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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 THE COMPANY SECRETARY

Reference is made to the announcement of Agricultural Bank of China Limited (the “**Bank**”) dated 28 September 2020. Mr. HAN Guoqiang (“**Mr. Han**”) was appointed as the company secretary and an authorised representative of the Bank at a meeting of the board of directors (the “**Board**”) of the Bank held on 28 September 2020.

Mr. Han, born in February 1967, received a master’s degree in business administration from Lanzhou University, and is a senior economist. Mr. Han currently serves as the secretary to the Board of the Bank and has previously served as a vice principal and the principal of the training institute of the Gansu Branch of the Bank, the assistant president and vice president of Gansu Branch of the Bank. From May 2014, Mr. Han served as the president of Gansu Branch of the Bank. Mr. Han served as the president of Chongqing Branch of the Bank since August 2016.

From the resignation of the former company secretary, Mr. ZHOU Wanfu in March 2020 to August 2020, when the Bank has confirmed Mr. Han as a suitable candidate to act as its Secretary to the Board and concurrently act as its company secretary, the Bank had been actively identifying a candidate for such positions, and proceeded with a long process for the regulatory approval as required by the relevant authorities. Mr. Han’s appointment was then resolved at a meeting of the Board in September 2020. Considering Mr. Han had been serving in various key positions in Gansu Branch and Chongqing Branch of the Bank, both of which are tier-1 branches of the Bank, and is a senior management member of these tier-1 branches, he has maintained close connection with the head office of the Bank, which includes reporting directly to the head office on a regular basis regarding business operations of these branches. Mr. Han also previously served as a person-in-charge in the management of the branch training institute of the Bank, and has extensive knowledge about the business operational procedures, corporate governance and risk control and regulatory measures of the Bank (including the head office). The Board therefore is of the view that Mr. Han’s ample experience and knowledge, close proximity to the head office of the Bank being a PRC-based candidate, and his significant involvement and close liaison with the head office of the Bank make Mr. Han a suitable candidate, and the Bank finds it practically difficult to locate with a Hong-Kong-based candidate with the equivalent experience and qualification. Mr. Han has also been appointed as an authorised representative of the Bank under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Since Mr. Han does not possess the qualifications or relevant experience to fulfil the requirements under Rule 3.28 of the Listing Rules and the Guidance Letter HKEX-GL108-20 (August 2020) issued by the The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), the Bank has applied to the Hong Kong Stock Exchange for a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”), and has been granted with such Waiver by the Hong Kong Stock Exchange. The Waiver is valid for a period of three years from the date of Mr. Han’s appointment as the company secretary of the Bank (the “**Waiver Period**”), on the conditions that: (i) Mr. Han must be assisted by Ms. YU Wing Sze (“**Ms. Yu**”) during the Waiver Period and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Bank.

Mr. Han will be assisted by Ms. Yu in his discharge of duties as the company secretary during the Waiver Period. Ms. Yu is a manager of the Listing Services Division at TMF Hong Kong Limited, a company providing a range of corporate accounting and corporate secretarial services in Hong Kong. She is an associate member of the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) in the United Kingdom, and meets the relevant requirements under Rule 3.28 of the Listing Rules.

Before the end of the Waiver Period, the Bank must demonstrate and seek the confirmation from the Hong Kong Stock Exchange that Mr. Han, having had the benefit of Ms. Yu’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Hong Kong Stock Exchange may withdraw or change the Waiver if the Bank’s situation changes.

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

Beijing, the PRC
23 November 2020

As at the date of this announcement, the executive directors are Mr. ZHOU Mubing, Mr. ZHANG Qingsong, Mr. ZHANG Xuguang and Ms. ZHANG Keqiu; the non-executive directors are Mr. ZHU Hailin, Mr. LIAO Luming, Mr. LI Qiyun, Mr. LI Wei and Mr. WU Jiangtao; and the independent non-executive directors are Ms. XIAO Xing, Mr. WANG Xinxin, Mr. HUANG Zhenzhong, Ms. LEUNG KO May Yee, Margaret and Mr. LIU Shouying.