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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK

A meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) was held physically in Beijing on 8 May 2014. 15 directors were entitled to attend, 13 of them attended in person and two of them attended by proxy. Mr. ZHANG Yun, Vice Chairman of the Board and Mr. GUO Haoda were unable to attend the Meeting due to other arrangements and designated Mr. JIANG Chaoliang, Chairman of the Board, in writing to attend the Meeting and vote on their behalf. Mr. Anthony WU Ting-yuk, Mr. Frederick MA Si-hang attended the Meeting through conference call, Mr. Francis YUEN Tin-fan attended the Meeting through video conference. The Meeting was convened in compliance with the applicable laws, administrative regulations, rules, the articles of association of the Bank (the “**Articles of Association**”) and the rules of procedure of the Board.

The following proposal was considered and approved at the Meeting:

The Proposal on Amendments to the Articles of Association

Voting result of this proposal: 15 valid votes, including 15 votes in favour, 0 vote against and 0 vote in abstention.

Except for the proposal mentioned above, the Meeting considered and approved the proposal on the Issuance Plan of Preference Shares of the Bank. In order to meet the requirements of issuing the preference shares, in accordance with the *State Council Guiding Opinions on the Experimental Development of Preference Shares*, the *Experimental Administrative Measures on Preference Shares* of the China Securities Regulatory Commission (the “**CSRC**”) and other relevant laws, administrative regulations and rules, and taking into consideration of the *Issuance Plan for Preference Shares* of the Bank, the Bank proposes to amend the Articles of Association (the “**Proposed Amendments**”).

The Proposed Amendments primarily specify the rights and obligations of the holders of preference shares, add relevant contents about, among others, the issuance, conversion and redemption of preference shares, which includes, among others, the order of preference in distributing profits and remaining assets of the Bank; discretionary distribution of dividends; the restrictions on and the restoration of the voting rights; the coupon rate, non-accumulation of dividends, non-participation

in the distribution of the Bank's remaining profits, conversion and redemption mechanisms of the preference shares under the issuance, and relevant authorization to be granted by the shareholders' general meeting to the Board.

The Proposed Amendments add 10 new articles and amend 38 articles. The number of the articles of the amended Articles of Association increases from 306 to 316, and the numbering of the relevant chapters and sections of the amended articles is adjusted accordingly.

This proposal is subject to consideration and approval at shareholders' general meeting of the Bank by way of a special resolution. Meanwhile, it is also proposed that the shareholders' general meeting shall authorize the Board and further delegate such authorization to the Chairman of the Board to amend the Articles of Association from time to time in accordance with regulatory opinions received during the period of issuing the preference shares in order to obtain the approval of the China Banking Regulatory Commission (the "CBRC") and the approval of the CSRC on the issuance of the preference shares. After the approval of the CBRC, the Articles of Association shall become effective on the date of completion of the issuance of the preference shares. Details of the Proposed Amendments will be set out in the circular of the shareholders' general meeting to be dispatched to the shareholders of the Bank in due course.

By Order of the Board
Agricultural Bank of China Limited
ZHU Gaoming
Company Secretary

Beijing, the PRC
8 May 2014

As at the date of this announcement, our executive directors are Mr. JIANG Chaoliang, Mr. ZHANG Yun, Mr. GUO Haoda and Mr. LOU Wenlong; our non-executive directors are Mr. SHEN Bingxi, Mr. LIN Damao, Mr. CHENG Fengchao, Mr. LI Yelin, Mr. XIAO Shusheng and Mr. ZHAO Chao; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun and Mr. Francis YUEN Tin-fan.