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)

NOTICE OF THE 2026 SECOND EXTRAORDINARY SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary shareholders' meeting (the "**ESM**") of Agricultural Bank of China Limited (the "**Bank**") will be held at 2:50 p.m. on Tuesday, 29 September 2026 at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Dongcheng District, Beijing, the People's Republic of China (the "**PRC**") to consider and, if thought fit, pass the following businesses:

Each of resolutions numbered 1, 3, 5, 10 to 15 shall be proposed and approved as an ordinary resolution and each of resolutions numbered 2, 4, 6 to 9 shall be proposed and approved as a special resolution.

RESOLUTIONS

1. To consider and approve the interim profit distribution plan for 2026.

2. To consider and approve the general mandate for the Bank to issue shares

   "**THAT**:

   In order to ensure the steady and healthy development of the Bank's business and protect the Shareholders' long-term interests, refine the Bank's long-term capital management mechanisms and improve flexibility of capital management, it is proposed for the shareholders' meeting to grant a general mandate to the Board (the "**General Mandate**") to separately or concurrently allot, issue and/or deal with newly issued shares not exceeding 15% of the respective number of each of the issued A shares ("**A Shares**") and/or H shares ("**H Shares**") of the Bank as at the date of approval of the General Mandate, and to enter into or grant offers, agreements, share subscription rights or conversion rights which are or may be required in respect of the issuance of Shares. The specific matters authorised are as follows:

(I) In accordance with the applicable laws and regulations of the People's Republic of China, relevant rules of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") (as amended from time to time) and the Articles of Association of the Bank (the "**Articles of Association**"), and subject to the conditions set out in paragraphs (i), (ii) and (iii) below, an unconditional general mandate be granted to the Board to allot, issue and/or deal with, separately or concurrently, newly issued Shares and enter into or grant offers, agreements, share subscription rights or conversion rights that are required or may be required for the allotment and issuance of the Shares during the Relevant Period (as defined below);

(i) such mandate shall not extend beyond the Relevant Period except that the Board may, within the Relevant Period, enter into or grant offers, agreements, share subscription rights or conversion rights that are required or may be required to be conducted or exercised at or after the end of the Relevant Period;

(ii) the respective number of the newly issued Shares proposed to be allotted, issued and/or dealt with or approved conditionally or unconditionally to be allotted, issued and/or dealt with, and offers, agreements, share subscription rights or conversion rights entered into or granted by the Board shall not exceed 15% of the respective number of each of the A Shares and/or H Shares outstanding as at the date of approval of this resolution by the shareholders' meeting, the issue price shall, in principle, be no lower than the average trading price of A Shares for the 20 trading days prior to the pricing benchmark date (the pricing benchmark date being the first day of the issuance period, and excluding the pricing benchmark date)(rounded up to two decimal places);

(iii) the Board can exercise such mandate mentioned above only in the circumstance that it is in compliance with the Company Law of the People's Republic of China, the Hong Kong Listing Rules (as amended from time to time) or any applicable laws, regulations and rules of any other government or regulatory authorities, and all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

(II) For the purpose of this resolution, "Relevant Period" means the period from the date on which this resolution is approved at the shareholders' meeting until the earliest of:

(a) the conclusion of the first annual shareholders' meeting of the Bank following the approval of this resolution by the shareholders' meeting;

(b) the expiration date of the 12-month period from the date of approval of this resolution by the shareholders' meeting;

(c) the date on which the authorisation granted to the Board pursuant to this resolution is revoked or amended by a special resolution at any shareholders' meeting of the Bank.

(III) The Board be authorised to, following the completion of the issuance and based on the results of the share issuance, pass resolutions approving the application for the increase in registered capital and amendment of the relevant provisions of the Articles of Association, report to the relevant government departments and regulatory authorities for approval or filing, and complete the relevant procedures including the registration of change with the company registration authority and relevant departments, to register the custody of new shares, and other related matters."

3. To consider and approve the Bank's satisfaction of the requirements for the issuance of A Shares to specified investors.

4. To consider and approve the proposal of the issuance of A Shares to specified investors by the Bank:

    4.1 Type and nominal value of Shares to be issued;

    4.2 Method and time of issuance;

    4.3 Scale and use of proceeds;

    4.4 Issuance targets and subscription method;

    4.5 Issue price and pricing mechanism;

    4.6 Number of Shares to be issued;

    4.7 Lock-up period;

    4.8 Listing venue;

    4.9 Arrangement of accumulated profits prior to the completion of the issuance;

    4.10 Validity period of the resolutions.

5. To consider and approve the Validation and Analysis Report of the Bank's Issuance of A Shares to Specified Investors.

6. To consider and approve the execution of the conditional share subscription agreement between the Bank and the Ministry of Finance of the People's Republic of China (the "**Ministry of Finance**").

7. To consider and approve the execution of the conditional share subscription agreement between the Bank and China National Tobacco Corporation ("**CNTC**") and its relevant subsidiaries.

8. To consider and approve the introduction of CNTC and its relevant subsidiaries as strategic investors by the Bank and the execution of the conditional strategic cooperation agreement.

9. To consider and approve the grant of authorisation to the board of directors and its authorised persons to handle the matters relating to the issuance of A Shares to specified investors.

10. To consider and approve the Feasibility Analysis Report on the Use of Proceeds from the Issuance of A Shares to Specified Investors by the Bank.

11. To consider and approve the Bank not being required to issue a report on the use of proceeds from the previous fund-raising activity.

12. To consider and approve the Dilution of Immediate Returns from the Bank's Issuance of A Shares to Specified Investors, Mitigation Measures and Commitments by Relevant Entities.

13. To consider and approve the Bank's Shareholder Return Plan for the next three years (2026-2028).

14. To consider and approve the exemption of the Ministry of Finance from making an offer.

15. To consider and approve the Ministry of Finance's application of the whitewash waiver.

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

Beijing, the PRC
11 September 2026

Notes:

(1) Shareholders whose names appear on the register of members of H Shares of the Bank on Tuesday, 29 September 2026 are entitled to attend and vote at the ESM. The H share register of members of the Bank will be closed from Thursday, 24 September 2026 to Tuesday, 29 September 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 or before 4:30 p.m. on Wednesday, 23 September 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.

To be valid, the proxy form together with the power of attorney (if any) and other 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 Monday, 28 September 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 Shares 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 in person or by proxy shall complete and 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 Wednesday, 23 September 2026.

(5) The 2026 interim A share cash dividends of the Bank are expected to be paid on Wednesday, 21 October 2026 and the 2026 interim H share cash dividends of the Bank are expected to be paid on Wednesday, 25 November 2026, subject to the consideration and approval by the ESM of the interim profit distribution plan for 2026. Shareholders whose names appear on the register of members of H Shares of the Bank on Tuesday, 20 October 2026 are entitled to the proposed interim cash dividend distribution for 2026. The H share register of members of the Bank will be closed from Tuesday, 13 October 2026 to Tuesday, 20 October 2026 (both days inclusive). In order to qualify for the proposed distribution of cash dividend, holders of H Shares 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 Monday, 12 October 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 Bank of the ESM dated 11 September 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. ZHANG Qi (張奇), 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.