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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in China Construction Bank Corporation, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker 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)

**REGARDING MR. CARL WALTER TO SERVE AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK
REGARDING MS. ANITA FUNG YUEN MEI TO SERVE AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK
AND
NOTICE OF THE FIRST EGM OF 2015**

The First EGM of 2015 of the Bank will be held at No. 25, Financial Street, Xicheng District, Beijing on 28 October 2015 at 15:00. The notice of the First EGM of 2015 is enclosed and published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk).

The H Shareholders who intend to attend the First EGM of 2015 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the scheduled time for the First EGM of 2015. Completion and return of the proxy form will not preclude you from attending the First EGM of 2015 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 8 October 2015.

11 September 2015

TABLE OF CONTENTS

Definitions	1
Letter from the Board	2
Introduction	2
Regarding Mr. Carl Walter to serve as an Independent Non-executive Director of the Bank	3
Regarding Ms. Anita Fung Yuen Mei to serve as an Independent Non-executive Director of the Bank	4
The First EGM of 2015	5
Voting Method at the First EGM of 2015	6
Recommendation	6
Notice of the First EGM of 2015	7

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
“A Shareholder(s)”	holder(s) of the A Shares
“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
“CBRC”	China Banking Regulatory Commission
“Director”	director(s) of the Bank
“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 <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> , as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Shareholders”	holders of shares of the Bank
“Supervisor(s)”	supervisor(s) of the Bank
“the First EGM of 2015”	the first extraordinary general meeting of 2015 of the Bank to be convened on 28 October 2015

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:

Wang Hongzhang

Wang Zuji

Pang Xiusheng

Zhang Gengsheng

Registered office:

No. 25, Financial Street

Xicheng District

Beijing 100033

China

Non-executive Directors:

Chen Yuanling

Hao Aiqun

Xu Tie

Guo Yanpeng

Dong Shi

Principal place of business in

Hong Kong:

28/F, CCB Tower

3 Connaught Road Central

Hong Kong

Independent non-executive Directors:

Zhang Long

Elaine La Roche

Chung Shui Ming Timpson

Wim Kok

Murray Horn

Margaret Leung Ko May Yee

Dear Sir or Madam,

**REGARDING MR. CARL WALTER TO SERVE AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK
REGARDING MS. ANITA FUNG YUEN MEI TO SERVE AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK
AND**

NOTICE OF THE FIRST EGM OF 2015

INTRODUCTION

The purpose of this circular is to give you notice of the First EGM of 2015 and to provide you with reasonable and necessary information.

LETTER FROM THE BOARD

At the First EGM of 2015, resolutions will be proposed to consider and approve (i) proposal regarding Mr. Carl Walter to serve as an independent non-executive Director of the Bank; and (ii) proposal regarding Ms. Anita Fung Yuen Mei to serve as an independent non-executive Director of the Bank. The abovementioned resolutions will be proposed as ordinary resolutions.

REGARDING MR. CARL WALTER TO SERVE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board proposes to nominate Mr. Carl Walter to serve as independent non-executive director. Mr. Carl Walter satisfies the qualifications and requirements of an independent director as provided for in relevant laws, regulations and the Articles of Association. The term of office of Mr. Carl Walter will be three years and ended on the date of the 2017 Annual General Meeting of the Bank.

Mr. Carl Walter, born in March 1947, is of American nationality. Mr. Carl Walter is currently an independent consultant, providing strategic consulting advice to various countries and financial institutions. Mr. Carl Walter served as managing director and chief operating officer in the People's Republic of China region of JPMorgan Chase & Co and chief executive officer of JP Morgan Chase Bank (China) Company Limited from September 2001 to April 2011. He was seconded from Morgan Stanley to serve as managing director and chief executive officer of China International Capital Corporation (Beijing) from January 1999 to July 2001. He served concurrently as vice president and head of Asian Credit Management and Research (Singapore) of Credit Suisse First Boston as well as the director and head of China Investment Bank Corporation (Beijing) from September 1990 to December 1998. Mr. Carl Walter served consecutively in various positions including as vice president and general manager of Taipei Branch of Chemical Bank from January 1981 to August 1990. Mr. Carl Walter was a visiting scholar and an adjunct professor of Freeman Spogli Institute of Stanford University in 2012. He obtained a Bachelor Degree in Politics and Russia Language from Princeton University in 1970, an Advanced Studies Certificate in Economics from Peking University in 1980, and a Doctoral Degree in Politics from Stanford University in 1981.

Emoluments of Mr. Carl Walter shall be determined pursuant to the *Measures on Management of Remuneration for Independent Directors and External Supervisors of China Construction Bank Corporation*. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution plan, which shall be presented to the Board for consideration and be submitted to the shareholders' general meeting for approval.

Save as disclosed in the biographical details, Mr. Carl Walter has no other relationship with the Bank's Directors, Supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Carl Walter has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Mr. Carl Walter is not in possession of any information that is required to be disclosed

LETTER FROM THE BOARD

pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Mr. Carl Walter 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. There is no other issue that shall be brought to the attention of the shareholders.

This resolution was passed at the Board's meeting of the Bank held on 28 August 2015 and is submitted to the general meeting of the Shareholders for consideration. Mr. Carl Walter will take office upon the approval by CBRC.

REGARDING MS. ANITA FUNG YUEN MEI TO SERVE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board proposes to nominate Ms. Anita Fung Yuen Mei to serve as independent non-executive director. Ms. Fung satisfies the qualifications and requirements of an independent director as provided for in relevant laws, regulations and the Articles of Association. The term of office of Ms. Fung will be three years and ended on the date of the 2017 Annual General Meeting of the Bank.

