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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 CHANGE IN DIRECTORS

Reference is made to the announcement on proposed appointment of non-executive director of Agricultural Bank of China Limited (the “**Bank**”) dated 6 June 2014 and the announcement on the poll results of the 2013 annual general meeting of the Bank dated 23 June 2014. Mr. ZHOU Ke was appointed as a non-executive director of the Bank on the meeting of the board of directors (the “**Board**”) held on 6 June 2014 and was approved at the 2013 annual general meeting of the Bank on 23 June 2014, subject to the ratification of his qualification by China Banking Regulatory Commission (the “**CBRC**”).

The Bank has received the *Approval on the Qualification of Mr. ZHOU Ke of Agricultural Bank of China Limited* (Yin Jian Fu [2014] No.519) from the CBRC recently. According to the relevant regulation, the CBRC has ratified Mr. ZHOU Ke’s qualification to serve as a non-executive director of the Bank. Mr. ZHOU Ke’s term of office commenced from 31 July 2014.

Please refer to the announcement on proposed appointment of non-executive director of the Bank dated 6 June 2014 for the biographic details of Mr. ZHOU Ke.

Due to his age, Mr. LIN Damao has tendered his resignation as a non-executive director of the Bank and a member of the Nomination and Remuneration Committee, Audit and Compliance Committee and Risk Management Committee of the Board. According to the Company Law of the People’s Republic of China and the Articles of Association of the Bank, Mr. LIN Damao’s resignation took effect upon his resignation letter being received by the Board.

Mr. LIN Damao has confirmed that he has no disagreement with the Board and does not have any matters in relation to his resignation that should be brought to the attention of the shareholders or creditors of the Bank.

The Board would like to express its sincere gratitude to Mr. LIN Damao for his contribution to the Bank during his tenure and to welcome Mr. ZHOU Ke to join the Board.

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

Beijing, PRC
5 August 2014

As at the date of this notice, 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. CHENG Fengchao, Mr. XIAO Shusheng, Mr. ZHAO Chao and Mr. ZHOU Ke; 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.