
DEFINITIONS AND CONVENTIONS

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

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| “A Share Offering” | the public offering of our A shares in the PRC that we are undertaking concurrent with our Global Offering |
| “Application Form(s)” | WHITE, YELLOW and GREEN application form(s) or, where the context so requires, any of them |
| “Articles of Association” | Articles of Association of our Bank, as constituted and amended from time to time. Except where the context otherwise requires, the Articles of Association refers to our Articles of Association as amended in our second extraordinary shareholders meeting held on April 21, 2010 which have been approved by the CBRC and will come into effect upon our listing |
| “Basel I” | 1988 Basel Capital Accord |
| “Basel II” | the Revised Basel Capital Framework promulgated in June 2004 |
| “Big Four” | Agricultural Bank of China, Bank of China, China Construction Bank and Industrial and Commercial Bank of China |
| “CAGR” | compound annual growth rate |
| “CBRC” | China Banking Regulatory Commission (中國銀行業監督管理委員會) |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “CCASS Clearing Participant” | a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant |
| “CCASS Custodian Participant” | a person admitted to participate in CCASS as a custodian participant |
| “CCASS Investor Participant” | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation |
| “CCASS Participant” | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant |
| “China” or “PRC” | the People’s Republic of China, but for the purpose of this prospectus only and except where the context requires, |

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| | references in this prospectus to “China” and the “PRC” do not include Hong Kong, Macau and Taiwan |
| “CIRC” | China Insurance Regulatory Commission (中國保險監督管理委員會) |
| “County Area” or “County Areas” | areas designated as counties or county-level cities under China’s administrative division system. As an administrative division unit, a county or county-level city is generally directly below and under the direct supervision of its corresponding municipal-level or provincial-level government. County Areas include economically more developed county centers, towns and the vast rural areas within their jurisdictions. As of December 31, 2008, there were 2,003 counties and county-level cities in China. County or county-level cities accounted for 95.2% of the total area and 69.8% of the total population of China as of December 31, 2008, and 49.6% of the total GDP of China in 2008 |
| “County Area Banking Business” or “Sannong Banking Business” | a broad range of financial products and services we provide to customers in the County Areas through our 2,048 county-level sub-branches and 22 business departments of tier-2 branches. We refer to such banking business as the “County Area Banking Business” or “Sannong Banking Business”(三農金融業務), which are used interchangeably throughout the whole prospectus |
| “CSRC” | China Securities Regulatory Commission (中國證券監督管理委員會) |
| “GDP” | gross domestic product |
| “Global Offering” | the Hong Kong Public Offering and the International Offering |
| “GREEN Application Form(s)” | the application form(s) to be completed by the White Form eIPO Service Provider |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “HKSCC Nominees” | HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC |
| “Hong Kong” or “HK” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Offer Shares” | the H shares offered pursuant to the Hong Kong Public Offering |

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| “Hong Kong Public Offering” | the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Huijin” | Central Huijin Investment Ltd. (中央匯金投資有限責任公司) |
| “IAS 39” | International Accounting Standard 39 “Financial Instruments: Recognition and Measurement” and its interpretations by the IASB |
| “IASB” | the International Accounting Standards Board |
| “IFRIC” | the International Financial Reporting Interpretations Committee |
| “IFRS” | International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board |
| “International Offer Shares” | the H shares offered pursuant to the International Offering |
| “International Offering” | the conditional placing by the international underwriters of the International Offer Shares, as further described in “Structure of the Global Offering” |
| “Large Commercial Banks” | Agricultural Bank of China, Bank of China, Bank of Communications, China Construction Bank and Industrial and Commercial Bank of China |
| “Latest Practicable Date” | June 25, 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus |
| “LIBOR” | London Inter-Bank Offer Rate (normally overnight to one year) |
| “Listing Date” | the date, expected to be on July 16, 2010 on which dealings in the H shares first commence on the Hong Kong 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) |
| “Macau” | the Macau Special Administrative Region of the PRC |

