

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 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 2019
PROFIT DISTRIBUTION PLAN FOR 2019
APPOINTMENTS OF EXTERNAL AUDITORS FOR 2020
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
ELECTION OF NON-EXECUTIVE DIRECTORS
ADDITIONAL BUDGET OF EPIDEMIC PREVENTION
DONATIONS FOR 2020
AND
NOTICE OF THE 2019 ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC at 2:45 p.m. on Monday, 22 June 2020 is set out on pages 9 to 11 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 Sunday, 21 June 2020). 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 Tuesday, 2 June 2020.

8 May 2020

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD OF DIRECTORS	3
Introduction	3
Final Financial Accounts for 2019	4
Profit Distribution Plan for 2019	4
Appointments of External Auditors for 2020	4
Re-election of Mr. HUANG Zhenzhong as an Independent Non-executive Director	5
Re-election of Mr. LIAO Luming as a Non-executive Director	6
Election of Mr. ZHU Hailin as a Non-executive Director	6
Additional Budget of Epidemic Prevention Donations for 2020	7
The AGM	7
Recommendation	8
NOTICE OF THE 2019 ANNUAL GENERAL MEETING	9

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 2019 annual general meeting of the Bank to be held on 22 June 2020
“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
“Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Bank
“H Share(s)”	the overseas listed foreign share(s) with a par value 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 Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank



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Executive Directors

ZHOU Mubing
ZHANG Qingsong
ZHANG Keqiu

Registered Office

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

Non-Executive Directors

XU Jiandong
CHEN Jianbo
LIAO Luming
LI Qiyun
LI Wei
WU Jiangtao

Principal Place of Business

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

Independent Non-Executive Directors

XIAO Xing
WANG Xinxin
HUANG Zhenzhong
LEUNG KO May Yee, Margaret
LIU Shouying

8 May 2020

To the Shareholders,

Dear Sir or Madam,

**FINAL FINANCIAL ACCOUNTS FOR 2019
PROFIT DISTRIBUTION PLAN FOR 2019
APPOINTMENTS OF EXTERNAL AUDITORS FOR 2020
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
ELECTION OF NON-EXECUTIVE DIRECTORS
ADDITIONAL BUDGET OF EPIDEMIC PREVENTION
DONATIONS FOR 2020
AND
NOTICE OF THE 2019 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The ordinary resolutions for approving (i) the 2019 work report of the Board of Directors, (ii) the 2019 work report of the Board of Supervisors, (iii) the final financial accounts for 2019, (iv) the profit distribution plan for 2019, (v) the appointments of external auditors for 2020, (vi) the re-election of Mr.

LETTER FROM THE BOARD OF DIRECTORS

HUANG Zhenzhong as an independent non-executive Director, (vii) the re-election of Mr. LIAO Luming as a non-executive Director, (viii) the election of Mr. ZHU Hailin as a non-executive Director, and (ix) the additional budget of epidemic prevention donations for 2020 will be proposed at the AGM.

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

2. FINAL FINANCIAL ACCOUNTS FOR 2019

Please refer to the financial statements in the 2019 annual report of the Bank published on 28 April 2020 for the final financial accounts of the Bank for 2019.

3. PROFIT DISTRIBUTION PLAN FOR 2019

Pursuant to relevant laws and regulatory requirements, the profit distribution plan of the Bank for 2019 is as follows:

- (i) RMB20,623 million will be appropriated to the statutory surplus reserve pursuant to the Company Law;
- (ii) RMB34,211 million will be appropriated to the general reserve pursuant to relevant requirements including the *Administrative Measures for Provision of Reserves of Financial Enterprises* issued by the Ministry of Finance of the PRC;
- (iii) based on the total share capital of the Bank of 349,983,033,873 ordinary shares as at 31 December 2019, a cash dividend of RMB1.819 per ten ordinary shares (tax inclusive) in an aggregate amount of RMB63,662 million (tax inclusive) will be distributed to holders of A shares and H shares whose names appear on the registers of members of the Bank on 9 July 2020. The dividend payout ratio is 30.02% of the net profit attributable to the equity holders on consolidated basis during the period; and
- (iv) no capital reserve will be transferred to increase the share capital of the Bank.

