7 November 2022, which set out the details of the resolutions to be proposed at the EGM for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM will be held as originally scheduled at 2:45 p.m. on Thursday, 22 December 2022, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC to consider and, if thought fit, pass the following resolutions as ordinary resolutions in addition to the resolutions set out in the Original Notice:

**Ordinary Resolutions**

6. To consider and approve the election of Mr. FU Wanjun as an executive Director of the Bank;
7. To consider and approve the election of Mr. ZHANG Qi as a non-executive Director of the Bank.

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

Beijing, the PRC  
5 December 2022



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## SUPPLEMENTAL NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (1) Details of the above resolutions are set out in the supplemental circular of the Bank dated 5 December 2022 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice, capitalized terms used in this supplemental notice of the EGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the resolutions mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Bank along with the Original Circular (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Bank.
- (3) Shareholders of H shares who are entitled to attend and vote at the EGM may designate one or more proxies to attend at the EGM, but only one of the proxies can be designated to vote at the EGM on his/her behalf. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attend the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.
- (4) To be valid, the Supplemental 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 Supplemental 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

**In order to prevent the spread of Novel Coronavirus (COVID-19) and ensure the health and safety of the Shareholders, it is suggested that Shareholders consider appointing the chairman of the EGM as his/her proxy to vote at the meeting instead of attending the EGM in person.**

**Shareholders and their proxies who wish to attend the on-site meeting are requested to strictly comply with the epidemic prevention and control regulations, and take personal protective measures. During the EGM, please wear a mask and maintain a safe seating distance.**

- (5) Please refer to the Original Notice for details in respect of the other resolutions to be considered and approved at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of H share register of members and other relevant matters.

*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.*