Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 THE POLL RESULTS OF THE 2025 SECOND EXTRAORDINARY SHAREHOLDERS' MEETING

The board of directors (the "**Board**") of Agricultural Bank of China Limited (the "**Bank**") hereby announces that the 2025 second extraordinary shareholders' meeting of the Bank (the "**ESM**") was held at the Bank's headquarters, No.18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the PRC on Friday, 28 November 2025.

The total number of issued ordinary shares of the Bank as at the date of the ESM was 349,983,033,873 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 ESM. No Shareholders of the Bank were entitled to attend the ESM but were required to abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the "**Listing Rules**"), and no Shareholders were required to abstain from voting pursuant to the Listing Rules. 4,848 Shareholders and authorised proxies holding an aggregate of 312,878,595,040 ordinary shares, representing 89.398218% of the total voting shares of the Bank were present at the ESM, details of which are set out below:

Total number of Shareholders and authorised proxies attending the ESM	4,848
Total number of holders of A shares and authorised proxies present at the ESM	4,844
Total number of holders of H shares and authorised proxies present at the ESM	4
Total number of voting shares present at the ESM	312,878,595,040
Total number of voting shares held by holders of A shares	296,489,050,480
Total number of voting shares held by holders of H shares	16,389,544,560
Percentage of voting shares present at the ESM in the total voting shares (%)	89.398218
Percentage of voting shares held by holders of A shares in total voting shares (%)	84.715264
Percentage of voting shares held by holders of H shares in total voting shares (%)	4.682954

Note: The total number of the Shareholders attending the ESM includes the Shareholders who attended the ESM on site and Shareholders who attended the ESM by way of online voting. As the resolutions proposed at the ESM do not have to be approved by the holders of preference shares of the Bank, holders of preference shares of the Bank did not attend the ESM.

The voting of the ESM was conducted by a combination of both onsite voting and online voting in compliance with the relevant provisions of the laws and regulations of the PRC, including the *Company Law of the PRC, the Rules Governing Shareholders' Meetings of Listed Companies* and the articles of association of the Bank (the "**Articles of Association**"). The ESM was convened by the Board and chaired by Mr. GU Shu, the chairman of the Board. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed by the Bank as the scrutineer for the voting. All of the Bank's 13 directors attended the ESM. The Bank's secretary to the Board attended the ESM. Other senior management members of the Bank were present at the ESM.

POLL RESULTS

Reference is made to the circular of the ESM of the Bank dated 11 November 2025 containing details of each of the resolutions proposed at the ESM for Shareholders' consideration and approval. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the aforesaid circular. The poll results in respect of the resolutions proposed at the ESM were as follows:

Ordinary Resolutions		**Number of Votes (%)**		
		For	**Against**	**Abstained**
1.	To consider and approve the election of Mr. LIU Hong as an executive Director of the Bank	312,518,368,054 (99.884867%)	351,063,919 (0.112204%)	9,163,067 (0.002929%)
2.	To consider and approve the re-election of Mr. ZHANG Qi (張奇) as a non-executive Director of the Bank	311,345,092,412 (99.509873%)	1,524,479,761 (0.487243%)	9,022,867 (0.002884%)
3.	To consider and approve the election of Mr. ZHANG Hongwu as a non-executive Director of the Bank	312,490,761,341 (99.876043%)	378,759,532 (0.121057%)	9,074,167 (0.002900%)
4.	To consider and approve the re-election of Mr. WANG Changyun as an independent non-executive Director of the Bank	312,104,969,707 (99.752739%)	769,960,283 (0.246090%)	3,665,050 (0.001171%)
5.	To consider and approve the interim profit distribution plan for 2025	312,875,776,028 (99.999099%)	932,912 (0.000298%)	1,886,100 (0.000603%)
The ordinary resolutions above were duly passed as more than 1/2 of the total votes were cast in favour of each resolution by the Shareholders and authorised proxies present at the ESM.				

Special Resolutions		Number of Votes (%)		
		For	Against	Abstained
6.	To consider and approve the financial bonds issuance plan	311,793,905,548 (99.653319%)	1,082,255,841 (0.345903%)	2,433,651 (0.000778%)
7.	To consider and approve the issuance quota of capital instruments and total loss-absorbing capacity non-capital bonds	311,780,336,867 (99.648983%)	1,095,274,122 (0.350063%)	2,984,051 (0.000954%)
The special resolutions above were duly passed as more than 2/3 of the total votes were cast in favour of each resolution by the Shareholders and authorised proxies present at the ESM.				

