

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 2022 SECOND EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) hereby announces that the 2022 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 Thursday, 22 December 2022.

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. 112 Shareholders and authorised proxies holding an aggregate of 300,245,551,034 ordinary shares, representing 85.788601% 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	112
Total number of holders of A shares present at the EGM	107
Total number of holders of H shares present at the EGM	5
Total number of voting shares present at the EGM	300,245,551,034
Total number of voting shares held by holders of A shares	288,891,704,620
Total number of voting shares held by holders of H shares	11,353,846,414
Percentage of voting shares present at the EGM in the total voting shares (%)	85.788601
Percentage of voting shares held by holders of A shares in total voting shares (%)	82.544488
Percentage of voting shares held by holders of H shares in total voting shares (%)	3.244113

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. GU Shu, the 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 calling, convening 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 China Securities Regulatory Commission (the "CSRC") and the articles of association of the Bank (the "Articles of Association"). All of the Bank's 13 directors attended the EGM. All of the Bank's eight supervisors attended the EGM. The Bank's secretary to the Board attended the EGM. Other senior management members of the Bank were present at the EGM.

POLL RESULTS

References are made to the circular of the EGM of the Bank dated 7 November 2022 and the supplemental circular of the EGM of the Bank dated 5 December 2022 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 circulars. The poll results in respect of the resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the 2021 remuneration of the Directors	300,236,054,434 (99.996837%)	2,630,500 (0.000876%)	6,866,100 (0.002287%)
2.	To consider and approve the 2021 remuneration of the Supervisors	300,236,049,334 (99.996835%)	2,635,500 (0.000878%)	6,866,200 (0.002287%)
3.	To consider and approve the election of Mr. WANG Changyun as an independent non-executive Director of the Bank	300,040,576,148 (99.931731%)	199,711,886 (0.066516%)	5,263,000 (0.001753%)
4.	To consider and approve the election of Mr. LIU Li as an independent non-executive Director of the Bank	300,050,754,648 (99.935121%)	189,519,886 (0.063122%)	5,276,500 (0.001757%)
5.	To consider and approve the additional budget for donation for targeted support for 2022	300,218,502,834 (99.990991%)	21,785,400 (0.007256%)	5,262,800 (0.001753%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
6.	To consider and approve the election of Mr. FU Wanjun as an executive Director of the Bank	298,444,036,872 (99.399986%)	1,794,488,562 (0.597674%)	7,025,600 (0.002340%)
7.	To consider and approve the election of Mr. ZHANG Qi as a non-executive Director of the Bank	299,512,439,363 (99.755829%)	726,086,071 (0.241831%)	7,025,600 (0.002340%)
The ordinary resolutions above were duly passed as more than 1/2 of the total votes were cast in favour of each 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 Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the 2021 remuneration of the Directors	25,285,163,429 (99.984540%)	2,106,500 (0.008330%)	1,803,100 (0.007130%)
3.	To consider and approve the election of Mr. WANG Changyun as an independent non-executive Director of the Bank	25,281,729,849 (99.970963%)	7,143,180 (0.028246%)	200,000 (0.000791%)
4.	To consider and approve the election of Mr. LIU Li as an independent non-executive Director of the Bank	25,281,718,349 (99.970918%)	7,141,180 (0.028238%)	213,500 (0.000844%)
6.	To consider and approve the election of Mr. FU Wanjun as an executive Director of the Bank	25,134,126,644 (99.387299%)	153,135,785 (0.605541%)	1,810,600 (0.007160%)
7.	To consider and approve the election of Mr. ZHANG Qi as a non-executive Director of the Bank	25,235,519,090 (99.788233%)	51,743,339 (0.204607%)	1,810,600 (0.007160%)

APPOINTMENTS AND DEPARTURE OF DIRECTORS

Mr. ZHANG Qi will serve as a non-executive director of the Bank as resolved on the date of the EGM, whose term of office will be three years.

Mr. WANG Changyun will serve as an independent non-executive director of the Bank as resolved on the date of the EGM, whose term of office will be three years.

The qualifications of Mr. FU Wanjun and Mr. LIU Li are subject to the ratification by the China Banking and Insurance Regulatory Commission (the “CBIRC”). Their terms of office as directors will be three years commencing from the date of ratification by the CBIRC.

Due to expiration of his term of office, Mr. WANG Xinxin ceased to serve as an independent non-executive director of the Bank, and ceased to serve as a member of the Strategic Planning and Sustainable Development Committee, the chairman and a member of the Nomination and Remuneration Committee, a member of the Risk Management and Consumers' Interests Protection Committee and Risk Management Committee of Institutions in the United States Regions, and a member of the Related Party Transactions Management Committee of the Bank. Mr. WANG Xinxin has confirmed that he has no disagreement with the Board and does not have any matters in relation to his departure that should be brought to the attention of the shareholders or creditors of the Bank.

LAWYERS' CERTIFICATION

Ms. SU Zheng and Mr. YE Shengjie, attorneys from King & Wood Mallesons, witnessed the EGM and issued a legal opinion certifying that the procedures to call and convene the EGM, the qualifications of attendees, the qualification of the caller, the qualification of the proposing Shareholder of the interim proposal, 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 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
22 December 2022

As at the date of this announcement, 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, Mr. XIAO Xiang and Mr. ZHANG Qi; and the independent non-executive directors of the Bank are Mr. HUANG Zhenzhong, Ms. LEUNG KO May Yee, Margaret, Mr. LIU Shouying, Mr. WU Liansheng and Mr. WANG Changyun.