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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this 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 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)**

**ELECTION OF EXECUTIVE DIRECTOR**

**ELECTION OF NON-EXECUTIVE DIRECTOR**

**AND**

**NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the PRC at 2:45 p.m. on Tuesday, 30 January 2024 is set out on pages 6 to 7 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 Monday, 29 January 2024). 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 shall complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Friday, 19 January 2024.

12 January 2024

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## DEFINITIONS

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*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 from time to time
“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
“China” or “PRC”	the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“EGM”	the 2024 first extraordinary general meeting of the Bank to be held on 30 January 2024
“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, as amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“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**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(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***

LI Wei  
ZHOU Ji  
LIU Xiaopeng  
XIAO Xiang  
ZHANG Qi

***Principal Place of Business***

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

***Independent Non-Executive Directors***

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

12 January 2024

*To the Shareholders,*

Dear Sir or Madam,

**ELECTION OF EXECUTIVE DIRECTOR  
ELECTION OF NON-EXECUTIVE DIRECTOR  
AND**

**NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The ordinary resolutions will be proposed at the EGM for approving: (i) the re-election of Mr. GU Shu as an executive Director of the Bank; and (ii) the re-election of Ms. ZHOU Ji as a non-executive Director of the Bank.

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.

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## LETTER FROM THE BOARD

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### **2. RE-ELECTION OF MR. GU SHU AS AN EXECUTIVE DIRECTOR OF THE BANK**

Reference is made to the Bank's announcement on the resolutions of the Board dated 26 December 2023. The Board nominated Mr. GU Shu to continuously serve as an executive Director of the Bank. The appointment of Mr. GU Shu to continue serving as an executive Director of the Bank 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.

Mr. GU Shu, born in August 1967, holds a doctor's degree in Economics from Shanghai University of Finance and Economics and is a senior accountant. He was appointed as an executive Director of the Bank in January 2021 and has served as the Chairman of the Board and an executive Director of the Bank since February 2021. Mr. GU previously served as the general manager of the Finance and Accounting Department, the board secretary and concurrently general manager of the Corporate Strategy and Investor Relations Department, and president of Shandong Branch of Industrial and Commercial Bank of China Limited. Mr. GU was appointed as the executive vice president and the president of Industrial and Commercial Bank of China Limited in October 2013 and October 2016, respectively. Mr. GU was appointed as the vice chairman of the board, an executive director and the president of Industrial and Commercial Bank of China Limited in December 2016. He concurrently serves as the president of the National Association of Financial Market Institutional Investors and the vice president of the 8th Council of China Society for Finance and Banking.

Mr. GU Shu will not receive any Director's fee from the Bank during his term as an executive Director, 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. GU Shu 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. GU Shu 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. GU Shu as an executive Director of the Bank 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 26 December 2023 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. RE-ELECTION OF MS. ZHOU JI AS A NON-EXECUTIVE DIRECTOR OF THE BANK

Reference is made to the Bank's announcement on the resolutions of the Board dated 26 December 2023. The Board nominated Ms. ZHOU Ji to continuously serve as a non-executive Director of the Bank. The appointment of Ms. ZHOU Ji to continue serving as a non-executive Director of the Bank is subject to the consideration and approval by the EGM. Her term of office as a Director shall be three years, commencing upon the consideration and approval by the EGM.

Ms. ZHOU Ji, born in April 1972, received a master's degree in National Economic Planning and Management from Department of National Economic Management of Renmin University of China, and is an economist. Ms. ZHOU currently works with Central Huijin Investment Ltd. Ms. ZHOU has served as a non-executive Director of the Bank since March 2021. She previously worked as a deputy director of Balance of Payments Division and a deputy director of Analysis and Forecast Division of Balance of Payments Department of the State Administration of Foreign Exchange (the "SAFE"); a director of Balance of Payments Statistics Division of Balance of Payments Department of the SAFE; a deputy director of Balance of Payments Department and a deputy director of Capital Account Management Department of the SAFE.

Ms. ZHOU Ji will not receive any salary or Director's fee from the Bank during her term as a non-executive Director. 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, Ms. ZHOU Ji 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, Ms. ZHOU Ji 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 Ms. ZHOU Ji as a non-executive Director of the Bank 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 26 December 2023 and it is hereby submitted to the EGM for consideration as an ordinary resolution.

### 4. THE EGM

A notice convening the EGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the PRC at 2:45 p.m. on Tuesday, 30 January 2024 is set out on pages 6 to 7 of this circular.

The ordinary resolutions will be proposed at the EGM for approving: (i) the re-election of Mr. GU Shu as an executive Director of the Bank; and (ii) the re-election of Ms. ZHOU Ji as a non-executive Director of the Bank.

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

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## LETTER FROM THE BOARD

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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 Monday, 29 January 2024). 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 shall complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Friday, 19 January 2024.

Shareholders whose names appear on the register of members of H Shares of the Bank on 30 January 2024 are entitled to attend and vote at the EGM. The H share register of members of the Bank will be closed from 25 January 2024 to 30 January 2024 (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 24 January 2024.

### **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.

**The Board of Directors of  
Agricultural Bank of China Limited**



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 2024 FIRST EXTRAORDINARY  
GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “EGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 2:45 p.m. on Tuesday, 30 January 2024, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the re-election of Mr. GU Shu as an executive Director of the Bank; and
2. To consider and approve the re-election of Ms. ZHOU Ji as a non-executive Director of the Bank.

The Board of Directors of  
Agricultural Bank of China Limited

Beijing, the PRC  
12 January 2024

Notes:

- (1) Shareholders whose names appear on the register of members of H shares of the Bank on 30 January 2024 are entitled to attend and vote at the EGM. The H share register of members of the Bank will be closed from 25 January 2024 to 30 January 2024 (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 24 January 2024.
- (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 Monday, 29 January 2024). 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.

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## NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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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. The EGM 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 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 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 EGM.
  - (b) holders of H shares who intend to attend the EGM shall return the reply slip 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, 19 January 2024.
- (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 12 January 2024 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. 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.*