In accordance with the relevant regulatory requirements of the China Securities Regulatory Commission and the Shanghai Stock Exchange, the poll results of the voting of holders of A shares with less than 5% of voting shares in respect of the resolutions involving significant events at the ESM were as follows:

Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the election of Mr. LIU Hong as an executive Director of the Bank	32,453,118,187 (99.901686%)	27,955,651 (0.086057%)	3,981,751 (0.012257%)
2.	To consider and approve the re-election of Mr. ZHANG Qi (張奇) as a non-executive Director of the Bank	32,351,733,407 (99.589589%)	129,480,631 (0.398585%)	3,841,551 (0.011826%)
3.	To consider and approve the election of Mr. ZHANG Hongwu as a non-executive Director of the Bank	32,449,625,280 (99.890934%)	31,537,458 (0.097082%)	3,892,851 (0.011984%)
4.	To consider and approve the re-election of Mr. WANG Changyun as an independent non-executive Director of the Bank	32,398,175,723 (99.732554%)	83,561,816 (0.257232%)	3,318,050 (0.010214%)
5.	To consider and approve the interim profit distribution plan for 2025	32,482,586,577 (99.992400%)	929,912 (0.002862%)	1,539,100 (0.004738%)

APPOINTMENT OF DIRECTORS

The qualification of Mr. LIU Hong is subject to the ratification by the National Financial Regulatory Administration (the "**NFRA**"). His term of office as a Director shall be three years, commencing upon the date of ratification of his qualification by the NFRA.

Mr. ZHANG Qi (張奇) will continuously serve as a non-executive Director of the Bank as resolved on the date of the ESM, whose term of office will be three years.

The qualification of Mr. ZHANG Hongwu is subject to the ratification by the NFRA. His term of office as a Director shall be three years, commencing upon the date of ratification of his qualification by the NFRA.

Mr. WANG Changyun will continuously serve as an independent non-executive Director of the Bank as resolved on the date of the ESM, whose term of office will be three years.

PAYMENT OF INTERIM CASH DIVIDEND FOR 2025

The interim cash dividend for 2025 are denominated and announced in Renminbi and shall be RMB1.195 per ten ordinary shares (tax inclusive), and they will be paid in RMB or in HKD equivalent. The currency exchange rate between RMB and Hong Kong dollars will be the average of the reference exchange rates of RMB against Hong Kong dollars published by the China Foreign Exchange Trade System (CFETS) at 11:00 a.m. each day during five working days preceding the date (excluding the date itself) on which the Bank dispatches the dividend currency election forms to holders of H Shares.

The Bank is performing relevant procedures in respect of the distribution of the cash dividend as soon as practical, and the 2025 H Share interim cash dividend are expected to be paid on Monday, 26 January 2026 to the Shareholders whose names appear on the Bank's H share register of members on Friday, 12 December 2025. In order to determine the holders of H Shares who are entitled to receive the interim cash dividend for 2025, the Bank's H share register of members will be closed from Tuesday, 9 December 2025 to Friday, 12 December 2025 (both days inclusive), and no transfer of H Shares will be registered during such period. Holders of H Shares who wish to receive the interim cash dividend must lodge the transfer documents and the relevant share certificates with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 8 December 2025. The last trading day of the Bank's H Shares before the ex-dividend date will be Thursday, 4 December 2025, and the interim cash dividend will be excluded from Friday, 5 December 2025. The 2025 A share interim cash dividend of the Bank are expected to be paid on Monday, 15 December 2025 to the Shareholders whose names appear on the Bank's A share register of members on Friday, 12 December 2025, and the interim cash dividend will be excluded from Monday, 15 December 2025. For details of payment of interim cash dividend to holders of A shares, please refer to the announcement to be separately published by the Bank on the Shanghai Stock Exchange.

The 2025 interim cash dividend distribution of the Bank will provide holders of H Shares with RMB dividend currency option, holders of H Shares will be given the option to elect to receive interim dividend for H Shares entirely in RMB or Hong Kong dollars (partial election of currency option is only applicable to HKSCC Nominees Limited). It is expected that the Bank will, where practicable, issue the dividend currency election form to holders of H shares on Monday, 15 December 2025. To make such election, holders of H Shares should complete the dividend currency election form, and

return it to 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 no later than 4:30 p.m. on Friday, 2 January 2026.

Holders of H Shares who are minded to elect to receive all (partial election of currency option is only applicable to HKSCC Nominees Limited) of their dividend in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honoured for payment upon presentation outside Hong Kong.

If no election is made by a holder of H Shares or no duly completed dividend currency election form in respect of that holder of H Shares is received by the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on Friday, 2 January 2026, such Shareholder will automatically receive the 2025 interim cash dividend in Hong Kong dollars.

If holders of H Shares wish to receive the 2025 interim cash dividend in Hong Kong dollars in the usual way, no additional action is required.

Shareholders should seek professional advice with their own tax advisors regarding the possible tax implications of the dividend payment.

