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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)

POLL RESULTS OF THE 2012 SECOND EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Agricultural Bank of China Limited (the “**Bank**”) hereby announces that the 2012 second extraordinary general meeting of the Bank (the “**EGM**”) was held on 29 October 2012 at Grand Ballroom, 2/F, Jianguo Garden Hotel, No.17 Jianguomen Nei Avenue, Beijing, PRC. The EGM was convened by the Board and chaired by Mr. JIANG Chaoliang, chairman of the Board.

The total number of issued shares of the Bank as at the date of the EGM 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 resolutions proposed at the EGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the EGM. Shareholders and authorised proxies holding an aggregate of 284,770,616,664 shares, representing 87.68% of the total voting shares of the Bank were present at the EGM.

The directors, the supervisors and the company secretary of the Bank were present at the EGM. The convening of the EGM was in compliance with the laws and regulations of the PRC (including the Company Law of the PRC) and the articles of association of the Bank (the “**Articles of Association**”). Voting at the EGM 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.

POLL RESULTS

Reference is made to the circular of the Bank dated 13 September 2012 containing details of the proposed resolutions for shareholders' consideration and approval at the EGM. The poll results in respect of the resolutions at the EGM were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
1	To consider and approve the proposed election of Mr. GUO Haoda as an executive director of the Bank	284,644,762,062 (99.955805%)	125,596,602 (0.044104%)	258,000 (0.000091%)
2	To consider and approve the proposed election of Mr. LOU Wenlong as an executive director of the Bank	284,644,762,062 (99.955805%)	125,596,602 (0.044104%)	258,000 (0.000091%)
3	To consider and approve the proposed election of Mr. Francis YUEN Tin-fan as an independent non-executive director of the Bank	284,763,826,364 (99.997616%)	6,235,000 (0.002189%)	555,300 (0.000195%)
4	To consider and approve the proposed election of Mr. DAI Genyou as an external supervisor of the Bank	284,763,824,364 (99.997615%)	6,234,000 (0.002189%)	558,300 (0.000196%)
5	To consider and approve the appointments of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers as external auditors of the Bank for 2013	284,769,762,364 (99.999700%)	299,000 (0.000105%)	555,300 (0.000195%)

All 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 EGM.

Special Resolutions		Number of Votes (%)		
		For	Against	Abstained
6	To consider and approve the proposed amendments to the Articles of Association as set out in the appendix to the circular of the Bank dated 13 September 2012. The Board shall be authorized to amend the Articles of Association in accordance with comments from the regulatory authorities so as to obtain approval therefrom, and to amend the corresponding articles in relation to the timing requirements for the shareholders' general meetings after the regulatory authorities have amended the requirement of 45-days' prior notice of the shareholders' general meetings, and to submit such amendments to China Banking Regulatory Commission for approval	284,770,000,364 (99.999784%)	61,000 (0.000021%)	555,300 (0.000195%)
7	To consider and approve the issue of subordinated bonds of an aggregate principal amount of not exceeding RMB50 billion to institutional investors in the national inter-bank bond market with a term of no less than 5 years and by reference to market interest rate. The Board shall be authorized to delegate the senior management to handle matters in relation to the issue of subordinated bonds, including without limitation, obtaining approvals from relevant governmental authorities, determining the aggregate principal amount, time, tranches and terms of the issue as well as the maturity, interest rate and listing of the subordinated bonds, and executing all the necessary legal documents. Such authorization shall remain valid for 24 months from the date of approval of by the EGM	284,768,797,364 (99.999361%)	1,262,000 (0.000443%)	557,300 (0.000196%)

All 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 EGM.

ELECTION OF DIRECTORS AND SUPERVISOR

Pursuant to the poll results of the EGM, Mr. GUO Haoda and Mr. LOU Wenlong have been elected as executive directors of the Bank; Mr. Francis YUEN Tin-fan has been elected as an independent non-executive director of the Bank; and Mr. DAI Genyou has been elected as an external supervisor of the Bank.

Please refer to the circular of the Bank dated 13 September 2012 for profiles of the directors and supervisor above, which remain accurate as at the date of this announcement.

APPOINTMENTS OF EXTERNAL AUDITORS FOR 2013

PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers have been appointed as external auditors of the Bank for 2013.

Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu (together as “**Deloitte**”) will continue to serve as external auditors of the Bank for 2012. As at the date of this announcement, Deloitte has confirmed in writing that there are no matters in relation to the non-reappointment of Deloitte as external auditors of the Bank for 2013 (the “**Non-reappointment**”) that should be brought to the attention of the shareholders of the Bank. The Board and the audit committee of the Board have also confirmed that there are no disagreements between the Bank and Deloitte and there are no matters in relation to the Non-reappointment that should be brought to the attention of the shareholders of the Bank.

LAWYERS’ CERTIFICATION

King & Wood Mallesons Lawyers witnessed the EGM 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 the laws and regulations of the PRC (including the Company Law of the PRC and the Rules Governing Shareholders’ General Meetings of Listed Companies) and the Articles of Association. The poll results of the EGM were lawful and valid.

By Order of the Board of Directors
Agricultural Bank of China Limited
LI Zhenjiang
Company Secretary

Beijing, PRC
29 October 2012

As at the date of this announcement, our executive directors are Mr. JIANG Chaoliang and Mr. ZHANG Yun; 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 and Mr. WEN Tiejun.