For the purpose of determining the entitlement of holders of H Shares to the proposed cash dividend distribution for 2019, the H share register of members of the Bank will be closed from 4 July 2020 to 9 July 2020 (both days inclusive). Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed cash dividend distribution for 2019 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 3 July 2020.

4. APPOINTMENTS OF EXTERNAL AUDITORS FOR 2020

The Board of Directors proposed to re-appoint PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as external auditors of the Bank for 2020. PricewaterhouseCoopers Zhong Tian LLP shall be responsible to audit the financial statements prepared in accordance with China Accounting Standards, PricewaterhouseCoopers shall be responsible to audit the financial statements prepared in accordance with International Financial Reporting Standards, and PricewaterhouseCoopers Zhong Tian LLP shall also be responsible for internal control and audit work. The total audit fee amounts to RMB122.30 million.

LETTER FROM THE BOARD OF DIRECTORS

5. RE-ELECTION OF MR. HUANG ZHENZHONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement on the nomination of directors dated 28 April 2020. The Board of Directors nominated Mr. HUANG Zhenzhong to continuously serve as an independent non-executive Director. His re-election as an independent non-executive Director is subject to the consideration and approval by the AGM after the Shanghai Stock Exchange reviews the qualification of Mr. HUANG Zhenzhong as Independent Director and confirms it has no objection. The term of office of Mr. HUANG Zhenzhong as an independent non-executive Director shall be three years, commencing upon the consideration and approval by the AGM.

To ensure that the Board of Director has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Bank's business and corporate governance, the Board of Directors has adopted the Bank's nomination policy, setting out the process and criteria of identifying potential candidates for the Directors and proposing re-election of Directors. The nomination and remuneration committee, when forming their recommendations on the proposals of re-election of Mr. HUANG Zhenzhong, has been following the Bank's nomination policy, which was disclosed in the annual report of the Bank. The Board of Directors is of the view that, Mr. HUANG Zhenzhong is familiar with the laws, and is rich in knowledge and experience in such areas as financial regulatory and corporate governance. As such, the track records and experience as well as professional strengths of Mr. HUANG Zhenzhong can enable him to continuously contribute to the Board of Directors with his valuable views, and facilitate the diversity of the Board of Directors. After reviewing his curriculum vitae and conducting assessment on the independence criteria pursuant to the Hong Kong Listing Rules, the Board of Directors is satisfied with the independence of Mr. HUANG Zhenzhong as a candidate of independent non-executive Director.

Mr. HUANG Zhenzhong, born in December 1964, holds a doctor's degree in law. He is currently a professor and a supervisor for Ph.D. candidates of the School of Law in Beijing Normal University, and a deputy director of Chinese Entrepreneurs Crime Prevention Research Center. He has served as an independent non-executive director of Agricultural Bank of China Limited since September 2017. He previously served as a vice director and a senior economist of the Enterprise Reform Division at the Asset Management Department of Sinopec Group, a deputy head of the School of Law and a director of the Legal Counsel Office in School of Law of Beijing Normal University, and a deputy chief prosecutor, a member of the Committee of Inspection of the Procuratorate of Tibet Autonomous Region and an independent director of Ciwen Media Co., Ltd. He is currently the vice chairman of China — ASEAN Legal Cooperation Center, an executive director of the Energy Law Research Committee of China Law Society, an arbitrator of China International Economic and Trade Arbitration Commission, a panel mediator with the Mediation Center of China Chamber of International Commerce, an arbitrator of Tianjin Arbitration Commission, an arbitrator of Hainan Arbitration Commission, a lifetime honorary director of Beijing Jingshi Law Firm, a member of the Chartered Institute of Arbitrators, and an independent director of Sinopec Oilfield Equipment Corporation, CECEP Solar Energy Technology Co., Ltd. and Yunnan Jinggu Forestry Co., Ltd.

Mr. HUANG Zhenzhong will receive allowances during his term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*.

