
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 supplemental circular and the enclosed supplemental 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss whatsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



**RE-ELECTIONS OF NON-EXECUTIVE DIRECTORS
AND
SUPPLEMENTAL NOTICE OF
THE 2017 FIRST EXTRAORDINARY GENERAL MEETING**

This supplemental circular shall be read in conjunction with the circular of the EGM dated 10 October 2017 as well as the announcement in relation to the postponement of the EGM and extension of closure of register of members dated 10 November 2017 of the Bank.

The EGM will be held 2:30 p.m. on Friday, 15 December 2017 at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC. A supplemental notice of the EGM is set out on pages 5 to 6 of this supplemental circular.

A supplemental proxy form for the EGM is enclosed with this supplemental circular. Holders of H Shares who intend to attend the EGM by proxy are required to complete the supplemental 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 (i.e., no later than 2:30 p.m. on Thursday, 14 December 2017). Completion and return of the supplemental proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

30 November 2017

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DEFINITIONS

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

“Articles of Association”	the articles of association of Agricultural Bank of China Limited, as amended from time to time
“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 of the Bank
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“Director(s)”	the director(s) of the Bank
“EGM”	the 2017 first extraordinary general meeting of the Bank to be held on 15 December 2017
“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, as amended from time to time
“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), a substantial shareholder of the Bank
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Bank

LETTER FROM THE BOARD



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)

Executive Directors

ZHOU Mubing

ZHAO Huan

Registered Office

No. 69, Jianguomen Nei Avenue

Dongcheng District

Beijing, PRC

Non-Executive Directors

ZHAO Chao

ZHANG Dinglong

CHEN Jianbo

HU Xiaohui

XU Jiandong

LIAO Luming

Principal Place of Business

in Hong Kong

25/F, Agricultural Bank of China Tower

50 Connaught Road Central

Hong Kong

Independent Non-Executive Directors

WEN Tiejun

Francis YUEN Tin-fan

XIAO Xing

WANG Xinxin

HUANG Zhenzhong

30 November 2017

To the Shareholders,

Dear Sir or Madam,

**RE-ELECTIONS OF NON-EXECUTIVE DIRECTORS
AND
SUPPLEMENTAL NOTICE OF
THE 2017 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

We refer to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the EGM dated 10 October 2017, which contain the details of the resolutions to be tabled at the EGM for Shareholders’ approval. We also refer to the announcement in relation to the postponement of the EGM and extension of closure of register of members dated 10 November

LETTER FROM THE BOARD

2017 (the “**Postponement Announcement**”), according to which the EGM was postponed to be held at 2:30 p.m. on Friday, 15 December 2017. This supplemental circular should be read in conjunction with the Original Circular as well as the Postponement Announcement.

The Board received an interim proposal in written from Huijin on 28 November 2017, nominating Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong to continue to serve as non-executive Directors. Such proposals have been considered and approved at the meeting of the Board held on 29 November 2017. Pursuant to the relevant laws, regulations and the Articles of Association, ordinary resolutions for approving the elections of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong as non-executive Directors will be proposed at the EGM.

The purpose of this supplemental circular is to set out the supplemental notice of the EGM and to provide you with details regarding the resolutions mentioned above. Unless otherwise stated in this supplemental circular, there is no other change to the EGM related matters set out in the Original Circular, the Original Notice and the Postponement Announcement.

2. RE-ELECTIONS OF NON-EXECUTIVE DIRECTORS

We refer to the Bank’s announcement on the resolutions of the Board dated 29 November 2017. The term of office of each of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong as a non-executive Director will expire in early 2018. Huijin, a substantial shareholder of the Bank, nominated each of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong to continue to serve as a non-executive Director, subject to the approvals by the EGM.

The profiles of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong were set out in the Bank’s announcement on the resolutions of the Board dated 29 November 2017. As at the date of this circular, there has been no change to such profiles.

Each of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong will not receive any salary or Director’s fee from the Bank during their terms. The Bank will disclose the remuneration of Directors in the annual report each year.

Save as disclosed above, none of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong held any directorship in any other listed companies or took up any post in any affiliated companies of the Bank in the past three years, nor do they have any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, none of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong has 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-elections of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong as non-executive Directors 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.

LETTER FROM THE BOARD

The renewed term of office for each of Mr. ZHANG Dinglong, Mr. CHEN Jianbo and Mr. XU Jiandong as a non-executive Director will be three years, commencing upon the approvals by the EGM.

3. THE EGM

The EGM will be held at 2:30 p.m. on Friday, 15 December 2017, at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC.

A supplemental proxy form is enclosed with this supplemental circular. The proxy form issued by the Bank along with the Original Circular (the "**Original Proxy Form**") will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share registrar of the Bank.

Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the supplemental proxy form are different and more than one of the proxies attend the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.

Please refer to the Original Notice and the Postponement Announcement for details in respect of the other resolutions to be considered and approved at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of H Share register of members and other relevant matters.

4. RECOMMENDATION

The Board considers that the proposals mentioned above 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
ZHANG Keqiu
Company Secretary

As at the date of this circular, our executive Directors are Mr. ZHOU Mubing and Mr. ZHAO Huan; our non-executive Directors are Mr. ZHAO Chao, Mr. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui, Mr. XU Jiandong and Mr. LIAO Luming; and our independent non-executive Directors are Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan, Ms. XIAO Xing, Mr. WANG Xinxin and Mr. HUANG Zhenzhong.



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)

**SUPPLEMENTAL NOTICE OF
THE 2017 FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the 2017 First Extraordinary General Meeting (the “**EGM**”) of Agricultural Bank of China Limited (the “**Bank**”) dated 10 October 2017, which set out the details of the resolutions to be proposed at the EGM for shareholders’ approval. Reference is also made to the announcement in relation to the postponement of the EGM and extension of closure of register of members dated 10 November 2017, according to which the EGM was postponed to be held at 2:30 p.m. on Friday, 15 December 2017.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held at 2:30 p.m. on Friday, 15 December 2017, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following resolutions in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTIONS

8. To consider and approve the re-election of Mr. ZHANG Dinglong as a non-executive director of the Bank;
9. To consider and approve the re-election of Mr. CHEN Jianbo as a non-executive director of the Bank;
10. To consider and approve the re-election of Mr. XU Jiandong as a non-executive director of the Bank.

By Order of the Board
Agricultural Bank of China Limited
ZHANG Keqiu
Company Secretary

Beijing, PRC
30 November 2017

SUPPLEMENTAL NOTICE OF THE 2017 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Details of the above resolutions are set out in the supplemental circular of the Bank dated 30 November 2017 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice of the EGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the resolutions mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Bank along with the Original Circular (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Bank.
- (3) Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attend the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.
- (4) To be valid, the Supplemental 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 (i.e., no later than 2:30 p.m. on Thursday, 14 December 2017). Completion and return of the Supplemental Proxy Form will not preclude the holders of H shares from attending and voting at the EGM 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

- (5) Please refer to the Original Notice and the announcement in relation to the postponement of the EGM and extension of closure of register of members dated 10 November 2017 for details in respect of the other resolutions to be considered at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.

As at the date of this supplemental notice, our executive directors are Mr. ZHOU Mubing and Mr. ZHAO Huan; our non-executive directors are Mr. ZHAO Chao, Mr. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui, Mr. XU Jiandong and Mr. LIAO Luming; and our independent non-executive directors are Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan, Ms. XIAO Xing, Mr. WANG Xinxin and Mr. HUANG Zhenzhong.