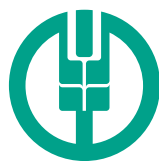


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中国农业银行

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)

ANNOUNCEMENT ON THE POLL RESULTS OF THE 2013 ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) hereby announces that the 2013 annual general meeting of the Bank (the “**AGM**”) was held at the Bank’s headquarter, No. 18B Jianguomen Nei Avenue, Beijing, PRC on 23 June 2014.

The total number of issued shares of the Bank as at the date of the AGM was 324,794,117,000 shares, which was the total number of shares entitling the holders to attend and vote for, against or abstained any of the resolution proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolution at the AGM. 99 shareholders and authorised proxies holding an aggregate of 290,077,170,370 shares, representing 89.311091% of the total voting shares of the Bank were present at the AGM, details of which are set out below:

Total number of shareholders and authorised proxies attending the AGM on site	43
Total number of A share holders present at the AGM	25
Total number of H share holders present at the AGM	18
Total number of voting shares present at the AGM	289,902,487,326
Total number of voting shares held by A share holders	271,005,448,432
Total number of voting shares held by H share holders	18,897,038,894
Percentage of voting shares present at the AGM in the total voting shares	89.257309%
Percentage of voting shares held by A share holders in total voting shares	83.439149%
Percentage of voting shares held by H share holders in total voting shares	5.818159%
Total number of A share holders attending the AGM by way of online voting	56
Total number of voting shares present at the AGM	174,683,044
Percentage of voting shares present at the AGM in the total voting shares	0.053783%

The AGM was convened by the Board and chaired by Mr. JIANG Chaoliang, chairman of the Board. Voting at the AGM 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 convening and voting method of the AGM 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 of China Securities Regulatory Commission and the Implementation Rules for Online Voting at Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange) and the articles of association of the Bank. All of the Bank's 15 directors were present at the AGM. All of the six supervisors and the company secretary of the Bank were present at the AGM.

Reference is made to the AGM circular (the “**Original Circular**”) of the Bank dated 8 May 2014 and the supplemental AGM circular (the “**Supplemental Circular**”) of the Bank dated 6 June 2014, containing details of the proposed resolutions tabled at the AGM for shareholders' consideration and approval. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the said Original Circular and Supplemental Circular.

POLL RESULTS

The poll results in respect of the resolutions at the AGM were as follows:

Special Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the grant to the Board of Directors of a general mandate to issue new shares	283,958,514,378 (97.890680%)	5,507,208,892 (1.898532%)	611,447,100 (0.210788%)
2.	To consider and approve the amendments to the Articles of Association	289,297,979,246 (99.731385%)	167,706,124 (0.057814%)	611,485,000 (0.210801%)
3.	To consider and approve the <i>Issuance Plan for Preference Shares</i>			
3.1	Type and number of securities to be issued	289,846,261,444 (99.920397%)	229,098,826 (0.078979%)	1,810,100 (0.000624%)
3.2	Duration	289,846,261,444 (99.920397%)	229,080,026 (0.078973%)	1,828,900 (0.000630%)
3.3	Method of the issuance	289,846,261,444 (99.920397%)	229,096,026 (0.078978%)	1,812,900 (0.000625%)
3.4	Subscribers of the issuance	289,846,261,444 (99.920397%)	229,136,026 (0.078992%)	1,772,900 (0.000611%)
3.5	Nominal value and issuance price	289,846,261,444 (99.920397%)	229,085,926 (0.078975%)	1,823,000 (0.000628%)
3.6	Dividend distribution provisions	289,846,261,444 (99.920397%)	229,125,926 (0.078988%)	1,783,000 (0.000615%)
3.7	Optional redemption provisions	289,846,261,444 (99.920397%)	229,075,926 (0.078971%)	1,833,000 (0.000632%)
3.8	Mandatory conversion provisions	289,845,192,444 (99.920029%)	230,175,926 (0.079350%)	1,802,000 (0.000621%)
3.9	Restriction on and restoration of voting rights	289,846,261,444 (99.920397%)	229,075,926 (0.078971%)	1,833,000 (0.000632%)