Ms. Anita Fung Yuen Mei, born in December 1960, is of Hong Kong residency. Ms. Fung served concurrently as group general manager of HSBC Holdings plc and chief executive officer of The Hongkong and Shanghai Banking Corporation Limited from September 2011 to February 2015 as well as various positions including chairwoman and director of HSBC Global Asset Management (Hong Kong) Limited, non-executive director of HSBC Bank (China) Company Limited and director of HSBC Markets (Asia) Limited. She served concurrently as group general manager of HSBC Holdings plc and head of global banking and capital markets for Asia-Pacific of The Hongkong and Shanghai Banking Corporation Limited from January 2010 to September 2011. She served concurrently as group general manager of HSBC Holdings plc and head and treasurer of global capital markets for Asia-Pacific of The Hongkong and Shanghai Banking Corporation Limited from May 2008 to January 2010. Ms. Fung served consecutively as head of Hong Kong currency bond market, head of Asian fixed income trading and head of Asian Pacific trading as well as joint-head and treasurer of global capital markets for Asia-Pacific of The Hongkong and Shanghai Banking Corporation Limited from September 1996 to April 2008. Ms. Fung served as non-executive director of Hang Seng Bank Limited from November 2011 to January 2014 and as non-executive director of Bank of Communications Co., Ltd. from November 2010 to January 2015. Ms. Fung currently serves as independent non-executive director of Hong Kong Exchanges and Clearing Limited as well as Hang Lung Properties Limited, and serves in several positions in institutions including Airport Authority Hong Kong, Hong Kong Monetary Authority, Hong Kong Housing Authority and the Hong Kong University of Science and Technology. Ms. Fung obtained a Master's Degree in Applied Financing from Macquarie University of Australia in 1995. Ms. Fung was appointed as Justice of the Peace by the Government of the Hong Kong Special Administrative Region, and was awarded Bronze Bauhinia Star.

LETTER FROM THE BOARD

Emoluments of Ms. Anita Fung Yuen Mei shall be determined pursuant to the *Measures on Management of Remuneration for Independent Directors and External Supervisors of China Construction Bank Corporation*. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution plan, which shall be presented to the Board for consideration and be submitted to the general meeting for approval.

Save as disclosed in the biographical details, Ms. Anita Fung Yuen Mei has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Ms. Fung has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Ms. Fung is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, nor is she being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules. Ms. Fung did not hold any directorship in any other listed company in the last three years, nor does she hold any positions in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

This resolution was passed at the Board's meeting of the Bank held on 28 August 2015 and is submitted to the general meeting of the Shareholders for consideration. Ms. Anita Fung Yuen Mei will take office upon the approval by CBRC.

THE FIRST EGM OF 2015

The notice of the First EGM of 2015 to be held at No. 25, Financial Street, Xicheng District, Beijing on 28 October 2015 at 15:00 is set out in this circular. The First EGM of 2015 will commence at 15:00 on 28 October 2015. Registration of the meeting will start from 14:30 to 15:00 on 28 October 2015.

In order to determine the H Shareholders who are entitled to attend the First EGM of 2015, the register of members of H Shares will be closed from 28 September 2015 to 28 October 2015, both days inclusive, during which period no transfer of H shares will be effected. Unregistered H Shareholders who wish to attend the First EGM of 2015 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 16:30 on 25 September 2015. The address of the share registrar Computershare Hong Kong Investor Services Limited is Rooms 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 First EGM of 2015 are despatched together with this circular and published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). To be valid, H Shareholders who intend to attend the First EGM of 2015 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the scheduled time for holding the First EGM of 2015. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai,

LETTER FROM THE BOARD

Hong Kong. Completion and return of the proxy form will not preclude you from attending the First EGM of 2015 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 in person, by post or by fax to Computershare Hong Kong Investor Services Limited on or before 8 October 2015. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE FIRST EGM OF 2015

The voting at the First EGM of 2015 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 that Shareholders vote in favour of the relevant resolutions to be proposed at the First EGM of 2015.

Yours faithfully,

For and on behalf of the Board of Directors

China Construction Bank Corporation

Wang Zuji

Vice Chairman, Executive Director and President

11 September 2015

NOTICE OF THE FIRST EGM OF 2015



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 FIRST EGM OF 2015

NOTICE IS HEREBY GIVEN that the First EGM of 2015 of China Construction Bank Corporation (the “**Bank**”) will be held at No. 25, Financial Street, Xicheng District, Beijing on 28 October 2015 at 15:00, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. Proposal regarding Mr. Carl Walter to serve as an independent non-executive Director of the Bank
2. Proposal regarding Ms. Anita Fung Yuen Mei to serve as an independent non-executive Director of the Bank

Details of the above proposals are set out in the circular regarding the First EGM of 2015 of the Bank dated 11 September 2015. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular.

By order of the Board
China Construction Bank Corporation
Wang Zuji

Vice Chairman, Executive Director and President

11 September 2015

As at the date of this notice, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Chen Yuanling, Ms. Hao Aiqun, Mr. Xu Tie, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Ms. Elaine La Roche, Mr. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.

NOTICE OF THE FIRST EGM OF 2015

Notes:

1. The voting at the First EGM of 2015 will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the First EGM of 2015, the Bank's register of members for H Shares will be closed from 28 September 2015 to 28 October 2015, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the First EGM of 2015 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 16:30 on 25 September 2015. The address of the share registrar Computershare Hong Kong Investor Services Limited is Rooms 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 one or more proxies to attend and vote in his place. Proxies need not to be a Shareholder.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his 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 not less than 24 hours before the scheduled time for holding the First EGM of 2015. 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 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 8 October 2015.
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 certification.