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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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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)

FINAL FINANCIAL ACCOUNTS FOR 2025

PROFIT DISTRIBUTION PLAN FOR 2025

FIXED ASSETS INVESTMENT BUDGET FOR 2026

AND

**NOTICE OF THE 2026 FIRST EXTRAORDINARY SHAREHOLDERS'
MEETING**

A notice convening the ESM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, PRC at 2:50 p.m. on Thursday, 23 April 2026 is set out on pages ESM-1 to ESM-2 of this circular.

A proxy form and a reply slip for use at the ESM are enclosed with this circular. Holders of H Shares who intend to attend the ESM 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 ESM or any adjournment thereof (i.e. by 2:50 p.m. on Wednesday, 22 April 2026). Completion and return of the proxy form will not preclude you from attending and voting at the ESM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the ESM in person or by proxy shall complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Friday, 17 April 2026.

8 April 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
Introduction	3
Final Financial Accounts For 2025	3
Profit Distribution Plan For 2025	3
Fixed Assets Investment Budget For 2026	4
The ESM	4
Recommendation	5
NOTICE OF THE 2026 FIRST EXTRAORDINARY SHAREHOLDERS' MEETING	ESM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms have the following meanings:

“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
“Bank”	Agricultural Bank of China Limited (中國農業銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 1288) and the Shanghai Stock Exchange (stock code: 601288), respectively
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“Director(s)”	director(s) of the Bank
“ESM”	the 2026 first extraordinary shareholders’ meeting of the Bank to be held on Thursday, 23 April 2026
“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”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“MOF”	the Ministry of Finance of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Bank

LETTER FROM THE BOARD



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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)

Executive Directors:

GU Shu

WANG Zhiheng

LIU Hong

LIN Li

Registered Office:

No. 69 Jianguomen Nei Avenue

Dongcheng District

Beijing

PRC

Independent Non-executive Directors:

WU Liansheng

WANG Changyun

JU Jiandong

ZHUANG Yumin

ZHANG Qi (張琦)

WONG Pui Sze Priscilla

Place of business in Hong Kong:

25/F, Agricultural Bank of China Tower

50 Connaught Road

Central, Hong Kong

PRC

Non-executive Directors:

ZHOU Ji

LIU Xiaopeng

ZHANG Qi (張奇)

ZHANG Hongwu

8 April 2026

To the Shareholders,

Dear Sir or Madam,

**FINAL FINANCIAL ACCOUNTS FOR 2025
PROFIT DISTRIBUTION PLAN FOR 2025
FIXED ASSETS INVESTMENT BUDGET FOR 2026
AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY SHAREHOLDERS'
MEETING**

LETTER FROM THE BOARD

1 INTRODUCTION

The ordinary resolutions will be proposed at the ESM for approving: (i) the final financial accounts for 2025; (ii) the profit distribution plan for 2025; and (iii) the fixed assets investment budget for 2026.

The purpose of this circular is to set out the notice of the ESM and to provide you with details regarding the resolutions mentioned above.

2 FINAL FINANCIAL ACCOUNTS FOR 2025

Please refer to the financial statements in the 2025 annual results announcement of the Bank for the final financial accounts of the Bank for 2025.

This proposal has been considered and approved by the Board on 30 March 2026 and it is hereby submitted to the ESM for consideration as an ordinary resolution.

3 PROFIT DISTRIBUTION PLAN FOR 2025

Pursuant to relevant laws and regulatory requirements, the profit distribution plan for 2025 of the Bank is as follows:

- (i) RMB28,096 million will be appropriated to the statutory surplus reserve.
- (ii) RMB36,492 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 final cash dividend of RMB1.300 per ten ordinary shares (tax inclusive) in an aggregate amount of RMB45,498 million (tax inclusive) will be distributed to holders of ordinary shares. As the Bank already distributed an interim cash dividend in an aggregate amount of RMB41,823 million (tax inclusive), the cash dividend for 2025 will be in an aggregate amount of RMB87,321 million (tax inclusive), and the dividend payout ratio is 30.00% and 31.87% 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.

The 2025 final cash dividends distribution of the Bank will provide holders of H Shares with RMB dividends currency option, holders of H Shares will be given the option to elect to receive final dividends for H Shares entirely in RMB or Hong Kong dollars (partial election of currency option is only applicable to HKSCC Nominees Limited). 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 the 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.

- (iv) no capital reserve will be transferred to increase the share capital of the Bank.

LETTER FROM THE BOARD

Shareholders whose names appear on the register of members of H Shares of the Bank on Tuesday, 12 May 2026 are entitled to the proposed final cash dividend distribution for the year 2025. The H share register of members of the Bank will be closed from Wednesday, 6 May 2026 to Tuesday, 12 May 2026 (both days inclusive). Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed final cash dividend distribution for 2025 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 Tuesday, 5 May 2026. Dividends of A Shares are expected to be paid on Wednesday, 13 May 2026 and dividends of H Shares are expected to be paid on Tuesday, 16 June 2026. A separate announcement will be published if there is any change to the aforesaid dates.