Special Resolutions			Number of Votes (%)		
			For	Against	Abstained
3.10	Sequence of settlement and method of liquidation		289,846,261,444 (99.920397%)	229,075,926 (0.078971%)	1,833,000 (0.000632%)
3.11	Use of proceeds		289,846,257,444 (99.920396%)	229,089,926 (0.078976%)	1,823,000 (0.000628%)
3.12	Rating arrangement		289,845,182,444 (99.920025%)	229,075,926 (0.078971%)	2,912,000 (0.001004%)
3.13	Guarantee arrangement		289,845,182,444 (99.920025%)	229,075,926 (0.078971%)	2,912,000 (0.001004%)
3.14	Transfer arrangement		289,845,182,444 (99.920025%)	229,075,926 (0.078971%)	2,912,000 (0.001004%)
3.15	Effective period of the resolution of the issuance		289,845,182,444 (99.920025%)	229,075,926 (0.078971%)	2,912,000 (0.001004%)
3.16	Authorization of the Issuance of Preference Shares		289,845,182,444 (99.920025%)	229,124,726 (0.078988%)	2,863,200 (0.000987%)

The special resolutions above were duly passed as more than 2/3 of the votes were cast in favour of each resolution by the shareholders and authorised proxies present at the AGM.

Ordinary Resolutions			Number of Votes (%)		
			For	Against	Abstained
4.	To consider and approve the compensation on instant returns to Shareholders after issuance of preference shares		289,916,468,444 (99.944600%)	157,878,726 (0.054427%)	2,823,200 (0.000973%)
5.	To consider and approve the feasibility analysis report of the use of proceeds		289,916,473,770 (99.944602%)	157,834,600 (0.054411%)	2,862,000 (0.000987%)
6.	To consider and approve the Shareholders return plan for 2014–2016		289,464,231,770 (99.788698%)	1,436,600 (0.000495%)	611,502,000 (0.210807%)
7.	To consider and approve the 2013 work report of the board of directors of the Bank		289,456,101,770 (99.785895%)	1,453,600 (0.000501%)	619,615,000 (0.213604%)
8.	To consider and approve the 2013 work report of the board of supervisors of the Bank		289,456,101,770 (99.785895%)	1,453,600 (0.000501%)	619,615,000 (0.213604%)
9.	To consider and approve the final financial accounts of the Bank for 2013		289,456,111,770 (99.785899%)	1,443,600 (0.000497%)	619,615,000 (0.213604%)
10.	To consider and approve the profit distribution plan of the Bank for 2013		289,464,232,770 (99.788698%)	1,463,500 (0.000505%)	611,474,100 (0.210797%)
11.	To consider and approve the fixed assets investment budget of the Bank for 2014		289,458,731,770 (99.786802%)	1,436,600 (0.000495%)	617,002,000 (0.212703%)
12.	To consider and approve the re-election of Mr. Frederick MA Si-hang as an independent non-executive director of the Bank		289,443,440,346 (99.781531%)	16,766,824 (0.005780%)	616,963,200 (0.212689%)
13.	To consider and approve the re-election of Mr. WEN Tiejun as an independent non-executive director of the Bank		289,443,440,346 (99.781531%)	16,728,024 (0.005766%)	617,002,000 (0.212703%)
14.	To consider and approve the election of Mr. WANG Xingchun as a supervisor representing shareholders of the Bank		289,118,810,215 (99.669619%)	341,358,155 (0.117678%)	617,002,000 (0.212703%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
15.	To consider and approval the final remuneration plan for directors and supervisors of the Bank for 2012	289,456,919,770 (99.786177%)	1,453,600 (0.000501%)	618,797,000 (0.213322%)
16.	To consider and approve the appointments of external auditors of the Bank for 2014	289,449,634,444 (99.783666%)	10,533,926 (0.003631%)	617,002,000 (0.212703%)
17.	To consider and approve the election of Mr. ZHOU Ke as a non-executive director of the Bank	288,585,536,286 (99.485780%)	874,624,484 (0.301515%)	617,009,600 (0.212705%)
The ordinary resolutions above were duly passed as more than 1/2 of the votes were cast in favour of each resolution by the shareholders and authorised proxies present at the AGM.				

