THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Agricultural Bank of China Limited, you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

FINAL FINANCIAL ACCOUNTS FOR 2023
PROFIT DISTRIBUTION PLAN FOR 2023
APPOINTMENTS OF EXTERNAL AUDITORS FOR 2024
FIXED ASSETS INVESTMENT BUDGET FOR 2024
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
ISSUANCE QUOTA OF

TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS RELEVANT ARRANGEMENTS OF INTERIM PROFIT DISTRIBUTION FOR 2024 AND

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

A notice convening the AGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the PRC at 2:45 p.m. on Tuesday, 21 May 2024 is set out on pages 8 to 10 of this circular.

A proxy form and a reply slip for use at the AGM are enclosed with this circular. Holders of H Shares who intend to attend the AGM by proxy are required to complete the proxy form in accordance with the instructions printed thereon and return the same to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the AGM or any adjournment thereof (i.e. by 2:45 p.m. on Monday, 20 May 2024). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the AGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Friday, 10 May 2024.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

"A Share(s)" the domestic share(s) of RMB1.00 each in the issued share capital of the Bank,

which are listed on the Shanghai Stock Exchange

"AGM" the 2023 annual general meeting of the Bank to be held on 21 May 2024

"Articles of Association" the Articles of Association of the Bank, as amended from time to time

"Bank" Agricultural Bank of China Limited, a joint stock limited company incorporated

in the PRC and the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively, and Agricultural Bank of China, the predecessor of Agricultural Bank of China

Limited (as applicable)

"Board" the board of Directors of the Bank

"China" or "PRC" the People's Republic of China

"Director(s)" the director(s) of the Bank

"H Share(s)" the overseas listed foreign share(s) of RMB1.00 each in the issued share capital

of the Bank, which are listed on the Hong Kong Stock Exchange

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

"Hong Kong The Stock Exchange of Hong Kong Limited

Stock Exchange"

"Listing Rules" the Rules Governing the Listing of Securities on The Stock Exchange of Hong

Kong Limited, as amended from time to time

"RMB" Renminbi, the lawful currency of the PRC

"SFO" Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as

amended from time to time

"Shareholder(s)" the holder(s) of the shares of the Bank



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)

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Executive Directors

GU Shu ZHANG Xuguang LIN Li

Non-Executive Directors

ZHOU Ji LI Wei LIU Xiaopeng XIAO Xiang ZHANG Qi

Independent Non-Executive Directors

HUANG Zhenzhong LEUNG KO May Yee, Margaret LIU Shouying WU Liansheng WANG Changyun Registered Office

No. 69, Jianguomen Nei Avenue Dongcheng District Beijing, PRC

Principal Place of Business in Hong Kong

25/F, Agricultural Bank of China Tower 50 Connaught Road Central Hong Kong

30 April 2024

To the Shareholders,

Dear Sir or Madam,

FINAL FINANCIAL ACCOUNTS FOR 2023
PROFIT DISTRIBUTION PLAN FOR 2023
APPOINTMENTS OF EXTERNAL AUDITORS FOR 2024
FIXED ASSETS INVESTMENT BUDGET FOR 2024
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
ISSUANCE QUOTA OF

TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS
RELEVANT ARRANGEMENTS OF INTERIM PROFIT DISTRIBUTION FOR 2024
AND

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

1. INTRODUCTION

The ordinary resolutions will be proposed at the AGM for approving: (i) the 2023 work report of the Board of Directors; (ii) the 2023 work report of the Board of Supervisors; (iii) the final financial accounts for 2023; (iv) the profit distribution plan for 2023; (v) the appointments of external auditors for 2024; (vi) the fixed assets investment budget for 2024; (vii) the election of Mr. JU Jiandong as an independent non-executive Director of the Bank; and (viii) the relevant arrangements of interim profit distribution for 2024.

The special resolution will be proposed at the AGM for approving: (i) the issuance quota of total loss-absorbing capacity non-capital bonds.

