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中国建设银行
China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 939)

**ELECTION OF MR. LIN HONG AS SHAREHOLDER
REPRESENTATIVE SUPERVISOR OF THE BANK
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
DIRECTORS FOR THE YEAR 2020
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
SUPERVISORS FOR THE YEAR 2020
NEW PROVISIONAL LIMIT ON CHARITABLE DONATIONS IN 2021
ISSUANCE OF WRITE-DOWN UNDATED CAPITAL BONDS
ISSUANCE OF QUALIFIED WRITE-DOWN TIER-2 CAPITAL INSTRUMENTS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021**

The Second EGM of 2021 of the Bank will be held at 3:00 p.m. on 20 December 2021 at No. 25, Financial Street, Xicheng District, Beijing. The notice of the Second EGM of 2021 is enclosed and published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

H Shareholders who intend to attend the Second EGM of 2021 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 3:00 p.m. on 19 December 2021. Completion and return of the proxy form will not preclude you from attending the Second EGM of 2021 and voting in person if you so wish. H Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip to Computershare Hong Kong Investor Services Limited on or before 30 November 2021.

4 November 2021

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“A Share(s)”	domestic ordinary share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the Articles of Association of the Bank (as amended from time to time)
“Bank”	China Construction Bank Corporation, a joint stock limited company duly incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939) respectively
“Board”	the board of directors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“H Share(s)”	overseas listed foreign ordinary share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Shares
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“the Second EGM of 2021”	the second extraordinary general meeting of 2021 of the Bank to be convened on 20 December 2021

LETTER FROM THE BOARD



中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 939)

Executive Directors:

Tian Guoli
Wang Jiang

Non-executive Directors:

Xu Jiandong
Zhang Qi
Tian Bo
Xia Yang
Shao Min
Liu Fang

Independent Non-executive Directors:

Malcolm Christopher McCarthy
Kenneth Patrick Chung
Graeme Wheeler
Michel Madelain
William Coen
Leung Kam Chung, Antony

Registered office:

No. 25, Financial Street
Xicheng District
Beijing 100033
China

*Principal place of business
in Hong Kong:*

28/F, CCB Tower
3 Connaught Road
Central
Hong Kong

Dear Sir or Madam,

**ELECTION OF MR. LIN HONG AS SHAREHOLDER
REPRESENTATIVE SUPERVISOR OF THE BANK
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
DIRECTORS FOR THE YEAR 2020
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AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021**

INTRODUCTION

The purpose of this circular is to give you notice of the Second EGM of 2021 and to provide you with reasonable and necessary information.

LETTER FROM THE BOARD

At the Second EGM of 2021, resolutions will be proposed for consideration and approval, among others, the following as ordinary resolutions: (i) election of Mr. Lin Hong as shareholder representative supervisor of the Bank; (ii) remuneration distribution and settlement plan for directors for the year 2020; (iii) remuneration distribution and settlement plan for supervisors for the year 2020; (iv) new provisional limit on charitable donations in 2021; and the following as special resolutions: (v) issuance of write-down undated capital bonds; (vi) issuance of qualified write-down tier-2 capital instruments.

ELECTION OF MR. LIN HONG AS SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the board of supervisors of the Bank proposed to nominate Mr. Lin Hong as shareholder representative supervisor of the Bank, whose term of office will be three years and will end on the date of the 2023 annual general meeting of the Bank. Mr. Lin Hong satisfies the qualifications and requirements of a supervisor as provided for in relevant laws, regulations and the Articles of Association.

