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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)**

## **APPOINTMENT OF COMPANY SECRETARY**

Reference is made to the announcement on the resignation of company secretary of Agricultural Bank of China Limited (the “**Bank**”) dated 5 May 2015. A meeting of the board of directors (the “**Board**”) of the Bank was held on 25 May 2015, at which the Board has resolved to appoint Ms. ZHANG Keqiu (“**Ms. Zhang**”) as the secretary to the Board, the company secretary and an authorised representative of the Bank.

The profile of Ms. Zhang is set out below:

Ms. Zhang Keqiu, born in January 1964, received a master degree in Economics from Nankai University. Ms. Zhang is a senior accountant and an expert entitled to Government Special Allowance of the State Council. Ms. Zhang had previously served in various positions in the Agricultural Bank of China, including deputy director of Funds Division and director of System Management Division of the International Business Department, director of Finance Division of Finance and Accounting Department, general manager of Business Department of Beijing Branch and chief representative of London Representative Office. She was appointed deputy general manager of Finance and Accounting Department in April 2004, deputy general manager of Accounting and Settlement Department in May 2006, deputy general manager of Planning and Finance Department in April 2008, deputy general manager of Finance and Accounting Department and special resident auditor in Beijing Branch and Tianjin Branch concurrently in November 2008, general manager of Asset and Liability Management Department of the Bank in August 2009, general manager of Finance and Accounting Department of the Bank in June 2011. Ms. Zhang has served as chief financial officer and general manager of Finance and Accounting Department of the Bank concurrently since November 2012. Ms. Zhang is currently also a deputy secretary-general of executive committee of the Banking Accounting Society of China.

Since Ms. Zhang does not possess the qualifications or relevant experience to fulfil the requirements under Rule 3.28 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Bank has applied to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for, and the Stock Exchange has recently granted, a waiver from strict compliance with the requirements under Rule 3.28 and Rule 8.17 of the Listing Rules. The Board hereby announces that the appointment of Ms. Zhang as the company secretary and an authorised representative of the Bank has taken effect from 25 May 2015. Ms. Zhang’s qualification to serve as the secretary to the Board is subject to the approval of China Banking Regulatory Commission.

Ms. Zhang will be assisted by Ms. HO Wing Chi, Chris (“**Ms. Ho**”), the assistant to the company secretary, in her discharge of duties as the company secretary during a period of three years from the date of appointment. Ms. Ho is a senior manager at KCS Hong Kong Limited, a company providing a range of corporate accounting and corporate secretarial services in Hong Kong. She is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom, and meets the relevant requirements under Rule 3.28 of the Listing Rules. The Bank will notify the Stock Exchange to re-visit the relevant situation at the end of the three-year period and expects to demonstrate that Ms. Zhang can satisfy the requirements under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

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

Beijing, the PRC  
25 May 2015

*As at the date of this announcement, our executive directors are Mr. LIU Shiyu, Mr. ZHANG Yun and Mr. LOU Wenlong; our non-executive directors are Mr. ZHAO Chao, Mr. ZHOU Ke, Mr. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui and Mr. XU Jiandong; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan and Ms. XIAO Xing.*