PAYMENT OF CASH DIVIDENDS FOR 2013

The cash dividends for 2013 of the Bank will be paid on or around 16 July 2014 to shareholders whose names appear on the Bank's register of members on 2 July 2014 (the “**Record Date**”). The cash dividends for 2013 will be denominated and announced in Renminbi and shall be Renminbi 1.77 Yuan per ten shares (tax inclusive). Pursuant to the articles of association of the Bank, the dividends deriving from the shares held by the A share holders of the Bank shall be paid in Renminbi whereas the dividends deriving from the shares held by H share holders shall be paid in Hong Kong Dollars. The exchange rate between Renminbi and Hong Kong Dollars shall be the medium exchange rate between Renminbi and Hong Kong Dollars as announced by the People's Bank of China on the date of the AGM, which is 1 Hong Kong Dollar equals to Renminbi 0.79415 Yuan, and the dividends calculated based upon such exchange rate shall be Hong Kong Dollar 2.228798 per ten shares (tax inclusive).

In order to determine the shareholders who are entitled to receive the cash dividends for 2013, the Bank's register of members will be closed from 27 June 2014 to 2 July 2014 (both days inclusive), and no transfer of H shares will be registered during such period. Holders of H shares who wish to receive the dividends must lodge the transfer documents and the relevant share certificates with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 26 June 2014.

WITHHOLDING OF DIVIDEND TAX FOR OVERSEAS SHAREHOLDERS

Pursuant to the “Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045” (Guo Shui Han [2011] No. 348), the resident individuals outside the PRC who are the shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong enjoy preferential tax rate in accordance with the tax conventions between Mainland China and the country where the residents reside, and the tax arrangements between the Mainland China and Hong Kong (Macau). Resident individuals outside the PRC shall personally or through an agent authorised in writing to apply for and fulfil the relevant formalities to enjoy relevant preferential tax treatment. Since the tax rate for such dividend is generally 10% as required by relevant tax regulation and arrangements, and there is a large number of shareholders, to simplify the collection of tax, the individual shareholders will be

generally subject to a withholding tax rate of 10% without making any application when domestic non-foreign invested enterprise which issue shares in Hong Kong distribute dividends to their shareholders. For situations where the tax rate for dividend is not 10%, it shall be subject to the following requirements: (1) if an individual who received a dividend is a resident of a country where the tax rate for the dividend is lower than 10%, the withholding agent can apply for relevant preferential treatment according to the “Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)” (Guo Shui Fa [2009] No. 124), and upon the approval of the competent tax authority, overpaid taxes will be returned; (2) if an individual who received a dividend is a resident of a country where the tax rate for dividend is between 10% to 20%, the withholding agent shall withhold the individual’s income tax at the agreed tax rate when distributing dividends, and no application should be submitted; (3) if an individual who received a dividend is a resident of a country which has not entered into any tax treaty with the PRC or otherwise, the withholding agent shall be subject to a withholding tax rate of 20% which shall be applied when distributing the dividend.

Pursuant to the “Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises” (Guo Shui Han [2008] No. 897) of the State Administration of Taxation, the Bank is obliged to withhold and pay enterprise income tax at the rate of 10% from dividend paid or payable for H shares when distributing dividend to non-resident enterprise shareholders of H shares. If any resident enterprise (as defined in the Enterprise Income Tax Law of the PRC) listed on the Bank’s register of members of H shares, which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Bank withhold the said 10% enterprise income tax, it shall submit to Computershare Hong Kong Investor Services Limited at or before 4:30 pm on 26 June 2014 a legal opinion, issued by a Mainland China qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status. After the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Bank’s confirmation of such opinion, the Bank will not withhold any enterprise income tax when distributing the cash dividends for 2013 to resident enterprise shareholders of H shares listed on the Bank’s register of members of H shares on the Record Date.

No tax is payable in Hong Kong in respect of dividends paid by the Bank according to the current practice of the Hong Kong Inland Revenue Department.

Shareholders are recommended to consult their tax advisers regarding the PRC, Hong Kong and other tax implications arising from their holding and disposal of H shares of the Bank. The Bank assumes no liability and will not deal with any dispute over the above tax withholding triggered by failure to submit proof materials within the stipulated time frame.

LAWYERS' CERTIFICATION

Ms. SU Zheng and Ms. HUANG Xiaoxue, attorneys from King & Wood Mallesons Lawyers, witnessed the AGM and issued a legal opinion certifying that the convening, procedures, qualifications of attendees, qualification of the convener, the voting process 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 of China Securities Regulatory Commission and the Implementation Rules for Online Voting at Shareholders' General Meetings of Listed Companies of Shanghai Stock Exchange and the articles of association of the Bank. The poll results of the AGM were lawful and valid.

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

Beijing, PRC
23 June 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.