Mr. Lin Hong, born in April 1966, is of Chinese nationality. From May 2018, Mr. Lin served as general manager of the audit department of the Bank; from May 2017 to May 2018, Mr. Lin served as leader of the inspection team of China Construction Bank Committee of the Communist Party of China; from March 2015 to May 2017, Mr. Lin served as vice president of the Jiangxi branch of the Bank (department general manager of head office departments); from March 2007 to March 2015, Mr. Lin served as deputy secretary of the party discipline committee, deputy general manager of the disciplinary and supervisory department and deputy director of the inspection affairs office (department general manager of head office departments) of the Bank; from August 2001 to March 2007, Mr. Lin served as deputy general manager of the disciplinary and supervisory department of the Bank; from August 1993 to August 2001, Mr. Lin served consecutively in various positions including deputy division-chief and division-chief of comprehensive division of audit department of the Bank, office of the leading team of China Rural Development Trust and Investment Corporation under the trusteeship of the head office, the Bank's poverty alleviation team in Ankang and case inspection division of supervisory office of head office of the Bank. Mr. Lin is a senior accountant. Mr. Lin graduated from Jiangxi Finance and Economics College with a bachelor's degree in auditing in 1988. He graduated from Jiangxi University of Finance and Economics with a PhD degree in industrial economics in 2008.

Save as disclosed in the biographical details, Mr. Lin Hong confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) except for holding 15,555 H Shares of the Bank indirectly by participating in the employee stock incentive plan of the Bank, he has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the Group; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

LETTER FROM THE BOARD

The emoluments of Mr. Lin Hong shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

This resolution was passed at the meeting of the board of supervisors of the Bank held on 29 October 2021 and is submitted to the Second EGM of 2021 for consideration.

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR DIRECTORS FOR THE YEAR 2020

The remuneration distribution and settlement plan for directors for the year 2020 of the Bank is as follows:

Unit: RMB10,000

Name	Position	Details of remuneration for 2020 (before tax) from the Bank				Whether obtained remuneration from shareholders or other related parties
		Annual remuneration payable (Allowance)	Employer's contribution to social insurances, enterprise annuity, supplemental medical insurance and housing provident fund	Other monetary income	Incentive income for 2018-2020 tenure	
Directors (in office as at the end of 2020)						
Tian Guoli	Chairman, Executive Director	86.18	16.40	-	71.25	No
Lyu Jiajin	Executive Director	38.78	9.13	-	11.13	No
Feng Bing	Non-executive Director	-	-	-	-	Yes
Xu Jiandong	Non-executive Director	-	-	-	-	Yes
Zhang Qi	Non-executive Director	-	-	-	-	Yes
Tian Bo	Non-executive Director	-	-	-	-	Yes

LETTER FROM THE BOARD

		Details of remuneration for 2020 (before tax) from the Bank				
Name	Position	Annual remuneration payable (Allowance)	Employer's contribution to social insurances, enterprise annuity, supplemental medical insurance and housing provident fund		Incentive income for 2018-2020 tenure	Whether obtained remuneration from shareholders or other related parties
			Other monetary income			
Xia Yang	Non-executive Director	–	–	–	–	Yes
Anita Fung Yuen Mei	Independent Non-executive Director	39.00	–	–	–	No
Malcolm Christopher McCarthy	Independent Non-executive Director	41.00	–	–	–	No
Carl Walter	Independent Non-executive Director	44.00	–	–	–	No
Kenneth Patrick Chung	Independent Non-executive Director	44.00	–	–	–	No
Graeme Wheeler	Independent Non-executive Director	44.00	–	–	–	No
Michel Madelain	Independent Non-executive Director	39.00	–	–	–	No
Directors Resigned in 2020						
Liu Guiping	Vice Chairman, Executive Director	79.00	14.83	–	38.91	No
Zhang Gengsheng	Executive Director	45.24	8.30	–	54.96	No
Zhu Hailin	Non-executive Director	–	–	–	–	Yes

Notes:

- From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies of the States relating to the remuneration reform for central enterprises.
- In accordance with relevant laws and regulations, independent non-executive directors receive allowances from the Bank.