The purpose of this circular is to set out the notice of the AGM and to provide you with details regarding certain resolutions to be considered at the AGM.

2. FINAL FINANCIAL ACCOUNTS FOR 2023

Please refer to the financial statements in the 2023 annual report of the Bank for the final financial accounts of the Bank for 2023.

This proposal has been considered and approved by the Board of Directors on 28 March 2024 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

3. PROFIT DISTRIBUTION PLAN FOR 2023

Pursuant to relevant laws and regulatory requirements, the profit distribution plan of the Bank for 2023 is as follows:

- (i) RMB26,240 million will be appropriated to the statutory surplus reserve;
- (ii) RMB75,629 million will be appropriated to the general reserve pursuant to the *Administrative Measures for Provision of Reserves of Financial Enterprises* (Cai Jin [2012] No. 20) issued by the MOF;
- (iii) based on 349,983,033,873 ordinary shares, a cash dividend of RMB2.309 per ten ordinary shares of 2023 (tax inclusive) in an aggregate amount of RMB80,811 million (tax inclusive) will be distributed to holders of ordinary shares. The dividend payout ratio is 30.00% and 31.90% of the net profit attributable to the equity holders of the Bank and net profit attributable to the ordinary equity holders of the Bank, respectively; and
- (iv) no capital reserve will be transferred to increase the share capital of the Bank.

Shareholders whose names appear on the register of members of H Shares of the Bank on 6 June 2024 are entitled to the proposed cash dividend distribution for the year 2023. The H share register of members of the Bank will be closed from 1 June 2024 to 6 June 2024 (both days inclusive). Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed cash dividend distribution for 2023 are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 31 May 2024.

This proposal has been considered and approved by the Board of Directors on 28 March 2024 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

4. APPOINTMENTS OF EXTERNAL AUDITORS FOR 2024

The Board of Directors proposed to re-appoint KPMG Huazhen LLP and KPMG as external auditors of the Bank for 2024. KPMG Huazhen LLP shall be responsible to audit the financial statements prepared in accordance with China Accounting Standards and internal control audit, KPMG shall be responsible to audit the financial statements prepared in accordance with International Financial Reporting Standards. The term of the appointments of external auditors above will commence upon the approval by the AGM and expire at the end of audit service. The total audit fee amounts to RMB91.06 million.

This proposal has been considered and approved by the Board of Directors on 29 April 2024 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

5. FIXED ASSETS INVESTMENT BUDGET FOR 2024

On the basis of strictly implementing the relevant regulatory requirements, according to the Bank's operation and development strategies, and combined with the investment needs of each business line, it is proposed that the fixed assets investment budget for 2024 amounts to RMB15 billion.

This proposal has been considered and approved by the Board on 31 January 2024 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

6. ELECTION OF MR. JU JIANDONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Reference is made to the Bank's announcement on the resolutions of the Board dated 31 January 2024. The Board nominated Mr. JU Jiandong as an independent non-executive Director of the Bank. The appointment of Mr. JU Jiandong as an independent non-executive Director is subject to the consideration and approval by the AGM and the ratification of his qualification by the National Financial Regulatory Administration after the Shanghai Stock Exchange reviews his qualification and confirms that it has no objection. His term of office as a Director shall be three years, commencing upon the ratification of his qualification by the National Financial Regulatory Administration.

Mr. JU Jiandong, born in July 1963, holds a doctor's degree in Economics from Pennsylvania State University. He currently serves as a chair professor of the PBC School of Finance in Tsinghua University, the president of China Trade Research Group, the director of each of the Center for International Finance and Economics Research and Center for Green Finance Research of the National Institute of Financial Research in Tsinghua University. He previously served as the dean, a distinguished professor and a professor of the School of International Business Administration of Shanghai University of Finance and Economics, a professor of the School of Economics and Management of Tsinghua University, a professor of Economics (tenured) at the University of Oklahoma, a consultant to the World Bank and a resident scholar in the Research Department of the International Monetary Fund, and an external supervisor of Bank of Communications Co., Ltd. He concurrently serves as an independent non-executive director of COFCO Joycome Foods Limited.