This proposal has been considered and approved by the Board on 30 March 2026 and it is hereby submitted to the ESM for consideration as an ordinary resolution.

4 FIXED ASSETS INVESTMENT BUDGET FOR 2026

On the basis of strictly implementing the relevant provisions, according to the Bank's operation and development strategies, and combined with the investment needs of business lines, it is proposed that the fixed assets investment budget for 2026 amounts to RMB14.0 billion.

This proposal has been considered and approved by the Board on 13 February 2026 and it is hereby submitted to the ESM for consideration as an ordinary resolution.

5 THE ESM

A notice convening the ESM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the PRC at 2:50 p.m. on Thursday, 23 April 2026 is set out on pages ESM-1 to ESM-2 of this circular.

The ordinary resolutions will be proposed at the ESM for approving: (i) the final financial accounts for 2025; (ii) the profit distribution plan for 2025; and (iii) the fixed assets investment budget for 2026.

Any voting on the resolutions at the ESM shall be taken by poll. The ESM 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 ESM are enclosed with this circular. Holders of H Shares who intend to attend the ESM 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 ESM or any adjournment thereof (i.e. by 2:50 p.m. on Wednesday, 22 April 2026). Completion and return of the proxy form will not preclude you from attending and voting at the ESM or any adjourned meeting

LETTER FROM THE BOARD

should you so wish. Holders of H Shares who intend to attend the ESM in person or by proxy shall complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Friday, 17 April 2026.

Shareholders whose names appear on the register of members of H Shares of the Bank on Thursday, 23 April 2026 are entitled to attend and vote at the ESM. The H share register of members of the Bank will be closed from Monday, 20 April 2026 to Thursday, 23 April 2026 (both days inclusive). Holders of H Shares who wish to attend the ESM 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 Friday, 17 April 2026.

6 RECOMMENDATION

The Board considers that the aforementioned resolutions 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 ESM.

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



中国农业银行

AGRICULTURAL BANK OF CHINA

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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 2026 FIRST EXTRAORDINARY
SHAREHOLDERS' MEETING**

NOTICE IS HEREBY GIVEN that the 2026 first extraordinary shareholders' meeting (the "ESM") of Agricultural Bank of China Limited (the "**Bank**") will be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the People's Republic of China (the "**PRC**") at 2:50 p.m. on Thursday, 23 April 2026, to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the final financial accounts for 2025 of the Bank.
2. To consider and approve the profit distribution plan for 2025 of the Bank.
3. To consider and approve the fixed assets investment budget for 2026.

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

Beijing, the PRC
8 April 2026

Notes:

- (1) Shareholders whose names appear on the register of members of H Shares of the Bank on Thursday, 23 April 2026 are entitled to attend and vote at the ESM. The H share register of members of the Bank will be closed from Monday, 20 April 2026 to Thursday, 23 April 2026 (both days inclusive). Holders of H Shares who wish to attend the ESM 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 Friday, 17 April 2026.
- (2) Holders of H Shares who are entitled to attend and vote at the ESM may designate one or more proxies to attend and vote at the ESM on his/her behalf. A proxy need not be a shareholder of the Bank.

NOTICE OF THE 2026 FIRST EXTRAORDINARY SHAREHOLDERS' MEETING

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 ESM (i.e. by 2:50 p.m. on Wednesday, 22 April 2026). Completion and return of the proxy form will not preclude holders of H Shares from attending and voting at the ESM 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 ESM shall be taken by poll. The ESM 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.
- (4) Registration procedures for attending the ESM are as follows:
 - (a) holders of H Shares or their proxies shall present proof of identity when attending the ESM. 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 ESM 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 ESM;
 - (b) holders of H Shares who intend to attend the ESM shall return the reply slip 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, 17 April 2026.
- (5) The 2025 A Share final cash dividend of the Bank are expected to be paid on Wednesday, 13 May 2026 and the 2025 H Share final cash dividend of the Bank are expected to be paid on Tuesday, 16 June 2026, subject to the consideration and approval by the ESM of the profit distribution plan for 2025 of the Bank. Shareholders whose names appear on the register of members of H Shares of the Bank on Tuesday, 12 May 2026 are entitled to the proposed final cash dividend distribution for the year 2025. The H Share register of members of the Bank will be closed from Wednesday, 6 May 2026 to Tuesday, 12 May 2026 (both days inclusive). Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed final cash dividend distribution for the year 2025 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 Tuesday, 5 May 2026.
- (6) The ESM is expected to last for half a day. Shareholders attending (in person or by proxy) the ESM shall be responsible for their own travel and accommodation expenses.
- (7) Please refer to the circular of the ESM dated 8 April 2026 for the details of the above resolutions to be proposed at the ESM for consideration and approval.

As at the date of this notice, the executive directors of the Bank are Mr. GU Shu, Mr. WANG Zhiheng, Mr. LIU Hong and Mr. LIN Li; the non-executive directors of the Bank are Ms. ZHOU Ji, Mr. LIU Xiaopeng, Mr. ZHANG Qi (張奇) and Mr. ZHANG Hongwu; 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.