LETTER FROM THE BOARD

3. The remuneration before tax in the above table refers to the total amount of remuneration of the directors of the Bank for the year 2020, including the “remuneration paid” as disclosed in the Bank’s 2020 annual report. This plan is additional information to the remuneration of the directors as disclosed in the Bank’s 2020 annual report.
4. Ms. Feng Bing, Mr. Xu Jiandong, Mr. Zhang Qi, Mr. Tian Bo, Mr. Xia Yang and Mr. Zhu Hailin are dispatched by Central Huijin Investment Ltd., and they receive their remuneration from Central Huijin Investment Ltd. In addition, some of the Bank’s independent non-executive directors hold positions as directors or senior management in other legal entities or organisations, such legal entities or organisations thus become related parties of the Bank. Save as disclosed above, none of the Bank’s directors obtained remuneration from related parties of the Bank during the reporting period.
5. Changes in directors:
 - (1) Upon election at the 2020 first extraordinary general meeting of the Bank and approval of the CBIRC, Mr. Lyu Jiajin commenced his position as executive director of the Bank since December 2020.
 - (2) Upon election at the 2019 annual general meeting of the Bank, Mr. Xu Jiandong commenced his position as non-executive director of the Bank from June 2020.
 - (3) Upon election at the 2019 first extraordinary general meeting of the Bank and approval of the CBIRC, Mr. Michel Madelain commenced his position as independent non-executive director of the Bank from January 2020.
 - (4) Due to change of job, Mr. Liu Guiping ceased to serve as vice chairman and executive director of the Bank from November 2020.
 - (5) By reason of age, Mr. Zhang Gengsheng ceased to serve as executive director of the Bank from December 2020.
 - (6) Due to change of job, Mr. Lyu Jiajin ceased to serve as executive director of the Bank from May 2021.
 - (7) Due to expiration of his term of office, Mr. Zhu Hailin ceased to serve as non-executive director of the Bank from June 2020.
 - (8) Due to change of job, Ms. Feng Bing ceased to serve as non-executive director of the Bank from January 2021.
 - (9) Due to expiration of their terms of office, Ms. Anita Fung Yuen Mei and Mr. Carl Walter ceased to serve as independent non-executive directors of the Bank from June 2021.

This resolution was unanimously agreed at the meeting of the Board of the Bank held on 27 August 2021 and is submitted to the Second EGM of 2021 for consideration.

LETTER FROM THE BOARD

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR SUPERVISORS FOR THE YEAR 2020

The remuneration distribution and settlement plan for supervisors for the year 2020 of the Bank is as follows:

Unit: RMB10,000

Name	Position	Details of remuneration for 2020 (before tax) from the Bank				Whether obtained remuneration from shareholders or other related parties
		Annual remuneration payable (Allowance)	Employer's contribution to social insurances, enterprise annuity, supplemental medical insurance and housing provident fund	Other monetary income	Incentive income for 2018-2020 tenure	
Supervisors (in office as at the end of 2020)						
Wang Yongqing	Chairman of the Board of Supervisors	86.18	16.40	-	34.84	No
Wu Jianhang	Shareholder Representative Supervisor	199.96	23.50	-	-	No
Yang Fenglai	Shareholder Representative Supervisor	99.98	11.93	-	-	No
Lu Kegui	Employee Representative Supervisor	5.00	-	-	-	No
Cheng Yuanguo	Employee Representative Supervisor	5.00	-	-	-	No
Wang Yi	Employee Representative Supervisor	5.00	-	-	-	No
Zhao Xijun	External Supervisor	29.00	-	-	-	No
Liu Huan	External Supervisor	12.50	-	-	-	No
Ben Shenglin	External Supervisor	12.50	-	-	-	No
Supervisor Resigned in 2020						
Fang Qiuyue	Shareholder Representative Supervisor	66.65	5.79	-	-	No

Notes:

- From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies of the States relating to the remuneration reform for central enterprises.
- In accordance with relevant laws and regulations, employee representative supervisors and external supervisors receive allowances from the Bank.

