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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 DIRECTORS
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
ELECTION OF NON-EXECUTIVE DIRECTORS
ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS
AND
NOTICE OF THE 2012 FIRST EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Main Conference Room, 2nd Floor of Yin Long Yuan Hotel, Zhan Lan Guan Road, Beijing, PRC at 9:30 a.m. on 16 January 2012 is set out on pages 9 to 10 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 Shareholders from attending and voting at the EGM or any adjourned meeting should they 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 23 December 2011.

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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
“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; and Agricultural Bank of China, the predecessor of Agricultural Bank of China Limited (as applicable)
“Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“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 and Taiwan
“Director(s)”	the director(s) of the Bank
“EGM”	the 2012 first extraordinary general meeting of the Bank to be held on 16 January 2012
“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 Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“MOF”	the Ministry of Finance of the PRC
“PBOC”	the People’s Bank of China (中國人民銀行)
“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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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

YANG Kun

PAN Gongsheng

Registered Office

No. 69, Jianguomen Nei Avenue

Dongcheng District

Beijing, PRC

Non-Executive Directors

LIN Damao

ZHANG Guoming

XIN Baorong

SHEN Bingxi

CHENG Fengchao

LI Yelin

Principal Place of Business

in Hong Kong

23/F, Tower 1, Admiralty Centre

18 Harcourt Road

Hong Kong

Independent Non-Executive Directors

Anthony WU Ting-yuk

QIU Dong

Frederick MA Si-hang

WEN Tiejun

1 December 2011

To the Shareholders,

Dear Sir or Madam,

**ELECTION OF EXECUTIVE DIRECTORS
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
ELECTION OF NON-EXECUTIVE DIRECTORS
ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS
AND
NOTICE OF THE 2012 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The ordinary resolutions for the approval of, among other things, the election of executive Directors, the election of independent non-executive Directors, the election of non-executive Directors and the election of shareholder representative Supervisors will be proposed at the EGM.

LETTER FROM THE BOARD

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.

ELECTION OF EXECUTIVE DIRECTORS

Reference is made to the announcement dated 29 November 2011 that the Board of Directors nominated Mr. JIANG Chaoliang as an executive Director of the Bank. The appointment of Mr. Jiang will be proposed to the EGM for approval, subject to the ratification of his eligibility by CBRC. The term for his appointment shall be 3 years, commencing upon the ratification of his eligibility by CBRC. The Board also nominated Mr. ZHANG Yun and Mr. YANG Kun to be re-elected as executive Directors of the Bank. The appointments of Mr. Zhang and Mr. Yang will be proposed to the EGM for approval. The term for their appointments shall be 3 years, commencing upon the approval by the EGM.

Mr. JIANG Chaoliang, aged 54, holds a Master's degree in Economics from Southwestern University of Finance and Economics and is a senior economist. Mr. Jiang previously served as director of General Planning Department and general manager of International Business Department of Agricultural Bank of China and vice director of Banking Department of PBOC. He used to serve concurrently as president of Shenzhen Branch of PBOC and governor of Shenzhen Branch of State Administration of Foreign Exchange, and president of Guangzhou Branch of PBOC and governor of Guangdong Branch of State Administration of Foreign Exchange. He was appointed as executive assistant president, director of the General Office and director of Labour Union Working Committee of PBOC in June 2000, deputy governor of Hubei Province in September 2002, chairman of the board of directors of Bank of Communications in June 2004 and vice chairman of the board of directors and president of China Development Bank in September 2008. He used to serve concurrently as chairman of China Banking Association and member of Monetary Policy Committee of PBOC, and now concurrently serves as chairman of China Payment and Settlement Association. Mr. Jiang is a representative of the Seventeenth National Representative Conference of the Communist Party of China and member of the Eleventh National Committee of the Chinese People's Political Consultative Conference.

