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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)

**GRANT TO THE BOARD OF DIRECTORS OF
A GENERAL MANDATE TO ISSUE NEW SHARES
FINAL FINANCIAL ACCOUNTS FOR 2014
PROFIT DISTRIBUTION PLAN FOR 2014
FIXED ASSETS INVESTMENT BUDGET FOR 2015
ELECTION OF EXECUTIVE DIRECTOR
ELECTION OF SUPERVISOR REPRESENTING SHAREHOLDERS
ELECTION OF EXTERNAL SUPERVISORS
APPOINTMENTS OF EXTERNAL AUDITORS FOR 2015
AND
NOTICE OF THE 2014 ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC at 2:30 p.m. on Monday, 29 June 2015 is set out on pages 10 to 13 of this circular.

A proxy form and a reply slip for use at the AGM are enclosed with this circular. Holders of H Shares who intend to attend the AGM 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the AGM 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 Tuesday, 9 June 2015.

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DEFINITIONS

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

“AGM”	the 2014 annual general meeting of the Bank to be held on 29 June 2015
“Articles of Association”	the articles of association of the Bank, as amended from time to time
“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 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 of the PRC and Taiwan
“Company Law”	the Company Law of the PRC
“County Area”	the county-level regions (excluding the district-level areas in the cities) in China and the areas, under their administration, including counties and county-level cities
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Bank
“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
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Sannong”	agriculture, rural areas and farmers
“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

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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

ZHAO Chao
ZHOU Ke
ZHANG Dinglong
CHEN Jianbo
HU Xiaohui
XU Jiandong

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

Independent Non-Executive Directors

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

14 May 2015

To the Shareholders,

Dear Sir or Madam,

**GRANT TO THE BOARD OF DIRECTORS OF
A GENERAL MANDATE TO ISSUE NEW SHARES
FINAL FINANCIAL ACCOUNTS FOR 2014
PROFIT DISTRIBUTION PLAN FOR 2014
FIXED ASSETS INVESTMENT BUDGET FOR 2015
ELECTION OF EXECUTIVE DIRECTOR
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ELECTION OF EXTERNAL SUPERVISORS
APPOINTMENTS OF EXTERNAL AUDITORS FOR 2015
AND
NOTICE OF THE 2014 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD OF DIRECTORS

1. INTRODUCTION

The special resolution for approving the grant to the Board of Directors of a general mandate to issue new shares will be proposed at the AGM.

The ordinary resolutions for approving the 2014 work report of the Board of Directors of the Bank, the 2014 work report of the Board of Supervisors of the Bank, the final financial accounts for 2014, the profit distribution plan for 2014, the fixed assets investment budget for 2015, the election of Mr. CAI Huaxiang as an executive Director, the election of Mr. YUAN Changqing as a Supervisor representing Shareholders, the election of Mr. LI Wang as an external Supervisor, the election of Ms. LV Shuqin as an external Supervisor and the appointments of external auditors for 2015 will also be proposed at the AGM.

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

2. GRANT TO THE BOARD OF DIRECTORS OF A GENERAL MANDATE TO ISSUE NEW SHARES

In order to ensure the stable growth of the Bank's business and the Shareholders' long-term interests, construct an effective system for sound capital management system, improve the flexibility of the Bank's capital management, it is hereby proposed to the AGM to grant the Board of Directors the general mandate to separately or concurrently allot, issue and/or deal with newly issued shares (including ordinary and preference shares), and to enter into or grant offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe for or convert into shares) that are required or may be required for the allotment and issuance of the shares not exceeding 20% of the respective number of each of the existing A Shares and/or H Shares at the date of the granting of the Shareholders' approval. The specific terms of the general mandate are set out below:

- (1) Subject to the conditions set out in paragraphs (i), (ii) and (iii) below and in accordance with applicable laws and regulations of the PRC, the Hong Kong Listing Rules (as amended from time to time) and the Articles of Association, the Bank proposes to grant the unconditional general mandate to the Board of Directors to allot, issue and/or deal with, separately or concurrently, newly issued shares (including ordinary and preference shares) and enter into or grant offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe for or convert into shares) that are required or may be required for the allotment and issuance of the shares during the Relevant Period (as defined below);
 - (i) such mandate shall not extend beyond the Relevant Period except that the Board of Directors, within the Relevant Period, may enter into or grant offers, agreements, share subscription rights or conversion rights that are required or may be required to be conducted or exercised at or after the end of the Relevant Period;