LETTER FROM THE BOARD

3. The remuneration before tax in the above table refers to the total amount of remuneration of the supervisors of the Bank for the year 2020, including the “remuneration paid” as disclosed in the Bank’s 2020 annual report. This plan is additional information to the remuneration of the supervisors as disclosed in the Bank’s 2020 annual report.
4. Some of the Bank’s external supervisors hold positions as directors or senior management in other legal entities or organisations, such legal entities or organisations thus become related parties of the Bank. Save as disclosed above, none of the Bank’s supervisors obtained remuneration from related parties of the Bank during the reporting period.
5. Changes in supervisors:
 - (1) Upon election at the 2019 annual general meeting of the Bank, Mr. Yang Fenglai commenced his position as shareholder representative supervisor of the Bank from June 2020.
 - (2) Upon election at the 2019 annual general meeting of the Bank, Mr. Liu Huan and Mr. Ben Shenglin commenced their positions as external supervisors of the Bank from June 2020.
 - (3) By reason of age, Mr. Fang Qiuyue ceased to serve as shareholder representative supervisor of the Bank from April 2020.
 - (4) Due to change of job, Mr. Cheng Yuanguo ceased to serve as employee representative supervisor from March 2021.
 - (5) Due to expiration of his term of office, Mr. Wu Jianhang ceased to serve as shareholder representative supervisor of the Bank from June 2021.

This resolution was unanimously agreed at the meeting of the Board of the Bank held on 27 August 2021 and is submitted to the Second EGM of 2021 for consideration.

NEW PROVISIONAL LIMIT ON CHARITABLE DONATIONS IN 2021

Based on the demands for consolidating the achievements with respect to poverty alleviation and emergency donations and performing other social responsibilities, it is suggested that the shareholders’ general meeting should grant provisional limit for charitable donations to the Board in 2021. The specific content is as follows:

In 2021, the Board proposed that a new provisional limit on donations for RMB19 million be added to the existing RMB100 million external donation limit to consolidate the achievements with respect to poverty alleviation and for emergency donations, and that the shareholders’ general meeting will authorize the Board to review and approve donations within the provisional limit. The Board also proposed that subject to the authorization from the shareholders’ general meeting, the Board would authorize the management to review and approve single external donations of not more than RMB8 million within the provisional limit.

The authorization shall be effective since the date of approval by the shareholders’ general meeting till 31 December 2021.

This resolution was passed at the meeting of the Board of the Bank held on 27 August 2021 and is submitted to the Second EGM of 2021 for consideration.

LETTER FROM THE BOARD

ISSUANCE OF WRITE-DOWN UNDATED CAPITAL BONDS

In order to further enhance capital strength, strengthen the capability to serve the real economy and to prevent and mitigate risks, and support the sound development of all businesses, the issuance of write-down undated capital bonds by the Bank is hereby proposed:

1. It was agreed that the Bank will issue write-down undated capital bonds in accordance with the following terms and conditions, subject to the approvals of the shareholders' general meeting and relevant regulatory authorities:
 - (1) Total issuance amount: not more than RMB120 billion or its equivalent;
 - (2) Type of capital instruments: write-down undated capital bonds, which fulfill the relevant requirements as stipulated in the *Administrative Measures for the Capital of Commercial Banks (Provisional)*, and can be used to replenish the capital of commercial banks;
 - (3) Target market: domestic and overseas markets;
 - (4) Term: as long as the Bank continues to operate;
 - (5) Means of loss absorption: upon the occurrence of the triggering events as specified in the issuance document, the loss shall be absorbed through a write-down mechanism;
 - (6) Interest rate: to be determined with reference to the market interest rates;
 - (7) Use of proceeds: to replenish additional tier-1 capital of the Bank;
 - (8) Term of validity of the resolution: from the date of approval by the shareholders' general meeting to 31 December 2023.
2. It was agreed to propose the shareholders' general meeting to consider authorizing the Board, which could sub-delegate the authority to the senior management, to determine the specific issuance plan and terms regarding the write-down undated capital bonds and handle specific matters such as regulatory approval and issuance, pursuant to the regulations and approval requirements promulgated by the relevant regulatory authorities and based on specific circumstances. The aforesaid authorization shall be effective from the date of approval by the shareholders' general meeting to 31 December 2023. Meanwhile, the senior management shall be sub-delegated with the authority to handle all related matters such as payment of interest, redemption and write-down of such capital instruments in accordance with the regulations and approval requirements promulgated by the relevant regulatory authorities during the term of such capital instruments.

