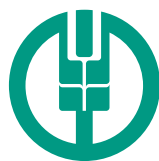


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中国农业银行

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**AGM**”) of Agricultural Bank of China Limited (the “**Bank**”) will be held at 2:45 p.m. on Thursday, 29 June 2023, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the 2022 work report of the board of directors of the Bank (the “**Board of Directors**”);
2. To consider and approve the 2022 work report of the board of supervisors of the Bank;
3. To consider and approve the final financial accounts of the Bank for 2022;
4. To consider and approve the profit distribution plan of the Bank for 2022;
5. To consider and approve the appointments of external auditors of the Bank for 2023;
6. To consider and approve the fixed assets investment budget for 2023;

SPECIAL RESOLUTIONS

7. To consider and approve the issuance plan of write-down undated additional tier 1 capital bonds of the Bank:

“THAT:

In order to promote capital strength, optimise the capital structure, ensure healthy and sustainable development of business, and in accordance to the needs of business development of the Bank, the issuance plan of write-down undated additional tier 1 capital bonds by the Bank is hereby proposed:

(1) It is proposed to the shareholders' general meeting for consideration and approval that, subject to the approval by the relevant regulatory authorities, the Bank will issue the write-down undated additional tier 1 capital bonds in accordance with the following terms and conditions (in the case of any material change in the terms of issuance, it shall be resubmitted to the Board of Directors and the shareholders' general meeting for consideration and approval): (i) Total amount: up to RMB200 billion; (ii) Type of capital instruments: write-down undated additional tier 1 capital bonds, which meet the relevant requirements as stipulated in the *Capital Rules for Commercial Banks (Provisional)*, and can be used to replenish capital of commercial banks; (iii) Maturity date: the bonds will continue to be outstanding so long as the Bank's business continues to operate; (iv) Interest rate: to be determined based on the market interest rates; (v) Market and method of issuance: to be issued in batches in the domestic market, depending on the capital needs and market situations; (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 additional tier 1 capital; (viii) Validity period of this resolution: from the date of approval by the shareholders' general meeting to 31 December 2024.

(2) It is proposed that the shareholders' general meeting authorises the Board of Directors to and the Board of Directors delegates to the senior management to handle all relevant matters related to the issuance of the write-down undated additional tier 1 capital bonds under the framework and principle that the proposal has been considered and approved by the shareholders' general meeting, subject to the regulations and approval requirements promulgated by relevant regulatory authorities, including but not limited to submission to relevant regulatory authorities for approval, determination of issuance size, terms of issuance, tranches of issuance, date of issuance and other relevant matters. Such authorisation shall take effect from the date of approval by the shareholders' general meeting to 31 December 2024. It is proposed that the shareholders' general meeting authorises the Board of Directors to and the Board of Directors delegates to the senior management to handle all relevant matters including distribution payment (cancellation of part of or whole distribution payment by the Bank shall be subject to the approval by the shareholders' general meeting), redemption and write-down according to the regulations and approval requirements promulgated by relevant regulatory authorities within the duration of the write-down undated additional tier 1 capital bonds."

8. 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 shareholders' general meeting 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 the

write-down eligible tier-2 capital instruments in tranches in accordance with the following terms and conditions: (i) Type of capital instruments: write-down eligible tier-2 capital instruments, which meet the relevant requirements as stipulated in the *Capital Rules for Commercial Banks (Provisional)*, and can be used to replenish capital of commercial banks; (ii) Total amount: up to RMB250 billion or equivalent in foreign currencies; (iii) Term of instruments: no less than five years; (iv) Interest rate: to be determined based on the market interest rates; (v) Markets and means of issuance: to be issued in tranches in the domestic and overseas markets, depending on the capital needs and market conditions; (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: 24 months from the date of approval by the shareholders' general meeting.

- (2) It is proposed that the shareholders' general meeting authorises the Board of Directors to and the Board of Directors delegates to the senior management to handle all relevant matters related to the issuance of the write-down eligible tier-2 capital instruments, subject to the regulations and approval requirements promulgated by relevant regulatory authorities, including submission to regulatory authorities for approval, determination of plan of issuance, terms of issuance, tranches of issuance, size of each tranche, date of issuance and other relevant matters. Such authorisation shall take effect for a period of 24 months from the date of approval by the shareholders' general meeting. It is proposed that the shareholders' general meeting authorises the Board of Directors to and the Board of Directors delegates to the senior management to handle all relevant matters including distribution payment, redemption and write-down according to the regulations and approval requirements promulgated by relevant regulatory authorities within the duration of the write-down eligible tier-2 capital instruments."

OTHER BUSINESSES

9. To listen to the 2022 work report of independent directors of the Bank;
10. To listen to the 2022 implementation of the Plan on Authorisation of General Meeting of Shareholders to the Board of Directors of the Bank; and
11. To listen to the 2022 report on the management of related party transactions of the Bank.

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

Beijing, the PRC
15 May 2023

Notes:

- (1) Shareholders whose names appear on the register of members of H shares of the Bank on 29 June 2023 are entitled to attend and vote at the AGM. The H share register of members of the Bank will be closed from 30 May 2023 to 29 June 2023 (both days inclusive). Holders of H shares who wish to attend the AGM 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 29 May 2023.
- (2) Shareholders of H shares who are entitled to attend and vote at the AGM may designate one or more proxies to attend and vote at the AGM 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 AGM (i.e. by 2:45 p.m. on Wednesday, 28 June 2023). Completion and return of the proxy form will not preclude the shareholders of H shares from attending and voting at the AGM 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 AGM shall be taken by poll. The AGM will adopt a combination of both onsite voting and online voting (online voting only applicable to A Shareholders) in terms of the mechanism for voting at the meeting.
- (4) Registration procedures for attending the AGM are as follows:
 - (a) holders of H shares or their proxies shall present proof of identity when attending the AGM. 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 AGM by producing a copy of the resolutions of the board of directors or other governing body of such corporate entity designating such persons to attend the AGM.
 - (b) holders of H shares who intend to attend the AGM in person or by proxy are required to complete and 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, 9 June 2023.
- (5) The 2022 A share cash dividends of the Bank is expected to be paid on 18 July 2023 and the 2022 H share cash dividends of the Bank is expected to be paid before or on 8 August 2023, subject to the consideration and approval by the AGM of the profit distribution plan of the Bank for 2022. Shareholders whose names appear on the register of members of H shares of the Bank on 17 July 2023 are entitled to the proposed cash dividend distribution for the year 2022. The H share register of members of the Bank will be closed from 12 July 2023 to 17 July 2023 (both days inclusive). Unregistered holders of H shares who wish to qualify for the entitlement to the proposed cash dividend distribution for the year 2022 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 11 July 2023.
- (6) The AGM is expected to last for half a day. Shareholders attending (in person or by proxy) the AGM shall be responsible for their own travel and accommodation expenses.
- (7) Please refer to the circular of the AGM dated 15 May 2023 for the details of the above resolutions to be proposed at the AGM for consideration and approval.

As at the date of this notice, the executive directors of the Bank are Mr. GU Shu, Mr. FU Wanjun, 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.