LETTER FROM THE BOARD OF DIRECTORS

- (ii) the respective number of the newly issued shares (including ordinary and preference shares) proposed to be allotted, issued and/or dealt with or approved conditionally or unconditionally to be allotted, issued and/or dealt with, and offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe for or convert into shares) entered into or granted by the Board of Directors shall not exceed 20% of the respective total number of each of the A Shares and/or H Shares outstanding as at the date on which this proposal is approved by the Shareholders' general meeting (among which, preference shares convertible to ordinary shares shall be calculated by class and number following the conversion into ordinary shares);
 - (iii) the Board of Directors can exercise such mandate mentioned above only in the circumstance that it is in compliance with the Company Law, the Hong Kong Listing Rules (as amended from time to time) or any applicable laws, regulations and rules of any other government or regulatory authority, and all necessary approvals from the CSRC and/or other relevant PRC government authorities are obtained.
- (2) For the purpose of this proposal, "Relevant Period" means the period from the date on which this resolution is approved by the AGM until the earliest of:
- (i) the conclusion of the next annual general meeting of the Bank following the approval of this proposal;
 - (ii) the expiration of the 12-month period following the approval of this proposal at the AGM; or
 - (iii) the date on which the mandate granted to the Board of Directors set out in this proposal is revoked or amended by a special resolution of the Shareholders of the Bank at a Shareholders' general meeting.
- (3) In accordance with the method, type, size of the issuance of shares and the capital structure of the Bank following the completion of the issuance of shares, among others, the Board of Directors is authorized to amend the Articles of Association of the Bank as it deems appropriate and necessary so as to reflect the latest capital structure and registered capital (as applicable); and to take any necessary actions and to go through any necessary procedures (including but not limited to obtaining approvals from relevant regulatory authorities and completing registration processes with relevant industrial and commercial administration) in order to give effect to the issuance of shares under this resolution.
- (4) For the purpose of enhancing efficiency in the decision making process and ensuring the success of issuance, it is proposed to the AGM to approve that the Board of Directors delegates such authorization to the Chairman of the Board of Directors, the President, executive vice president, the board secretary or other person designated by the Board of Directors to take charge of all matters related to the issue of shares.

LETTER FROM THE BOARD OF DIRECTORS

3. FINAL FINANCIAL ACCOUNTS FOR 2014

Please refer to the financial statements in the 2014 Annual Report of the Bank published on 28 April 2015 for details of the final financial accounts for 2014.

4. PROFIT DISTRIBUTION PLAN FOR 2014

Pursuant to relevant laws and regulatory requirements, the Bank proposed the following profit distribution plan for 2014:

- (i) RMB17,894 million will be appropriated to the statutory surplus reserve pursuant to the Company Law;
- (ii) RMB18,721 million will be appropriated to the general reserve pursuant to relevant requirements including the *Administrative Measures for Provision of Reserves of Financial Enterprises* issued by the Ministry of Finance of the PRC;
- (iii) a total amount of RMB59,113 million (tax inclusive) will be distributed to holders of A Shares and H Shares whose names appear on the registers of members of the Bank at close of business on 9 July 2015, based on the total share capital of the Bank of 324,794 million shares as at 31 December 2014 and a cash dividend of RMB1.82 per ten ordinary Shares (tax inclusive). The cash dividend payment date for H Shares will be Friday, 24 July 2015. The dividend payout ratio is 32.94% of the net profits attributable to the Shareholders during the period; and
- (iv) no capital reserve will be transferred to increase the share capital of the Bank.

For the purpose of determining the entitlement of holders of H Shares to the proposed cash dividend distribution for the year 2014, the H Share register of members of the Bank will be closed from 4 July 2015 to 9 July 2015 (both days inclusive). Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed cash dividend distribution for 2014 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 3 July 2015.

5. FIXED ASSETS INVESTMENT BUDGET FOR 2015

According to Five Years Plan (2012–2016) for Fixed Assets Investment and the needs of the Bank's overall business development, the total amount of the fixed assets investment budget of the Bank for 2015 will be RMB24.8 billion, of which, the general investment budget will be RMB23.8 billion and the special investment budget will be RMB1 billion. Detailed arrangements are set out as below:

(1) General Investment Budget

The fixed assets general investment budget of the Bank for 2015 will be RMB23.8 billion, representing a decrease of RMB1 billion as compared to that of 2014, of which investment budget for Sannong business will be RMB12.82 billion, representing an increase of RMB0.1 billion as compared to that of 2014. The following are the main considerations: (1) RMB12.2 billion (accounting for 51.3% of the total amount of general investment budget) is used to meet subsequent funds demand of the investment projects of the previous year, which includes RMB5.8 billion for the establishment of branch outlets, RMB0.4 billion for information technology facilities, RMB6 billion for the construction of office buildings for county-level and above sub-branches; (2) RMB11.6 billion (accounting for 48.7% of the total amount of general investment budget) is used to meet funds demand of new establishments in key projects, which includes RMB3.2 billion for the establishment of branch outlets, RMB0.8 billion for information technology facilities, RMB1.7 billion for self-service facilities, RMB2.2 billion for strategic plans and RMB3 billion for sporadic purchases.

Pursuant to the needs for investment management, the fixed assets general investment budget of the Bank for 2015 will continue to be subject to be deployed according to the structured plan based on three aspects regarding specific, strategic and sporadic purchase plans:

- (i) RMB18.6 billion for specific plans, mainly including the establishment of branch outlets, the investment in information technology facilities, the purchases of self-service facilities, the construction of office buildings for county-level and above sub-branches and others;
- (ii) RMB2.2 billion for strategic plans, mainly used for supporting the priority development of key sub-branches in County Areas, key urban branches and key businesses; and
- (iii) RMB3 billion for sporadic purchase plans, mainly including the sporadic purchases in small amounts of new facilities for daily operation, and security and operational facilities, the establishment of Home of Employees, and the maintenance of office buildings for county-level and above sub-branches.

(2) Special Investment Budget

The special investment budget of the Bank for 2015 will be RMB1 billion for the construction of data center in Beijing.

LETTER FROM THE BOARD OF DIRECTORS

6. ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement on the nomination of director and changes in members of board committees on 28 April 2015. The Board of Directors had nominated Mr. CAI Huaxiang as an executive Director of the Bank, subject to the approval by the AGM and the ratification of his qualification by the CBRC.

The profile of Mr. CAI Huaxiang was set out in the Bank's announcement on the nomination of director and changes in members of board committees on 28 April 2015. As at the date of this circular, there has been no change to such profile.

The terms of office for Mr. CAI Huaxiang will be three years, commencing upon the ratification of his eligibility by the CBRC.

7. ELECTION OF SUPERVISOR REPRESENTING SHAREHOLDERS

The Board of Supervisors had nominated Mr. YUAN Changqing as a Supervisor representing Shareholders, subject to the approval by the AGM.

The profile of Mr. YUAN Changqing was set out in the Bank's announcement on the nomination of supervisors on 11 May 2015. As at the date of this circular, there has been no change to such profile.

The terms of office for Mr. YUAN Changqing will be three years, commencing upon the date of approval by the AGM.

8. ELECTION OF EXTERNAL SUPERVISORS

The Board of Supervisors had nominated Mr. LI Wang and Ms. LV Shuqin as external Supervisors, subject to the approval by the AGM.

The profiles of Mr. LI Wang and Ms. LV Shuqin were set out in the Bank's announcement on the nomination of supervisors on 11 May 2015. As at the date of this circular, there has been no change to such profiles.

The terms of office for Mr. LI Wang and Ms. LV Shuqin will be three years, commencing upon the date of approval by the AGM.

9. APPOINTMENTS OF EXTERNAL AUDITORS FOR 2015

Reference is made to the Bank's announcement on the resolutions of the Board of Directors on 28 April 2015. The Board of Directors had, subject to the approval of the AGM, resolved to appoint PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as external auditors of the Bank for 2015 to provide relevant services in accordance with Chinese and international auditing standards, respectively. The term of the appointment of external auditors above will commence upon the approval by the AGM and terminate at the end of the next annual general meeting.

The total audit fee for 2015 amounts to RMB122.3 million, of which, the audit fee of annual accounting statements, fee for interim review, agreed-upon procedure fee for first and third quarter and internal control audit fee amount to RMB51.366 million, RMB40.359 million and RMB18.345 million, and RMB12.23 million, respectively.

LETTER FROM THE BOARD OF DIRECTORS

10. AGM

A notice convening the AGM to be held at the Bank's headquarters, No.18B Jianguomen Nei Avenue, Beijing, PRC at 2:30 p.m. on Monday, 29 June 2015 is set out on pages 10 to 13 of this circular.

The special resolution for approving the grant to the Board of Directors of a general mandate to issue new shares will be proposed at the AGM.

