



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 May 2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Agricultural Bank of China Limited

Date Submitted 3 June 2015

I. Movements in Authorised Share Capital

(THE FOLLOWING SHOWS MOVEMENTS IN THE REGISTERED SHARE CAPITAL (AS OPPOSED TO AUTHORISED SHARE CAPITAL) OF THE COMPANY AS THE COMPANY IS INCORPORATED IN THE PRC.)

1. Ordinary Shares

(1) Stock code :	<u>1288</u>	Description :	<u>H shares</u>
	No. of ordinary shares	Par value (RMB)	Authorised share capital (RMB)
Balance at close of preceding month	<u>30,738,823,096</u>	<u>1.00</u>	<u>30,738,823,096</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>30,738,823,096</u>	<u>1.00</u>	<u>30,738,823,096</u>

(2) Stock code :	<u>601288</u>	Description :	<u>A shares</u>
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>294,055,293,904</u>	<u>1.00</u>	<u>294,055,293,904</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>294,055,293,904</u>	<u>1.00</u>	<u>294,055,293,904</u>

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

Total authorised share capital at the end of the month (*RMB*) : 324,794,117,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes
	(1)	(2)	shares	of shares
	H shares	A shares	(see Remark 1)	
Balance at close of preceding month	30,738,823,096	294,055,293,904	800,000,000	N/A
Increase/ (decrease) during the month	NIL	NIL	NIL	N/A
Balance at close of the month	30,738,823,096	294,055,293,904	800,000,000	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
(/ /)						
shares						
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
(/ /)						
shares						
(Note 1)						
Total A. (Ordinary shares)						
(Preference shares)						
(Other class)						
Total funds raised during the month from exercise of options (State currency)						

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B.				(Ordinary shares)		
				(Preference shares)		
				(Other class)		

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Preference Shares	RMB	80,000,000,000	NIL	80,000,000,000	NIL	32,921,810,699 A shares (see Remark 2)
Stock code (if listed)						
Class of shares issuable (Note 1)	Preference Shares					
Subscription price	RMB100					
EGM approval date (if applicable) (dd/mm/yyyy)	(23/06/2014)					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total C. (Ordinary shares)					NIL	
(Preference shares)					NIL	
(Other class)					NIL	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A (/ /) shares (<i>Note 1</i>)		
2. N/A (/ /) shares (<i>Note 1</i>)		
3. N/A (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares) (Preference shares) (Other class)		

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u>		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u>		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
3. Placing	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u>		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
4. Bonus issue		Class of shares issuable (Note 1)	<u>N/A</u>		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		AGM approval date: (dd/mm/yyyy)	(/ /)		

		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue			
5. Scrip dividend	At price : State currency ———	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____ _____
6. Repurchase of shares		Class of shares <u>N/A</u> repurchased <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____ _____
7. Redemption of shares		Class of shares <u>N/A</u> redeemed <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____ _____
8. Consideration issue	At price : State currency ———	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____ _____

For Main Board and GEM listed issuers

			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue				
9. Capital reorganisation	Class of shares issuable (Note 1)		<u>N/A</u>	
	Issue and allotment date : (dd/mm/yyyy)		(/ /)	
	EGM approval date: (dd/mm/yyyy)		(/ /)	
10. Other (Please specify)	Class of shares issuable (Note 1)		<u>N/A</u>	
	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /)	
Total E.			(Ordinary shares)	<u>NIL</u>
			(Preference shares)	<u>NIL</u>
			(Other class)	<u>NIL</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>NIL</u>
	(2)	<u>NIL</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>NIL</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>NIL</u>
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

1. The preference shares will not be counted into the registered share capital of the Company.

2. No. of new shares of issuer which may be issued = No. of preference shares $\times$ subscription price $\div$ initial conversion price = $800,000,000 \times \text{RMB}100 \div \text{RMB}2.43 = 32,921,810,699$ A shares

Submitted by: ZHANG Keqiu

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*