Mr. ZHANG Yun, aged 52, holds a PhD in economics from Wuhan University and is a senior economist. He has served as Vice Chairman, Executive Director and President of the Bank since January 2009. Mr. Zhang previously served successively as deputy president of Shenzhen Branch, deputy president of Guangdong Branch, and president of Guangxi Autonomous Region Branch of the Bank. Mr. Zhang was appointed as executive assistant president and general manager of Personnel Department of the Bank in March 2001, and executive vice president of the Bank in December 2001. Mr. Zhang concurrently serves as president of County Area Banking Business Division and chairman of County Area Banking Business Management Committee of the Bank.

Mr. YANG Kun, aged 53, holds a Master's degree in economics from Nankai University and is a senior economist. He has served as Executive Director and Executive Vice President of the Bank since January 2009. Mr. Yang previously served successively in the Bank as deputy general manager of the Personnel and Education Department, deputy general manager of the Agency Business Department, general manager of the Market Development Department and president of Anhui Branch. Mr. Yang had served concurrently as executive assistant president of the Bank and president of Anhui Branch since January 2002. In November 2003, Mr. Yang had served as executive assistant president of the Bank and was appointed as executive vice president of the Bank in March 2004. Mr. Yang concurrently serves as chairman of the board of directors of ABC-CA Fund Management Co., Ltd. and chairman of the board of directors of ABC Financial Leasing Co., Ltd.

LETTER FROM THE BOARD

Mr. Jiang, Mr. Zhang and Mr. Yang will not receive any Director's fee from the Bank during their terms. They will receive remuneration based on their 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 the annual report each year.

Save as disclosed in this circular, Mr. Jiang, Mr. Zhang and Mr. Yang did not hold any directorship in any other listed companies or take up any post in any group members 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. Jiang, Mr. Zhang and Mr. Yang do 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 the above, there is no other information relating to the proposed appointments of Mr. Jiang, Mr. Zhang and Mr. Yang that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Reference is made to the announcement dated 29 November 2011 that the Board of Directors nominated Mr. Anthony WU Ting-yuk and Mr. QIU Dong to be re-elected as independent non-executive Directors of the Bank. The appointments of Mr. Wu and Mr. Qiu will be proposed to the EGM for approval. The term for their appointments shall be 3 years, commencing upon the approval by the EGM.

Mr. Anthony WU Ting-yuk, aged 57, is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and member of the Ninth, Tenth and Eleventh National Committee of the Chinese People's Political Consultative Conference. He has served as independent non-executive Director of the Bank since January 2009. Mr. Wu previously served successively as chairman of Far East and China, Ernst & Young PLL, and chairman of Hong Kong Hospital Authority since October 2004. Mr. Wu is currently serving as chairman of Bauhinia Foundation Research Center, Hong Kong; chairman of Hong Kong General Chamber of Commerce; chief advisor of Greater China, Bank of Tokyo-Mitsubishi; director of Fidelity Funds, member of Hong Kong Commission on Strategic Development; member of Steering Committee on Community Care Fund; member of Hong Kong Health and Medical Development Advisory Committee; member of Committee for Pearl River Delta Project; member of Board of Directors, United Nations Association of the PRC; and trustee of Foundation of Oxford University. Mr. Wu was appointed as Justice of the Peace in 2004 and awarded Gold Bauhinia Star in 2008, respectively, by the Government of Hong Kong.

Mr. QIU Dong, aged 54, holds a PhD in Economics and is a PhD supervisor, an expert entitled to Government Special Allowance by the State Council and a distinguished guest professor of Changjiang Scholars Program. He once served as principal of Dongbei University of Finance and Economics and a representative of the Tenth National People's Congress. He is now the chairman of Academic Committee of National Accounting Research Institute of Beijing Normal University. He has served as independent non-executive Director of the Bank since January 2009. Mr. Qiu is currently serving as member of the Appraisal Group of Philosophy, Social Science and Planning, member of the Disciplines Evaluation Panel of the Academic Degrees Committee of the State Council (Applied Economics), member of Economics Teaching Steering Committee for Universities and Colleges, Ministry of Education, member of the Advisory Committee of the National Bureau of Statistics of the PRC; vice president of National Accounting Society of China, vice president of Statistical Education Society of China, vice president of China Association of Market Information and Research, member of National Statistical Teaching Material Editing and Censoring Committee, member of Selection Committee for Science and Technology Progress Award on Statistics

LETTER FROM THE BOARD

of China; adjunct PhD supervisor of Tianjin University of Finance and Economics, adjunct professor of Zhejiang Gongshang University, Jinan University, Zhongnan University of Economics and Law, Shanxi University of Finance and Economics, Zhejiang University of Finance and Economics, Southwestern University of Finance and Economics and member of Editorial Board of Statistical Research.