Save as disclosed in this circular, Mr. HUANG Zhenzhong did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years. He does not have any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. HUANG Zhenzhong does not have any equity

LETTER FROM THE BOARD OF DIRECTORS

interest in the Bank within the meaning of Part XV of the *Securities and Futures Ordinance of Hong Kong*. Save as disclosed herein, there is no other information relating to the re-election of Mr. HUANG Zhenzhong as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

6. RE-ELECTION OF MR. LIAO LUMING AS A NON-EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement on the nomination of directors dated 28 April 2020. The Board of Directors nominated Mr. LIAO Luming to continuously serve as a non-executive Director. His re-election as a non-executive Director is subject to the consideration and approval by the AGM. The term of office for Mr. LIAO Luming shall be three years, commencing upon the consideration and approval by the AGM.

Mr. LIAO Luming, born in October 1963, received a doctor's degree in public finance from the Public Finance Science Institute of the Ministry of Finance (the "MOF"). He currently works with Central Huijin Investment Ltd. and has served as a non-executive director of Agricultural Bank of China Limited since August 2017. He started working at the MOF in August 1985, and served successively as a director clerk of the Research Division, a deputy director and a director of the Information Division, and a director of the News Division at the General Office of the MOF. He was appointed as a deputy director of the General Office of the MOF in January 2003, a bureau level cadre of the Party Committee of the MOF in January 2012 and an executive vice secretary (bureau level) of the Party Committee of the MOF in February 2012.

Mr. LIAO Luming will not receive any salary or Director's fee from the Bank during his term.

Save as disclosed in this circular, Mr. LIAO Luming did not hold any directorship in any other listed companies or take up any post in any affiliated companies 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. LIAO Luming does not have any equity interest in the Bank within the meaning of Part XV of the *Securities and Futures Ordinance of Hong Kong*. Save as disclosed herein, there is no other information relating to the re-election of Mr. LIAO Luming as a non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

7. ELECTION OF MR. ZHU HAILIN AS A NON-EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement on the nomination of directors dated 28 April 2020. The Board of Directors nominated Mr. ZHU Hailin as a non-executive Director of the Bank. His appointment as a non-executive Director is subject to the consideration and approval by the AGM. The term of office for Mr. ZHU Hailin shall be three years, commencing upon the consideration and approval by the AGM. The Bank will report to the CBIRC for filing.

Mr. ZHU Hailin, born in October 1965, received a doctor's degree in economics from the Chinese Academy of Fiscal Sciences. He is an expert entitled to Government Special Allowance granted by the State Council, a certified public accountant in China (a non-practicing member), and a supervisor for Ph.D. candidates. He currently works with Central Huijin Investment Ltd. and has served as a non-executive director of China Construction Bank Corporation since July 2017. Since August 1992, he had served successively as the deputy division-chief and division-chief of the Accounting Department of the MOF, and the deputy director of National Accountant Assessment & Certification Center of the MOF (deputy bureau level).

LETTER FROM THE BOARD OF DIRECTORS

Mr. ZHU Hailin will not receive any salary or Director's fee from the Bank during his term.

Save as disclosed in this circular, Mr. ZHU Hailin did not hold any directorship in any other listed companies or take up any post in any affiliated companies 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. ZHU Hailin does not have any equity interest in the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the election of Mr. ZHU Hailin as a non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

8. ADDITIONAL BUDGET OF EPIDEMIC PREVENTION DONATIONS FOR 2020

Since the outbreak of coronavirus disease 2019 (COVID-19) in early 2020, the Bank has conscientiously implemented the epidemic prevention work arrangement made by the Central Committee of the Communist Party of China and the State Council and has actively fulfilled our corporate social responsibilities required of a state-owned financial enterprise by making donations, which provided solid support for winning the battle of epidemic prevention. In order to better support the epidemic prevention, the Board of Directors proposed to have an additional budget for cash donations for epidemic prevention of RMB53.59 million for 2020 and the Board of Directors shall be authorized to consider and approve donations not exceeding such budget. Such authorization shall be valid from the date of approval at the AGM to 31 December 2020.

