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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 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.

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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 INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
THE 2015 FIRST EXTRAORDINARY GENERAL MEETING**

This supplemental circular shall be read in conjunction with the circular of the EGM dated 1 December 2014.

A supplemental 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 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. 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.

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DEFINITIONS

In this supplemental 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
“Articles of Association”	the articles of association of the Bank
“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”	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 supplemental circular, Hong Kong, the Macau Special Administrative Region 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 Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Huijin”	Central Huijin Investment Ltd.
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the shares of the Bank



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Executive Directors

LIU Shiyu
ZHANG Yun
LOU Wenlong

Registered Office

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

Non-Executive Directors

SHEN Bingxi
CHENG Fengchao
XIAO Shusheng
ZHAO Chao
ZHOU Ke

Principal Place of Business

in Hong Kong

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

Independent Non-Executive Directors

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

31 December 2014

To the Shareholders,

Dear Sir or Madam,

**ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
THE 2015 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the EGM dated 1 December 2014, which contain the details of the resolution to be tabled before the EGM for Shareholders’ approval. This supplemental circular should be read in conjunction with the Original Circular.

LETTER FROM THE BOARD

According to the relevant regulation of Articles of Association, Huijin, as a Shareholder holding 40.28% voting shares of the Bank, proposed a provisional proposal in writing to the Board by commission of the Bank on 30 December 2014, nominating Ms. XIAO Xing as an independent non-executive Director. Pursuant to the relevant laws, regulations and the Articles of Association, the ordinary resolution for approving the election of Ms. XIAO Xing as an independent non-executive Director 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 resolution mentioned above. Save as those set out in this supplemental circular, no changes have been made to the matters in relation to the EGM as set out in the Original Circular and Original Notice.

2. ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement on the nomination of Director dated 24 December 2014. The Board nominated Ms. XIAO Xing as an independent non-executive Director. The appointment of Ms. XIAO Xing will be proposed to the EGM for approval, subject to the ratification of her eligibility by the CBRC. The term of office for Ms. XIAO Xing is three years, commencing upon the ratification of her eligibility by the CBRC.

The profile of Ms. XIAO Xing is set out in the Bank's announcement on the nomination of Director dated 24 December 2014. As at the date of this supplemental circular, there has been no change to such profile.

Ms. XIAO Xing will receive allowances during her term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The Bank will disclose the remuneration of Directors in its annual report each year.

3. THE EGM

A supplemental 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 supplemental circular.

A supplemental proxy form in respect of the ordinary resolution to consider and approve the election of independent non-executive Director is enclosed with this supplemental circular. The proxy form (the "**Original Proxy Form**") issued by the Bank along with the Original Circular 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 for details in respect of the other resolutions to be considered and passed at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Board considers that the proposal mentioned above is in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution at the EGM.

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

As at the date of this supplemental circular, our executive directors are Mr. LIU Shiyu, 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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SUPPLEMENTAL NOTICE OF
THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the 2015 first extraordinary general meeting (the “**EGM**”) of Agricultural Bank of China Limited (the “**Bank**”) dated 1 December 2014, which set out the details of the resolutions to be proposed at the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled 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 resolution as an ordinary resolution, which was submitted to the board of directors of the Bank by Central Huijin Investment Ltd., in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTION:

5. To consider and approve the election of Ms. XIAO Xing as an independent non-executive director of the Bank.

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

Beijing, PRC
31 December 2014

Notes:

- (1) Details of the resolution is set out in the supplemental circular of the Bank dated 31 December 2014 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the resolution 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.

SUPPLEMENTAL NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

- (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 attended 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. Completion and return of the Supplemental 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

- (5) Please refer to the Original Notice 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 announcement, our executive directors are Mr. LIU Shiyu, 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.