Mr. Wu and Mr. Qiu will receive allowances during their terms 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). The Bank will disclose the remuneration of Directors in the annual report each year.

Save as disclosed in this circular, Mr. Wu and Mr. Qiu did not hold any directorship in any other listed companies or take up any post in any group members 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. Wu and Mr. Qiu do 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 the above, there is no other information relating to the proposed appointments of Mr. Wu and Mr. Qiu that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

ELECTION OF NON-EXECUTIVE DIRECTORS

Reference is made to the announcement dated 29 November 2011 that the Board of Directors nominated Mr. LIN Damao, Mr. SHEN Bingxi, Mr. CHENG Fengchao to be re-elected as non-executive Directors of the Bank. The appointments of Mr. Lin, Mr. Shen and Mr. Cheng will be proposed to the EGM for approval. The term for their appointments shall be 3 years, commencing upon the approval by the EGM. The Board of Directors also nominated Mr. ZHAO Chao and Mr. XIAO Shusheng as non-executive Directors of the Bank. The appointments of Mr. Zhao and Mr. Xiao will be proposed to the EGM for approval, subject to ratification of their eligibilities by CBRC. The term for their appointments shall be 3 years, commencing upon the ratification of their eligibilities by CBRC.

Mr. LIN Damao, aged 57, holds a Bachelor's degree and is an accountant. He is currently working with Central Huijin Investment Ltd., and has served as non-executive Director of the Bank since January 2009. Mr. Lin previously served successively in several positions in MOF, including deputy director of Foreign Economy Division, Foreign Currency and Foreign Affairs Department; deputy director of Foreign Economic Cooperation Division, Foreign Currency and Foreign Affairs Department; director of Foreign Economic Cooperation Division, Foreign Currency and Foreign Affairs Department; director of Foreign Economy Division, Foreign Affairs Department; and director of Foreign Affairs Division, Department of Policies and Legislation. Mr. Lin was appointed as vice counsel of MOF Department of Policy and Legislation in May 2001.

Mr. SHEN Bingxi, aged 59, holds a PhD in economics from Renmin University of China and is a Research Fellow. He is currently working with Central Huijin Investment Ltd., and has served as non-executive Director of the Bank since January 2009. Mr. Shen previously served successively in several positions in PBOC, including deputy director of Financial Market Division, Financial System Reform Department; director of System Reform Division and Currency Policy Research Division, Policy Research Office; director of Currency Policy Division, Research Department; chief representative of Tokyo Representative Office; deputy chief of Financial Market Department and counsel of Financial Market Department. Mr. Shen was a guest research fellow at University of Tokyo, and is now an adjunct professor of Zhejiang University and University of International Business and Economics.

LETTER FROM THE BOARD

Mr. CHENG Fengchao, aged 52, holds a PhD in management from Hunan University and is a Senior Accountant, a PRC Certified Public Accountant and a PRC Certified Asset Appraiser. He is currently working with Central Huijin Investment Ltd., and has served as non-executive Director of the Bank since January 2009. Mr. Cheng previously served successively as vice director of Financial Bureau, Pingquan County, Hebei Province; vice director of Administrative Office, Financial Department of Hebei Province; head of Hebei Accounting Firm; vice president and secretary-general of Hebei Institute of Certified Public Accountants; and deputy general manager of Shijiazhuang Office, China Great Wall Asset Management Corporation. Mr. Cheng was appointed as general manager of Valuation Management Department, China Great Wall Asset Management Corporation in January 2001; general manager of Tianjin Office, China Great Wall Asset Management Corporation in January 2006; and general manager of Development Research Department, China Great Wall Asset Management Corporation in August 2008. Mr. Cheng is now also serving as a guest professor of School of Economics of Peking University; PhD supervisor of Hunan University; Master's degree supervisor of Central University of Finance and Economics, Capital University of Economics and Business and Beijing Technology and Business University; member of Committee for Restructuring of Listed Companies of China Securities Regulatory Commission and independent director of Tongfang Co., Ltd. Mr. Cheng concurrently serves as a non-executive director of ABC International Holdings Limited.