Mr. JU Jiandong will receive allowances during his term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The remuneration of the Directors to be paid by the Bank will be disclosed in the annual report each year and the relevant announcements.

Mr. JU Jiandong has confirmed that he meets the independence criteria set out in Rule 3.13 of the Listing Rules. After reviewing the curriculum vitae and conducting assessment on the independence pursuant to the Listing Rules, the Board is satisfied with the independence of Mr. JU Jiandong as a candidate of independent non-executive Director.

Save as disclosed above, Mr. JU Jiandong did not hold any directorship in any other listed company or take up any post in any subsidiary of the Bank in the past three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. JU Jiandong does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to the election of Mr. JU Jiandong as an independent non-executive director that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

This proposal has been considered and approved by the Board on 31 January 2024 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

Views from the Board and Nomination and Remuneration Committee

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Bank's business and corporate governance, the Board has adopted the Bank's nomination policy, setting out the process and criteria of identifying potential candidates for the Directors and proposing election of Directors. The nomination and remuneration committee, when forming their recommendations on the proposal of election of Mr. JU Jiandong as independent non-executive Director has been following the Bank's nomination policy, which was disclosed in the annual report of the Bank.

The Board is of the view that, Mr. JU Jiandong has extensive experience and solid professionalism in the fields of finance, and is familiar with the corporate governance of listed companies. As such, the track record and experience as well as professional strengths of him can enable him to contribute to the Board with his valuable views and facilitate the diversity of the Board. After reviewing the curriculum vitae and conducting assessment on the independence criteria pursuant to Rule 3.13 of the Listing Rules, the Board is satisfied with the independence of Mr. JU Jiandong as candidate of independent non-executive Director.

7. ISSUANCE QUOTA OF TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS

In order to improve our risk resistance capacities and satisfy the criteria of the total loss-absorbing capacity of global systemically important banks, the issuance quota of total loss-absorbing capacity non-capital bonds is hereby proposed:

- (1) It is proposed to the AGM for consideration and approval that the Bank will issue the total loss-absorbing capacity non-capital bonds in tranches according to the following terms and conditions, subject to the approvals by the relevant regulatory authorities such as the People's Bank of China and the National Financial Regulatory Administration:
 - (i) Type of capital instruments: write-down total loss-absorbing capacity non-capital bonds, which meet the relevant requirements as stipulated in the Administrative Measures on the Total Loss-absorbing Capacity of Global Systemically Important Banks and Notice on Relevant Issues Concerning the Issuance of Non-capital TLAC Bonds by Global Systemically Important Banks, and can be used to replenish the total loss-absorbing capacity of commercial banks;

- (ii) Total amount: up to RMB50 billion or equivalent in foreign currencies;
- (iii) Term: no less than one year;
- (iv) Interest rate: to be determined based on the market interest rates;
- (v) Markets and means of issuance: to be issued in tranches in the domestic and overseas markets, depending on the demands of total loss-absorbing capacity for meeting regulatory requirements and market conditions;
- (vi) Means of loss-absorbing: upon the occurrence of triggering events specified in the issuing documents, the loss will be absorbed by means of write-down;
- (vii) Use of proceeds: to replenish the Bank's total loss-absorbing capacity;
- (viii) Validity period of this resolution: from the date of approval by the AGM to 31 December 2024.
- (2) It is proposed that the AGM authorises the Board to and the Board delegates to the senior management to handle all relevant matters related to the issuance of the total loss-absorbing capacity non-capital bonds, subject to the regulations and approval requirements promulgated by relevant regulatory authorities, including but not limited to submission to regulatory authorities for approval, determination of terms of issuance, tranches of issuance, size of each tranche, date of issuance and other relevant matters. Such authorisation shall take effect from the date of approval by the AGM to 31 December 2024. The Board resolved to propose that the AGM authorises the Board to and the Board delegates to the senior management to handle all relevant matters including distribution payment, redemption and write-down according to the regulations and approval requirements promulgated by relevant regulatory authorities within the duration of the total loss-absorbing capacity non-capital bonds.