The ordinary resolutions for approving the 2014 work report of the Board of Directors of the Bank, the 2014 work report of the Board of Supervisors of the Bank, the final financial accounts for 2014, the profit distribution plan for 2014, the fixed assets investment budget for 2015, the election of Mr. CAI Huaxiang as an executive Director, the election of Mr. YUAN Changqing as a Supervisor representing Shareholders, the election of Mr. LI Wang as an external Supervisor, the election of Ms. LV Shuqin as an external Supervisor and the appointments of external auditors for 2015 will also be proposed at the AGM.

Any voting on the resolutions at the AGM shall be taken by poll.

A proxy form and a reply slip for use at the AGM is enclosed with this circular. Holders of H Shares who intend to attend the AGM 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the AGM 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 9 June 2015.

In order to determine the holders of H Shares who are entitled to attend the AGM, the H Share register of members of the Bank will be closed from 30 May 2015 to 29 June 2015 (both days inclusive). Holders of H Shares who wish to attend the AGM 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 29 May 2015.

11. RECOMMENDATION

The Board of Directors considers that the aforementioned proposals 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 AGM.

Agricultural Bank of China Limited
Board of Directors

As at the date of this circular, our executive directors are Mr. LIU Shiyu, Mr. ZHANG Yun and Mr. LOU Wenlong; our non-executive directors are Mr. ZHAO Chao, Mr. ZHOU Ke, Mr. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui and Mr. XU Jiandong; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan and Ms. XIAO Xing.



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(Stock Code: 1288)

NOTICE OF THE 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 annual general meeting (the “AGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 2:30 p.m. on Monday, 29 June 2015, at the Bank’s headquarters, No. 18B Jianguomen Nei Avenue, Beijing, PRC to consider and, if thought fit, pass the following businesses:

SPECIAL RESOLUTION

1. To consider and approve the grant to the Board of Directors of a general mandate to issue new shares:

“**THAT:**

In order to ensure the stable growth of the Bank’s business and the Shareholders’ long-term interests, construct an effective system for sound capital management system, improve the flexibility of the Bank’s capital management, it is hereby proposed to the AGM to grant the Board of Directors the general mandate to separately or concurrently allot, issue and/or deal with newly issued shares (including ordinary and preference shares), and to enter into or grant offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe for or convert into shares) that are required or may be required for the allotment and issuance of the shares not exceeding 20% of the respective number of each of the existing A Shares and/or H Shares at the date of the granting of the Shareholders’ approval. The specific terms of the general mandate are set out below:

- (1) Subject to the conditions set out in paragraphs (i), (ii) and (iii) below and in accordance with applicable laws and regulations of the PRC, the Hong Kong Listing Rules (as amended from time to time) and the Articles of Association, the Bank proposes to grant the unconditional general mandate to the Board of Directors to allot, issue and/or deal with, separately or concurrently, newly issued shares (including ordinary and preference shares) and enter into or grant offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe for or convert into shares) that are required or may be required for the allotment and issuance of the shares during the Relevant Period (as defined below);
 - (i) such mandate shall not extend beyond the Relevant Period except that the Board of Directors, within the Relevant Period, may enter into or grant offers, agreements, share subscription rights or conversion rights that are required or may be required to be conducted or exercised at or after the end of the Relevant Period;

NOTICE OF THE 2014 ANNUAL GENERAL MEETING

- (ii) the respective number of the newly issued shares (including ordinary and preference shares) proposed to be allotted, issued and/or dealt with or approved conditionally or unconditionally to be allotted, issued and/or dealt with, and offers, agreements, share subscription rights or conversion rights (including warrants, convertible bonds or other securities which carry rights to subscribe for or convert into shares) entered into or granted by the Board of Directors shall not exceed 20% of the respective total number of each of the A Shares and/or H Shares outstanding as at the date on which this proposal is approved by the Shareholders' general meeting (among which, preference shares convertible to ordinary shares shall be calculated by class and number following the conversion into ordinary shares);
 - (iii) the Board of Directors can exercise such mandate mentioned above only in the circumstance that it is in compliance with the Company Law, the Hong Kong Listing Rules (as amended from time to time) or any applicable laws, regulations and rules of any other government or regulatory authority, and all necessary approvals from the CSRC and/or other relevant PRC government authorities are obtained.
- (2) For the purpose of this proposal, "Relevant Period" means the period from the date on which this resolution is approved by the AGM until the earliest of:
- (i) the conclusion of the next annual general meeting of the Bank following the approval of this proposal;
 - (ii) the expiration of the 12-month period following the approval of this proposal at the AGM; or
 - (iii) the date on which the mandate granted to the Board of Directors set out in this proposal is revoked or amended by a special resolution of the Shareholders of the Bank at a Shareholders' general meeting.
- (3) In accordance with the method, type, size of the issuance of shares and the capital structure of the Bank following the completion of the issuance of shares, among others, the Board of Directors is authorized to amend the Articles of Association of the Bank as it deems appropriate and necessary so as to reflect the latest capital structure and registered capital (as applicable); and to take any necessary actions and to go through any necessary procedures (including but not limited to obtaining approvals from relevant regulatory authorities and completing registration processes with relevant industrial and commercial administration) in order to give effect to the issuance of shares under this resolution.
- (4) For the purpose of enhancing efficiency in the decision making process and ensuring the success of issuance, it is proposed to the AGM to approve that the Board of Directors delegates such authorization to the Chairman of the Board of Directors, the President, executive vice president, the board secretary or other person designated by the Board of Directors to take charge of all matters related to the issue of shares."