This resolution was passed at the meeting of the Board of the Bank held on 27 August 2021 and is submitted to the Second EGM of 2021 for consideration.

LETTER FROM THE BOARD

ISSUANCE OF QUALIFIED WRITE-DOWN TIER-2 CAPITAL INSTRUMENTS

In order to further enhance capital strength, strengthen the capability to serve the real economy and to prevent and mitigate risks, and support the sound development of all businesses, the issuance of qualified write-down tier 2 capital instruments by the Bank is hereby proposed:

1. It was agreed that the Bank will issue qualified write-down tier-2 capital instruments in accordance with the following terms and conditions, subject to the approval of the shareholders' general meeting and relevant regulatory authorities:
 - (1) Total issuance amount: not more than RMB120 billion or its equivalent;
 - (2) Type of capital instruments: qualified write-down tier-2 capital instruments, which fulfill the relevant requirements as stipulated in the *Administrative Measures for the Capital of Commercial Banks (Provisional)*, and can be used to replenish the capital of commercial banks;
 - (3) Target market: domestic and overseas markets;
 - (4) Term: not less than five years;
 - (5) Means of loss absorption: upon the occurrence of the triggering events as specified in the issuance document, the loss shall be absorbed through a write-down mechanism;
 - (6) Interest rate: to be determined with reference to the market interest rates;
 - (7) Use of proceeds: to replenish tier-2 capital of the Bank;
 - (8) Term of validity of the resolution: from the date of approval by the shareholders' general meeting to 31 December 2023.
2. It was agreed to propose the shareholders' general meeting to consider authorizing the Board, which could sub-delegate the authority to the senior management, to determine the specific issuance plan and terms regarding the qualified write-down tier 2 capital instruments and handle specific matters such as regulatory approval and issuance, pursuant to the regulations and approval requirements promulgated by the relevant regulatory authorities and based on specific circumstances. The aforesaid authorization shall be effective from the date of approval by the shareholders' general meeting to 31 December 2023. Meanwhile, the senior management shall be sub-delegated with the authority to handle all related matters such as payment of interest, redemption and write-down of such capital instruments in accordance with the regulations and approval requirements promulgated by the relevant regulatory authorities during the term of such capital instruments.

This resolution was passed at the meeting of the Board of the Bank held on 27 August 2021 and is submitted to the Second EGM of 2021 for consideration.

LETTER FROM THE BOARD

THE SECOND EGM OF 2021

The notice of the Second EGM of 2021 to be held at 3:00 p.m. on 20 December 2021 at No. 25, Financial Street, Xicheng District, Beijing, is set out in this circular. Registration of the meeting will start from 2:20 p.m. to 3:00 p.m. on 20 December 2021.

In order to determine the H Shareholders who are entitled to attend the Second EGM of 2021, the register of members of H Shares will be closed from 20 November 2021 to 20 December 2021, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the Second EGM of 2021 must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on 19 November 2021. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A proxy form and a reply slip for use at the Second EGM of 2021 are despatched together with this circular and published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). To be valid, H Shareholders who intend to attend the Second EGM of 2021 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 3:00 p.m. on 19 December 2021. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude you from attending the Second EGM of 2021 and voting in person if you so wish. H Shareholders who intend to attend the Second EGM of 2021 in person or by proxy should complete and return the reply slip in person, by post or by fax to Computershare Hong Kong Investor Services Limited on or before 30 November 2021. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE SECOND EGM OF 2021

The voting at the Second EGM of 2021 will be taken by way of registered poll.

RECOMMENDATION

The Board considers that the proposals mentioned above are in the interests of the Bank and the shareholders as a whole. Accordingly, the Board recommends shareholders to vote in favour of the relevant resolutions to be proposed at the Second EGM of 2021.