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| “MOF” | Ministry of Finance of the PRC (中華人民共和國財政部) |
| “NAO” | National Audit Office of the PRC (中華人民共和國審計署) |
| “NBSC” | National Bureau of Statistics of the PRC (中華人民共和國國家統計局) |
| “NDRC” | National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會) |
| “New Capital Adequacy Regulations” | the Administrative Measures on Capital Adequacy of Commercial Banks (商業銀行資本充足率管理辦法), as promulgated by the CBRC on February 23, 2004, effective as of March 1, 2004 and amended on July 3, 2007 |
| “OFAC” | US Treasury Department’s Office of Foreign Assets Control |
| “Offer Price” | the final price per Offer Share in Hong Kong dollars (exclusive of the brokerage fee, SFC transaction levy and Hong Kong Stock Exchange trading fee) at which the Offer Shares are to be subscribed, to be determined in the manner further described in “Structure of the Global Offering—Pricing and Allocation” |
| “Offer Shares” | the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional H shares being issued pursuant to the exercise of the over-allotment option for the Global Offering |
| “Other National Commercial Banks” | China CITIC Bank, China Everbright Bank, Huaxia Bank, Guangdong Development Bank, Shenzhen Development Bank, China Merchants Bank, Shanghai Pudong Development Bank, Industrial Bank, China Minsheng Bank, Evergrowing Bank, Zheshang Bank and Bohai Bank |
| “PBOC” | People’s Bank of China (中國人民銀行) |
| “POS” | point of sale, a checkout counter in a shop or any location where a transaction occurs |
| “PRC GAAP” | the PRC Accounting Standards and Accounting Regulations for Business Enterprises promulgated by the MOF on February 15, 2006 and its supplementary regulations |
| “Price Determination Date” | the date, expected to be on or around July 7, 2010 but no later than July 14, 2010, on which the Offer Price is fixed for the purposes of the Global Offering |
| “Primary Industries” | agriculture, forestry, animal husbandry and fishery industries and services in support of these industries |

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| “QDIIs” | qualified domestic institutional investors in the PRC, which are licensed by the CSRC to invest in foreign securities markets |
| “QFIIs” | qualified foreign institutional investors licensed by the CSRC to invest in RMB-denominated shares listed on China’s domestic securities exchanges |
| “Qualified Institutional Buyers” or “QIBs” | qualified institutional buyers within the meaning of Rule 144A |
| “Regulation S” | Regulation S under the US Securities Act |
| “Rule 144A” | Rule 144A under the US Securities Act |
| “SAFE” | State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局) |
| “SAIC” | State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局) |
| “Sannong” | a short-hand reference to the Chinese pronunciation of the phrase “agriculture, rural areas and farmers” (農業、農村和農民). The terminology “Sannong” (三農) was initially created to refer to the three rural development issues in China (specifically, agriculture, rural areas and farmers) and has become an expression widely adopted by the policymakers in China. Throughout this prospectus, we use “Sannong” to refer to the PRC government’s policies or vision, as applicable, aiming to promote agricultural industry, rural development and the welfare of China’s farmers. The current economic development of China’s County Areas directly benefits from the PRC government’s “Sannong” policies |
| “SASAC” | State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會) |
| “SAT” | State Administration of Taxation of the PRC (中華人民共和國國家稅務總局) |
| “Secondary Industries” | mining and quarrying, manufacturing, production and supply of electricity, water and gas, and construction industries, etc. |
| “Securities and Futures Commission” or “SFC” | the Securities and Futures Commission of Hong Kong |

