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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)**

**ELECTION OF EXECUTIVE DIRECTOR  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
ELECTION OF SUPERVISOR REPRESENTING SHAREHOLDERS  
ADJUSTMENT TO THE MANDATE TO THE BOARD FOR DISPOSAL OF  
CREDIT ASSETS  
AND  
NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at the Bank's headquarter, No.18B Jianguomen Nei Avenue, Beijing, PRC at 2:30 p.m. on Thursday, 15 January 2015 is set out on pages 5 to 6 of this circular.

A proxy form and a reply slip for use at the EGM is enclosed with this circular. Holders of H Shares who intend to attend the EGM 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 EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the EGM 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 Friday, 26 December 2014.

1 December 2014

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	2
1. Introduction .....	2
2. Election of Executive Director .....	3
3. Election of Independent Non-Executive Director .....	3
4. Election of Supervisor Representing Shareholders .....	3
5. Adjustment to the Mandate to the Board for Disposal of Credit Assets .....	4
6. The EGM .....	4
7. Recommendation .....	4
<b>NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING</b> .....	5

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## DEFINITIONS

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*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
“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 and the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively
“Board”	the board of Directors
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“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
“Director(s)”	the director(s) of the Bank
“EGM”	the 2015 first extraordinary general meeting of the Bank to be held on 15 January 2015
“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”	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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Shareholder(s)”	the holder(s) of the shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank



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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)

*Executive Directors*

ZHANG Yun  
LOU Wenlong

*Non-Executive Directors*

SHEN Bingxi  
CHENG Fengchao  
XIAO Shusheng  
ZHAO Chao  
ZHOU Ke

*Independent Non-Executive Directors*

Anthony WU Ting-yuk  
QIU Dong  
Frederick MA Si-hang  
WEN Tiejun  
Francis YUEN Tin-fan

*Registered Office*

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

*Principal Place of Business*

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

1 December 2014

*To the Shareholders,*

Dear Sir or Madam,

**ELECTION OF EXECUTIVE DIRECTOR  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
ELECTION OF SUPERVISOR REPRESENTING SHAREHOLDERS  
ADJUSTMENT TO THE MANDATE TO THE BOARD FOR DISPOSAL OF  
CREDIT ASSETS  
AND  
NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The ordinary resolutions for approving the election of Mr. ZHANG Yun as an executive Director, the election of Mr. LU Jianping as an independent non-executive Director, the election of Mr. CHE Yingxin as a Supervisor representing Shareholders, and the adjustment to the mandate to the Board for disposal of credit assets will be proposed at the EGM.

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## LETTER FROM THE BOARD

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

### **2. ELECTION OF EXECUTIVE DIRECTOR**

Reference is made to the Bank's announcement on nomination of Directors dated 28 November 2014. The Board nominated Mr. ZHANG Yun as an executive Director of the Bank. The appointment of Mr. ZHANG Yun will be proposed to the EGM for approval. The term of office of Mr. ZHANG Yun is three years, commencing upon the approval at the EGM. Mr. ZHANG Yun will continue to serve as vice chairman of the Board upon his appointment being approved by the EGM.

The profile of Mr. ZHANG Yun is set out in the Bank's announcement on nomination of Directors dated 28 November 2014. As at the date of this circular, there has been no change to such profile.

Mr. ZHANG Yun will not receive any Director's fee from the Bank during his term. He will receive remuneration based on his management positions in the Bank, including all current income and deferred payments of basic salaries, bonuses and allowances. The Bank will disclose the remuneration of Directors in its annual report each year.

### **3. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the Bank's announcement on nomination of Directors dated 28 November 2014. The Board nominated Mr. LU Jianping as an independent non-executive Director of the Bank. The appointment of Mr. LU Jianping will be proposed to the EGM for approval, subject to the ratification of his eligibility by China Banking Regulatory Commission. The term of office for Mr. LU Jianping is three years, commencing upon the ratification of his eligibility by China Banking Regulatory Commission.

The profile of Mr. LU Jianping is set out in the Bank's announcement on nomination of Directors on 28 November 2014. As at the date of this circular, there has been no change to such profile.

Mr. LU Jianping is entitled to allowance in accordance with the Allowance Policy for Independent Directors of Agricultural Bank of China Limited (中國農業銀行股份有限公司獨立董事津貼標準). Remuneration for directors will be disclosed in the annual report of the Bank each year.

### **4. ELECTION OF SUPERVISOR REPRESENTING SHAREHOLDERS**

Reference is made to the Bank's announcement on changes in Supervisors on 26 November 2014 that the board of Supervisors nominated Mr. CHE Yingxin as a Supervisor representing Shareholders of the Bank. The term for his appointments shall be 3 years, commencing upon the approval at the EGM.