By order of the Board
China Construction Bank Corporation
Wang Jiang

Vice Chairman, Executive Director and President

4 November 2021



中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 939)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

NOTICE IS HEREBY GIVEN that the Second EGM of 2021 of China Construction Bank Corporation (the “**Bank**”) will be held at 3:00 p.m. on 20 December 2021 at No. 25, Financial Street, Xicheng District, Beijing to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. Election of Mr. Lin Hong as shareholder representative supervisor of the Bank
2. Remuneration distribution and settlement plan for directors for the year 2020
3. Remuneration distribution and settlement plan for supervisors for the year 2020
4. New provisional limit on charitable donations in 2021

AS SPECIAL RESOLUTIONS

5. Issuance of write-down undated capital bonds
6. Issuance of qualified write-down tier-2 capital instruments

Details of the above proposals are set out in the circular regarding the Second EGM of 2021 of the Bank dated 4 November 2021. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By order of the Board

China Construction Bank Corporation

Wang Jiang

Vice Chairman, Executive Director and President

4 November 2021

As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli and Mr. Wang Jiang; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Zhang Qi, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min and Ms. Liu Fang; and the independent non-executive directors of the Bank are Sir Malcolm Christopher McCarthy, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen and Mr. Leung Kam Chung, Antony.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

Notes:

1. The voting at the Second EGM of 2021 will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the Second EGM of 2021, the Bank's register of members for H Shares will be closed from 20 November 2021 to 20 December 2021, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the Second EGM of 2021 must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on 19 November 2021. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. A shareholder entitled to attend and vote at this general meeting may appoint proxies to attend and vote in his/her place. A proxy need not to be a shareholder of the Bank.
4. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).
5. To be valid, H Shareholders who intend to attend this general meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 3:00 p.m. on 19 December 2021. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at this general meeting if he/she so wishes.
6. H Shareholders who intend to attend this general meeting in person or by proxy should return the reply slip in person, by post or by fax ((852) 2865 0990) to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 30 November 2021.
7. This general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this general meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending this general meeting shall present identity documents.
8. This general meeting will adopt a combination of both onsite voting and online voting (online voting is only applicable to A Shareholders) in terms of the mechanism for attending and voting at the meeting. In order to facilitate shareholders in exercising their voting rights at the general meeting, avoid mass gathering and safeguard the physical wellness of shareholders, A Shareholders are recommended to consider appointing the chairman of the meeting or the secretary to the Board as their proxies to vote on their behalf on site, or to attend and vote at the meeting by way of online voting; and H Shareholders are recommended to consider appointing the chairman of the meeting as their proxies to vote on their behalf on site.
9. Notes for the meeting:

Shareholders should pay attention to the following matters if they wish to attend the meeting on site:

- (1) Please complete and sign the reply slip in accordance with the relevant instructions provided in the notice and reply slip of the Second EGM of 2021 published by the Bank on 4 November 2021, and deliver it to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, in person or by post, or by fax, so that the Bank can ascertain the number of attendees of the meeting and orderly arrange the seats at the venue in advance in accordance with the relevant policies in Beijing for the prevention and control of pandemic.
- (2) Please contact the Board of Directors Office of the Bank no later than two days before this general meeting (i.e. before 3:00 p.m. on 18 December 2021, Beijing time) and communicate and register information regarding health condition and recent itineraries in order to enter the meeting venue.
- (3) Please follow and comply with instructions on pandemic prevention requirements, including attendee registration, health information inquiry and authentication and temperature check, upon arrival at the meeting venue, strictly comply with the pandemic prevention requirements of local governmental departments. Please wear masks during the whole process and keep necessary distance according to the arrangements of the meeting.
- (4) Contact details for the meeting:

Board of Directors Office of China Construction Bank Corporation
Address: No. 25, Financial Street, Xicheng District, Beijing
Postcode: 100033 Telephone: (8610) 66215533
Facsimile: (8610) 66218888