Mr. ZHAO Chao, aged 53, holds a Bachelor's degree and is a statistician. Mr. Zhao started to work with Bureau of Statistics of Shanxi Province in 1982, and served successively as vice director of Finance and Trade Division, Bureau of Statistics of Shanxi Province; director of Business and Trade Division and Legislation Division, State-owned Assets Supervision and Administration Bureau of Shanxi Province; director of Supervision and Inspection Division, Policies and Legislation Department of National State-owned Assets Supervision and Administration Bureau, director of Property Right Legal Affairs Division, MOF State-owned Capital Basic Management Department; counsel of Lottery Management Division, MOF Department of Policy Planning; secretary general of MOF General Department, vice director of MOF Investment Appraisal and Censoring Centre, and vice counsel of MOF Department of Treaty and Law.

Mr. XIAO Shusheng, aged 56, holds a Bachelor's degree and is a senior accountant. Mr. Xiao started to work with MOF in 1982, and served successively as vice director and director in MOF Department of Accounting; vice secretary-general of Chinese Institute of Certified Public Accountants; director of Registration Department, Chinese Institute of Certified Public Accountants and vice director and director of MOF Accountants Qualification Appraisal Centre.

Mr. Lin, Mr. Shen, Mr. Cheng, Mr. Zhao and Mr. Xiao will not receive any salary or Director's fee from the Bank during their terms. The Bank will make disclosure on the remuneration of Directors in the annual report each year.

Save as disclosed in this circular, Mr. Lin, Mr. Shen, Mr. Cheng, Mr. Zhao and Mr. Xiao did not hold any directorship in any other listed companies or take up any post in any group members 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. Lin, Mr. Shen, Mr. Cheng, Mr. Zhao and Mr. Xiao do 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 the above, there is no other information relating to the proposed appointments of Mr. Lin, Mr. Shen, Mr. Cheng, Mr. Zhao and Mr. Xiao that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

Reference is made to the announcement dated 25 November 2011 that the Board of Supervisors nominated Mr. Che Yingxin to be re-elected as a shareholder representative Supervisor of the Bank. The Board of Supervisors also nominated Mr. Liu Hong as shareholder representative Supervisors of the Bank. The appointments of Mr. Che and Mr. Liu as shareholder representative Supervisors of the Bank will be proposed to the EGM for approval. The term for their appointments shall be 3 years, commencing upon the approval by the EGM.

Mr. Che Yingxin, aged 57, holds a Bachelor's degree. He has served as chairman of the Board of Supervisors of the Bank since January 2009. Mr. Che previously served successively as governor of Lushi sub-branch, deputy governor of Luoyang branch, governor of Sanmenxia branch, president of Xinyang branch and vice president of Henan Provincial branch of PBOC; deputy director of the Inspection Bureau of PBOC; deputy secretary of the Commission for Discipline Inspection and director of the Inspection Bureau of PBOC; deputy secretary of Communist Party of China Central Commission for Financial Discipline Inspection; director of Financial Inspection Bureau of Ministry of Supervision; and director of Banking Supervision Department I of CBRC. Mr. Che was appointed as assistant to chairman of CBRC in February 2005, and chairman of the Board of Supervisors of Key State-owned Financial Institutions in December 2005.

