



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 30 November 2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Agricultural Bank of China LimitedDate Submitted 3 December 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 (RMB)	Authorised share capital (RMB)
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 :	N/A	Description :	N/A
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	N/A	Description :	N/A
	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	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

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 (1) H shares	(2) A shares	No of preference shares (see Remark 1)	No. of other classes of shares
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)		NIL	
			(Preference shares)		NIL	
			(Other class)		NIL	
Total funds raised during the month from exercise of options (State currency)				N/A		

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) _____ NIL (Preference shares) _____ NIL (Other class) _____ NIL						

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 (<i>Note 1</i>)	Preference Shares					
Subscription price	RMB100					
AGM approval date (if applicable) (dd/mm/yyyy)	(23/06/2014)					
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 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 (Note 1)		
2. N/A (/ /) shares (Note 1)		
3. N/A (/ /) shares (Note 1)		
Total D. (Ordinary shares)	NIL	
(Preference shares)	NIL	
(Other class)	NIL	

Other Movements in Issued Share Capital

				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					
1. Rights issue	At price : State currency	_____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> (/ /) (/ /)	 _____ _____
2. Open offer	At price : State currency	_____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> (/ /) (/ /)	 _____ _____
3. Placing	At price : State currency	_____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> (/ /) (/ /)	 _____ _____
4. Bonus issue			Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)	<u>N/A</u> (/ /) (/ /)	 _____ _____

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
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 repurchased <u>N/A</u> <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
7. Redemption of shares		Class of shares redeemed <u>N/A</u> <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

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
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)	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) (/ /)		
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.