WITHHOLDING OF DIVIDEND TAX FOR SHAREHOLDERS

Pursuant to the *Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045* (Guo Shui Han [2011] No. 348), the resident individuals outside the PRC who are the shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong enjoy preferential tax rate in accordance with the tax treaties between Mainland China and the country where the residents reside, and the tax arrangements between the Mainland China and Hong Kong (Macau). Resident individuals outside the PRC shall personally or through an agent authorised in writing apply for and fulfil the relevant formalities to enjoy relevant preferential tax treatment. Since the tax rate for such dividend is generally 10% as required by relevant tax treaties and arrangements, and there is a large number of shareholders, to simplify the collection of tax, the individual shareholders will be generally subject to a withholding tax rate of 10% without making any application when domestic non-foreign invested enterprise which issue shares in Hong Kong distribute dividend to their shareholders. For individual holders of H Shares, the Bank will generally withhold and pay individual income tax on dividend at the rate of 10% on behalf of them, except otherwise specified by tax regulations and relevant tax treaties.

Pursuant to the *Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Nonresident Enterprises* (Guo Shui Han [2008] No. 897) of the State Administration of Taxation, the Bank is obliged to withhold and pay enterprise income tax at the rate of 10% from dividend paid or payable for H Shares when distributing dividend to nonresident

enterprise Shareholders of H Shares. If any resident enterprise (as defined in the *Enterprise Income Tax Law of the PRC*) listed on the Bank's register of members of H Shares, which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Bank withhold the said 10% enterprise income tax, it shall submit to Computershare Hong Kong Investor Services Limited at or before 4:30 p.m. on Monday, 8 December 2025 a legal opinion, issued by a Mainland China qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status. After the legal opinion is provided by the resident enterprise Shareholders within the stipulated time frame and upon the Bank's confirmation of such opinion, the Bank will not withhold any enterprise income tax when distributing the interim cash dividend for 2025 to resident enterprise Shareholders of H Shares listed on the Bank's register of members of H Shares on Friday, 12 December 2025.

For investors of the Shanghai Stock Exchange or the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Bank listed on the Hong Kong Stock Exchange (the "**Southbound Trading**"), the Bank has entered into the *Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading* with China Securities Depository and Clearing Corporation Limited, pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for the Southbound Trading, will receive all cash dividend distributed by the Bank and distribute the cash dividend in Renminbi to the relevant investors of H Shares of the Southbound Trading through its depositary and clearing system. The record date and the date of distribution of cash dividend and other arrangements in relation to the Southbound Trading will be the same as those for H Shares of the Bank. According to the relevant requirements of the *Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect* (Finance Tax [2014] No. 81) and the *Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect* (Finance Tax [2016] No. 127) which were jointly published by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, the Bank shall withhold an individual income tax at the rate of 20% on dividend derived from the H Shares of the Bank acquired through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect by Mainland individual investors. For dividend received by domestic securities investment funds from investing in the H Shares of the Bank through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The Bank will not withhold the income tax of dividend derived from the H Shares of the Bank acquired through the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A shares of the Bank listed on the Shanghai Stock Exchange (the "**Northbound Trading**"), their dividend will be distributed in Renminbi by the Bank through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such A shares. The record date and the date of distribution of cash dividend and other arrangements in relation to the Northbound Trading will be the same as those for A shares of the Bank. The Bank shall withhold an income tax at the rate of 10% and report to the tax authorities on such withholding. For investors of the Northbound Trading who are tax residents of other countries and whose country

of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals, may, or may entrust the withholding agent to, apply to the tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

Shareholders are recommended to consult their tax advisers regarding Mainland China, Hong Kong and other tax implications arising from their holding and disposal of H Shares of the Bank. The Bank assumes no liability and will not deal with any dispute over the above tax withholding triggered by failure to submit proof materials within the stipulated time frame.

LAWYERS' CERTIFICATION

Ms. SU Zheng and Ms. YUAN Bingyu, attorneys from King & Wood Mallesons, witnessed the ESM and issued a legal opinion certifying that the procedures to call and convene the ESM, the qualifications of attendees, the qualification of the caller, the voting process of the ESM and the other relevant issues were in compliance with laws and regulations of the PRC, including the *Company Law of the PRC* and *the Rules Governing Shareholders' Meetings of Listed Companies* and the Articles of Association. The poll results of the ESM were lawful and valid.

By Order of the Board
Agricultural Bank of China Limited
LIU Qing
Company Secretary

Beijing, the PRC
28 November 2025

As at the date of this announcement, the executive directors of the Bank are Mr. GU Shu, Mr. WANG Zhiheng and Mr. LIN Li; the non-executive directors of the Bank are Ms. ZHOU Ji, Mr. LI Wei, Mr. LIU Xiaopeng and Mr. ZHANG Qi (張奇); and the independent non-executive directors of the Bank are Mr. WU Liansheng, Mr. WANG Changyun, Mr. JU Jiandong, Ms. ZHUANG Yumin, Mr. ZHANG Qi (張琦) and Ms. WONG Pui Sze Priscilla.