Mr. Liu Hong, aged 43, holds a Bachelor's degree and is a senior economist. He has served as director of the Board of Supervisors Office of the Bank since July 2011. Mr. Liu previously served successively in several positions in the Bank, including deputy director of Labour and Wages Division and director of Wages and Benefits Division of Personnel Department, deputy president of Qingdao Branch in April 2005, deputy general manager of the Personnel Department in November 2006, deputy director of the Executive Office and publisher and editor-in-chief of China Urban-Rural Financial News in May 2010.

Mr. Che and Mr. Liu will receive remuneration based on their positions in the Bank during their terms. Mr. Che's remuneration will include all current income and deferred payments of basic salaries, bonuses and allowances. Mr. Liu's remuneration will include basic salary, post wage and bonus. The Bank will disclose the remuneration of Supervisors in the annual report each year.

Save as disclosed in this circular, Mr. Che and Mr. Liu did not hold any directorship in any other listed companies or take up any post in any group members 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. Che and Mr. Liu do 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 the above, there is no other information relating to the proposed appointments of Mr. Che and Mr. Liu that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

EGM

A notice convening the EGM to be held at Main Conference Room, 2nd Floor of Yin Long Yuan Hotel, Zhan Lan Guan Road, Beijing, PRC at 9:30 a.m. on 16 January 2012 is set out on pages 9 to 10 of this circular. The ordinary resolutions for the approval of, among other things, the election of executive Directors, the election of independent non-executive Directors and the election of shareholder representative Supervisors will be proposed at the EGM. Any voting on the ordinary resolutions at the EGM shall be taken by poll.

LETTER FROM THE BOARD

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 Shareholders from attending and voting at the EGM or any adjourned meeting should they 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 23 December 2011.

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 17 December 2011 to 16 January 2012 (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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on 16 December 2011.

RECOMMENDATION

The Board of Directors considers that the proposals mentioned above 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 relevant resolutions at the EGM.

By Order of the Board of Directors
Agricultural Bank of China Limited
Li Zhenjiang
Company Secretary

NOTICE OF THE 2012 FIRST EXTRAORDINARY 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 2012 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 First Extraordinary General Meeting (the “EGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 9:30 a.m. on 16 January 2012, at Main Conference Room, 2nd Floor of Yin Long Yuan Hotel, Zhan Lan Guan Road, Beijing, PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. Election of Mr. JIANG Chaoliang as an executive director of the Bank;
2. Election of Mr. ZHANG Yun as an executive director of the Bank;
3. Election of Mr. YANG Kun as an executive director of the Bank;
4. Election of Mr. Anthony WU Ting-yuk as an independent non-executive director of the Bank;
5. Election of Mr. QIU Dong as an independent non-executive director of the Bank;
6. Election of Mr. LIN Damao as a non-executive director of the Bank;
7. Election of Mr. SHEN Bingxi as a non-executive director of the Bank;
8. Election of Mr. CHENG Fengchao as a non-executive director of the Bank;
9. Election of Mr. ZHAO Chao as a non-executive director of the Bank;
10. Election of Mr. XIAO Shusheng as a non-executive director of the Bank;
11. Election of Mr. CHE Yingxin as a shareholder representative supervisor of the Bank; and
12. Election of Mr. LIU Hong as a shareholder representative supervisor of the Bank.

By Order of the Board of Directors
Agricultural Bank of China Limited
Li Zhenjiang
Company Secretary

Beijing, PRC
1 December 2011

NOTICE OF THE 2012 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The H share register of members of the Bank will be closed from 17 December 2011 to 16 January 2012 (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 shareholders on the H share register of members of the Bank at or before 4:30 p.m. on 16 December 2011 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.

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 resolution 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 23 December 2011.
- (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) As at the date of this notice, the executive directors of the Bank are Mr. ZHANG Yun, Mr. YANG Kun and Mr. PAN Gongsheng; the non-executive directors are Mr. LIN Damao, Mr. ZHANG Guoming, Ms. XIN Baorong, Mr. SHEN Bingxi, Mr. CHENG Fengchao and Mr. LI Yelin, the independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang and Mr. WEN Tiejun.