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| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time) |
| “SHIBOR” | Shanghai Interbank Offered Rate, a daily reference rate published by the National Interbank Funding Center |
| “SMEs” | small- and medium-sized enterprises |
| “SSF” | National Council for Social Security Fund of the PRC (全國社會保障基金理事會) |
| “State Council” | the PRC State Council (中華人民共和國國務院) |
| “Tertiary Industries” | all other economic activities not included in the Primary Industries or Secondary Industries, including banking, insurance, retail and wholesale, transportation, distribution, media, tourism, restaurants, healthcare, etc. |
| “Track Record Period” | the period comprising the three years ended December 31, 2009 |
| “United States,” “US” or “U.S.” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| “Urban Area” or “Urban Areas” | the rest of China other than the County Areas |
| “US Securities Act” | the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder |
| “White Form eIPO” | the application for Hong Kong Offer Shares to be lodged in the applicant’s own name by submitting applications online through the designated website at www.eipo.com.hk |
| “White Form eIPO Service Provider” | Computershare Hong Kong Investor Services Limited |
| “WTO” | World Trade Organization |

In this prospectus references to:

- the “Company,” “our Company,” “we,” “us,” “our,” “our Bank” and “our Group” refer to either or both of Agricultural Bank of China Limited and our predecessor, Agricultural Bank of China, as applicable, and, except as the context otherwise requires, the subsidiaries of Agricultural Bank of China Limited and of our predecessor, Agricultural Bank of China;
- our “branch outlets” include our head office, branches and outlets and other establishments;
- a “business day” is a day that is not Saturday, Sunday or a public holiday in Hong Kong; and

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- the terms “associate,” “connected person,” “connected transaction,” “controlling shareholder,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

For ease of reference, in this prospectus, unless otherwise indicated, we use the terms “loans and advances to customers,” “loans” and “loans to customers” synonymously.

In this prospectus, the terms “non-performing loans” and “impaired loans” are used synonymously to refer to the loans identified as “impaired loans and advances” in Note VI.18 to our consolidated financial statements included in the Accountants’ Report in Appendix I to this prospectus. Under the five-category loan classification system we have adopted pursuant to applicable PRC guidelines, our non-performing loans are classified as substandard, doubtful or loss, as applicable. See “Assets and Liabilities—Assets—Asset Quality of Our Loan Portfolio— Loan Classification Criteria.”

In this prospectus, unless otherwise indicated, the discussions on loans are based on our gross loans and advances to customers, before taking into account the related allowance for impairment losses, rather than our net loans to customers. Our loans and advances to customers are reported net of the allowance for impairment losses on our consolidated balance sheet.

Any discrepancies in any table between totals and sums of the amounts listed are due to rounding.

The growth rates with respect to our business and financial data presented in this prospectus are calculated based on amounts in millions of Renminbi.

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In this prospectus, we define the geographical regions of China to which we refer for the purpose of describing our branch network and presenting certain results of operations and financial condition as follows:

| Geographical regions | Branches | |
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| “Yangtze River Delta” | <ul style="list-style-type: none"> ● Shanghai Municipality ● Jiangsu Province | <ul style="list-style-type: none"> ● Zhejiang Province ● City of Ningbo |
| “Pearl River Delta” | <ul style="list-style-type: none"> ● Guangdong Province ● City of Shenzhen | <ul style="list-style-type: none"> ● Fujian Province ● City of Xiamen |
| “Bohai Rim” | <ul style="list-style-type: none"> ● Beijing Municipality ● Tianjin Municipality ● Hebei Province | <ul style="list-style-type: none"> ● Shandong Province ● City of Qingdao |
| “Central China” | <ul style="list-style-type: none"> ● Shanxi Province ● Hubei Province ● Henan Province ● Hunan Province | <ul style="list-style-type: none"> ● Jiangxi Province ● Hainan Province ● Anhui Province |
| “Northeastern China” | <ul style="list-style-type: none"> ● Liaoning Province ● Heilongjiang Province | <ul style="list-style-type: none"> ● Jilin Province ● City of Dalian |
| “Western China” | <ul style="list-style-type: none"> ● Chongqing Municipality ● Sichuan Province ● Guizhou Province ● Yunnan Province ● Shaanxi Province ● Gansu Province ● Qinghai Province ● Ningxia Autonomous Region | <ul style="list-style-type: none"> ● Xinjiang Autonomous Region ● The Xinjiang Production and Construction Corps ● Tibet Autonomous Region ● Inner Mongolia Autonomous Region ● Guangxi Autonomous Region |