NOTICE OF THE 2014 ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

2. To consider and approve the 2014 work report of the board of directors of the Bank;
3. To consider and approve the 2014 work report of the board of supervisors of the Bank;
4. To consider and approve the final financial accounts of the Bank for 2014;
5. To consider and approve the profit distribution plan of the Bank for 2014;
6. To consider and approve the fixed assets investment budget of the Bank for 2015;
7. To consider and approve the election of Mr. CAI Huaxiang as an executive director of the Bank;
8. To consider and approve the election of Mr. YUAN Changqing as a supervisor representing shareholders of the Bank;
9. To consider and approve the election of Mr. LI Wang as an external supervisor of the Bank;
10. To consider and approve the election of Ms. Lv Shuqin as an external supervisor of the Bank;
11. To consider and approve the appointments of external auditors of the Bank for 2015;

OTHER BUSINESSES

12. To listen to the 2014 work report of independent directors of the Bank;
13. To listen to the 2014 report on the implementation of the *Plan on Authorization of General Meeting of Shareholders to the Board of Directors of the Bank*; and
14. To listen to the report on the management of related transactions.

Agricultural Bank of China Limited
Board of Directors

Beijing, PRC
14 May 2015

Notes:

- (1) 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 29 May 2015 are entitled to attend the AGM. The H Share register of members of the Bank will be closed from 30 May 2015 to 29 June 2015 (both days inclusive).

NOTICE OF THE 2014 ANNUAL GENERAL MEETING

- (2) Shareholders of H Shares who are entitled to attend and vote at the AGM may designate one or more proxies to attend and vote at the AGM 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 AGM. Completion and return of the proxy form will not preclude the Shareholders of H Shares from attending and voting at the AGM 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 AGM shall be taken by poll.
- (4) Registration procedures for attending the AGM are as follows:
- (a) holders of H Shares or their proxies shall present proof of identity when attending the AGM. 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 AGM 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 AGM.
 - (b) holders of H Shares who intend to attend the AGM 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 9 June 2015.
- (5) For the purpose of determining the entitlement of holders of H Shares to the proposed cash dividend distribution for the year 2014, the H Share register of members of the Bank will be closed from 4 July 2015 to 9 July 2015 (both days inclusive). Shareholders whose names appear on the register of members of H Shares of the Bank on 9 July 2015 (Thursday) are entitled to the proposed cash dividend distribution for the year 2014. Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed cash dividend distribution for the year 2014 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 3 July 2015.
- (6) The AGM is expected to last for half a day. Shareholders attending (in person or by proxy) the AGM shall be responsible for their own travel and accommodation expenses.
- (7) Please refer to the circular of the AGM dated 14 May 2015 for the details of the above resolutions to be proposed at the AGM for consideration and approval.

As at the date of this notice, our executive directors are Mr. LIU Shiyu, Mr. ZHANG Yun and Mr. LOU Wenlong; our non-executive directors are Mr. ZHAO Chao, Mr. ZHOU Ke, Mr. ZHANG Dinglong, Mr. CHEN Jianbo, Mr. HU Xiaohui and Mr. XU Jiandong; and our independent non-executive directors are Mr. Anthony WU Ting-yuk, Mr. QIU Dong, Mr. Frederick MA Si-hang, Mr. WEN Tiejun, Mr. Francis YUEN Tin-fan and Ms. XIAO Xing.