9. THE AGM

A notice convening the AGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC at 2:45 p.m. on Monday, 22 June 2020 is set out on pages 9 to 11 of this circular.

The ordinary resolutions for approving (i) the 2019 work report of the Board of Directors, (ii) the 2019 work report of the Board of Supervisors, (iii) the final financial accounts for 2019, (iv) the profit distribution plan for 2019, (v) the appointments of external auditors for 2020, (vi) the re-election of Mr. HUANG Zhenzhong as an independent non-executive Director, (vii) the re-election of Mr. LIAO Luming as a non-executive Director, (viii) the election of Mr. ZHU Hailin as a non-executive Director, and (ix) the additional budget of epidemic prevention donations for 2020 will be proposed at the AGM.

Any voting on the resolutions at the AGM shall be taken by poll.

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 Sunday, 21 June 2020). 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 Tuesday, 2 June 2020.

LETTER FROM THE BOARD OF DIRECTORS

In order to determine the holders of H Shares who are entitled to attend the AGM, the H Share register of members of the Bank will be closed from 23 May 2020 to 22 June 2020 (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 22 May 2020.

10. RECOMMENDATION

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

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

NOTICE OF THE 2019 ANNUAL GENERAL MEETING



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 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “AGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 2:45 p.m. on Monday, 22 June 2020 to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the 2019 work report of the board of directors of the Bank;
2. To consider and approve the 2019 work report of the board of supervisors of the Bank;
3. To consider and approve the final financial accounts of the Bank for 2019;
4. To consider and approve the profit distribution plan of the Bank for 2019;
5. To consider and approve the appointments of external auditors of the Bank for 2020;
6. To consider and approve the re-election of Mr. HUANG Zhenzhong as an independent non-executive director of the Bank;
7. To consider and approve the re-election of Mr. LIAO Luming as a non-executive director of the Bank;
8. To consider and approve the election of Mr. ZHU Hailin as a non-executive director of the Bank;
9. To consider and approve the additional budget of epidemic prevention donations for 2020;

OTHER BUSINESSES

10. To listen to the 2019 work report of independent directors of the Bank;
11. To listen to the 2019 report on the implementation of the *Plan on Authorization of General Meeting of Shareholders to the Board of Directors of the Bank*; and
12. To listen to the report on the management of related transactions of the Bank.

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

Beijing, the PRC
8 May 2020

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

Notes:

- (1) Purchasers of shares who have submitted their instruments of share transfer to the H share registrar of the Bank and registered as a shareholder on the H share register of members of the Bank before 4:30 p.m. on 22 May 2020 are entitled to attend the AGM. The H share register of members of the Bank will be closed from 23 May 2020 to 22 June 2020 (both days inclusive).
- (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 authorization document(s) (if any) which have been notarized 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 Sunday, 21 June 2020). 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.
- (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 authorized 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 shall 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 Tuesday, 2 June 2020.
- (5) The 2019 A share cash dividends of the Bank is expected to be paid on 10 July 2020 and the 2019 H share cash dividends of the Bank is expected to be paid before or on 31 July 2020, subject to the consideration and approval by the AGM of the profit distribution plan of the Bank for 2019. For the purpose of determining the entitlement of holders of H shares to the proposed cash dividend distribution for the year 2019, the H share register of members of the Bank will be closed from 4 July 2020 to 9 July 2020 (both days inclusive). Shareholders whose names appear on the register of members of H shares of the Bank on 9 July 2020 are entitled to the proposed cash dividend distribution for the year 2019. Unregistered holders of H shares who wish to qualify for the entitlement to the proposed cash dividend distribution for the year 2019 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 3 July 2020.

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

- (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 travel and accommodation expenses.
- (7) Please refer to the circular of the AGM dated 8 May 2020 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 are Mr. ZHOU Mubing, Mr. ZHANG Qingsong and Ms. ZHANG Keqiu; the non-executive directors are Mr. XU Jiandong, Mr. CHEN Jianbo, 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.