This proposal has been considered and approved by the Board on 31 January 2024 and it is hereby submitted to the AGM for consideration as a special resolution.

8. RELEVANT ARRANGEMENTS OF INTERIM PROFIT DISTRIBUTION FOR 2024

According to the reviewed financial report for the first half of 2024 and in reasonable consideration of corresponding results, to the extent that there are profits available for distribution in the first half of 2024, the 2024 interim dividends will be implemented and the total amount of the interim dividends shall account for no more than 30% of the net profit of the group attributable to the equity holders of the Bank in the first half of 2024. The amount of interim profit distribution to be distributed will be taken into consideration in formulating the 2024 profit distribution plan. The interim profit distribution plan for 2024 will be implemented after performing the corporate governance procedures in accordance with relevant laws and regulations and the Articles of Association.

This proposal has been considered and approved by the Board on 29 April 2024 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

9. THE AGM

A notice convening the AGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the PRC at 2:45 p.m. on Tuesday, 21 May 2024 is set out on pages 8 to 10 of this circular.

The ordinary resolutions will be proposed at the AGM for approving: (i) the 2023 work report of the Board of Directors; (ii) the 2023 work report of the Board of Supervisors; (iii) the final financial accounts for 2023; (iv) the profit distribution plan for 2023; (v) the appointments of external auditors for 2024; (vi) the fixed assets investment budget for 2024; (vii) the election of Mr. JU Jiandong as an independent non-executive Director of the Bank; and (viii) the relevant arrangements of interim profit distribution for 2024.

The special resolution will be proposed at the AGM for approving: (i) the issuance quota of total loss-absorbing capacity non-capital bonds.

Any voting on the resolutions at the AGM shall be taken by poll. The AGM will adopt a combination of both onsite voting and online voting (online voting only applicable to A Shareholders) in terms of the mechanism for voting at the meeting.

A proxy form and a reply slip for use at the AGM are enclosed with this circular. Holders of H Shares who intend to attend the AGM by proxy are required to complete the proxy form in accordance with the instructions printed thereon and return the same to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the AGM or any adjournment thereof (i.e. by 2:45 p.m. on Monday, 20 May 2024). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the AGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Friday, 10 May 2024.

Shareholders whose names appear on the register of members of H Shares of the Bank on 21 May 2024 are entitled to attend and vote at the AGM. The H share register of members of the Bank will be closed from 15 May 2024 to 21 May 2024 (both days inclusive). Holders of H Shares who wish to attend the AGM are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 14 May 2024.

10. RECOMMENDATION

The Board considers that the aforementioned proposals are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions at the AGM.

The Board of Directors of Agricultural Bank of China Limited



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)

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the "AGM") of Agricultural Bank of China Limited (the "Bank") will be held at 2:45 p.m. on Tuesday, 21 May 2024, at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

- 1. To consider and approve the 2023 work report of the board of directors of the Bank (the "Board of Directors");
- 2. To consider and approve the 2023 work report of the board of supervisors of the Bank;
- 3. To consider and approve the final financial accounts for 2023 of the Bank;
- 4. To consider and approve the profit distribution plan for 2023 of the Bank;
- 5. To consider and approve the appointments of external auditors of the Bank for 2024;
- 6. To consider and approve the fixed assets investment budget for 2024;
- 7. To consider and approve the election of Mr. JU Jiandong as an independent non-executive Director of the Bank;

SPECIAL RESOLUTION

8. To consider and approve the issuance quota of total loss-absorbing capacity non-capital bonds;

ORDINARY RESOLUTION

9. To consider and approve the relevant arrangements of interim profit distribution for 2024;

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

OTHER BUSINESSES

- 10. To listen to the 2023 work report of independent non-executive directors of the Bank;
- 11. To listen to the 2023 implementation of the Plan on Authorisation of General Meeting of Shareholders to the Board of Directors of the Bank;
- 12. To listen to the 2023 report on the management of related party transactions of the Bank; and
- 13. To listen to the 2023 report on the assessment of major shareholders (including substantial shareholders).