The profile of Mr. CHE Yingxin is set out in the Bank's announcement on the changes in Supervisors on 26 November 2014. As at the date of this circular, there has been no change to such profile.

Mr. CHE Yingxin will receive remuneration based on his positions in the Bank during his term. Mr. CHE Yingxin's remuneration will include all current income and deferred payments of basic salaries, bonuses and allowances. The Bank will disclose the remuneration of Supervisors in the annual report each year.

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## LETTER FROM THE BOARD

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### 5. ADJUSTMENT TO THE MANDATE TO THE BOARD FOR DISPOSAL OF CREDIT ASSETS

To conduct the recovery and disposal business of non-performing credit assets, the Board proposed to adjust the mandate to the Board for disposal of credit assets to the EGM for approval, to authorize the Board to approve the full amount of reduction or relief of principal and interest of loans pursuant to relevant regulations, and to amend the relevant clauses in the *Scheme of Mandate to the Board by the Shareholders' General Meeting of Agricultural Bank of China Limited*.

### 6. THE EGM

A notice convening the EGM to be held at the Bank's headquarter, No.18B Jianguomen Nei Avenue, Beijing, PRC at 2:30 p.m. on Thursday, 15 January 2015 is set out on pages 5 to 6 of this circular. The ordinary resolutions for the election of Mr. ZHANG Yun as an executive Director, the election of Mr. LU Jianping as an independent non-executive Director, the election of Mr. CHE Yingxin as a Supervisor representing Shareholders of the Bank, and the adjustment to the mandate to the Board for disposal of credit assets will be proposed at the EGM. Any voting on the resolutions at the EGM shall be taken by poll.

A proxy form and a reply slip for use at the EGM is enclosed with this circular. Holders of H Shares who intend to attend the EGM 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 EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the EGM 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 26 December 2014.

In order to determine the holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Bank will be closed from 16 December 2014 to 15 January 2015 (both days inclusive). Holders of H Shares who wish to attend the EGM 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, Wan Chai, Hong Kong at or before 4:30 p.m on 15 December 2014.

### 7. RECOMMENDATION

The Board considers that the aforementioned proposals 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 EGM.

By Order of the Board  
**Agricultural Bank of China Limited**  
**ZHU Gaoming**  
*Company Secretary*

1 December 2014

*As at the date of this circular, our executive directors are Mr. ZHANG Yun and Mr. LOU Wenlong; our non-executive directors are Mr. SHEN Bingxi, Mr. CHENG Fengchao, Mr. XIAO Shusheng, Mr. ZHAO Chao and Mr. ZHOU Ke; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun and Mr. Francis YUEN Tin-fan.*

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## NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

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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)**

## NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2015 first extraordinary general meeting (the “EGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 2:30 p.m. on Thursday, 15 January 2015, at the Bank’s headquarter, No.18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following business:

### ORDINARY RESOLUTIONS

1. To consider and approve the election of Mr. ZHANG Yun as an executive director of the Bank;
2. To consider and approve the election of Mr. LU Jianping as an independent non-executive director of the Bank;
3. To consider and approve the election of Mr. CHE Yingxin as a supervisor representing shareholders of the Bank;
4. To consider and approve the adjustment to the mandate to the Board for disposal of credit assets.

By Order of the Board  
**Agricultural Bank of China Limited**  
**ZHU Gaoming**  
*Company Secretary*

Beijing, PRC  
1 December 2014

#### *Notes:*

- (1) The H share register of members of the Bank will be closed from 16 December 2014 to 15 January 2015 (both days inclusive). 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 15 December 2014 are entitled to attend the EGM.
- (2) Shareholders of H shares who are entitled to attend and vote at the EGM may designate one or more proxies to attend and vote at the EGM 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 EGM. Completion and return of the proxy form will not preclude the Shareholders of H shares from attending and voting at the EGM or any adjourned meeting should they so wish.

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## NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

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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 EGM shall be taken by poll.
- (4) Registration procedures for attending the EGM are as follows:
  - (a) holders of H shares or their proxies shall present proof of identity when attending the EGM. 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 EGM 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 EGM.
  - (b) holders of H shares who intend to attend the EGM 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 26 December 2014.
- (5) The EGM is expected to last for half a day. Shareholders attending (in person or by proxy) the EGM shall be responsible for their own travel and accommodation expenses.
- (6) Please refer to the circular of the EGM dated 1 December 2014 for the details of the above resolutions to be proposed at the EGM for consideration and approval.

*As at the date of this notice, our executive directors are Mr. ZHANG Yun and Mr. LOU Wenlong; our non-executive directors are Mr. SHEN Bingxi, Mr. CHENG Fengchao, Mr. XIAO Shusheng, Mr. ZHAO Chao and Mr. ZHOU Ke; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun and Mr. Francis YUEN Tin-fan.*