The Board of Directors of Agricultural Bank of China Limited

Beijing, the PRC 30 April 2024

Notes:

- (1) Shareholders whose names appear on the register of members of H shares of the Bank on 21 May 2024 are entitled to attend and vote at the AGM. The H share register of members of the Bank will be closed from 15 May 2024 to 21 May 2024 (both days inclusive). Holders of H shares who wish to attend the AGM are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 14 May 2024.
- (2) Shareholders of H shares who are entitled to attend and vote at the AGM may designate one or more proxies to attend and vote at the AGM on his/her behalf. A proxy need not be a shareholder of the Bank.

To be valid, the proxy form together with the power of attorney (if any) and other relevant authorisation document(s) (if any) which have been notarised shall be deposited at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for the AGM (i.e. by 2:45 p.m. on Monday, 20 May 2024). Completion and return of the proxy form will not preclude the shareholders of H shares from attending and voting at the AGM or any adjourned meeting should they so wish.

The address of the H share registrar of the Bank is as follows:

Computershare Hong Kong Investor Services Limited 17M Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

(3) Any voting at the AGM shall be taken by poll. The AGM will adopt a combination of both onsite voting and online voting (online voting only applicable to A Shareholders) in terms of the mechanism for voting at the meeting.

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

- (4) Registration procedures for attending the AGM are as follows:
 - (a) holders of H shares or their proxies shall present proof of identity when attending the AGM. If a holder of H share is a corporate entity, its legal representative or other persons authorised by the board of directors or other governing body of such corporate entity may attend the AGM by producing a copy of the resolutions of the board of directors or other governing body of such corporate entity designating such persons to attend the AGM.
 - (b) holders of H shares who intend to attend the AGM in person or by proxy are required to complete and return the reply slips for attending the meeting to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, in person, by mail or by fax on or before Friday, 10 May 2024.
- (5) The 2023 A share cash dividends of the Bank is expected to be paid on 7 June 2024 and the 2023 H share cash dividends of the Bank is expected to be paid before or on 28 June 2024, subject to the consideration and approval by the AGM of the profit distribution plan of the Bank for 2023. Shareholders whose names appear on the register of members of H shares of the Bank on 6 June 2024 are entitled to the proposed cash dividend distribution for the year 2023. The H share register of members of the Bank will be closed from 1 June 2024 to 6 June 2024 (both days inclusive). Unregistered holders of H shares who wish to qualify for the entitlement to the proposed cash dividend distribution for the year 2023 are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 31 May 2024.
- (6) The AGM is expected to last for half a day. Shareholders attending (in person or by proxy) the AGM shall be responsible for their own travel and accommodation expenses.
- (7) Please refer to the circular of the AGM dated 30 April 2024 for the details of the above resolutions to be proposed at the AGM for consideration and approval.

As at the date of this notice, the executive directors of the Bank are Mr. GU Shu, Mr. ZHANG Xuguang and Mr. LIN Li; the non-executive directors of the Bank are Ms. ZHOU Ji, Mr. LI Wei, Mr. LIU Xiaopeng, Mr. XIAO Xiang and Mr. ZHANG Qi; and the independent non-executive directors of the Bank are Mr. HUANG Zhenzhong, Ms. LEUNG KO May Yee, Margaret, Mr. LIU Shouying, Mr. WU Liansheng and Mr. WANG Changyun.