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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 limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 939)**

## **NOTICE OF 2011 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 Annual General Meeting of China Construction Bank Corporation (the “Bank”) will be held at 10:00 a.m. on 7 June 2012 at InterContinental Hong Kong, 18 Salisbury Rd, Tsim Sha Tsui, Hong Kong, to consider and, if thought fit, pass the following resolutions:

### **AS ORDINARY RESOLUTIONS**

1. 2011 report of Board of Directors;
2. 2011 report of Board of Supervisors;
3. 2011 final financial accounts;
4. 2011 profit distribution plan;
5. 2011 final emoluments distribution plan for Directors and Supervisors;
6. budget of 2012 fixed assets investment;
7. appointment of auditors for 2012;
8. re-election of Mr. Chen Zuofu as Executive Director;
9. election of Ms. Elaine La Roche as Independent Non-executive Director;

## AS SPECIAL RESOLUTIONS

10. revisions to the Articles of Association of the Bank;
11. revisions to the Procedural Rules for the Shareholders' General Meeting of the Bank;
12. revisions to the Procedural Rules for the Board of Directors of the Bank;
13. revisions to the Procedural Rules for the Board of Supervisors of the Bank.

### Reference Documents to the 2011 Annual General Meeting

Work report of the Independent Directors for the year of 2011.

Details of the above proposals are set out in the 2011 Annual General Meeting circular of the Bank dated 23 April 2012. Unless otherwise indicated, the capitalised terms used in the notice shall have the same meaning as those defined in the circular.

By order of the Board  
**China Construction Bank Corporation**  
**Zhang Jianguo**

*Vice Chairman, Executive Director and President*

23 April 2012

*As at the date of this notice, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Mr. Lu Xiaoma, Ms. Chen Yuanling and Mr. Dong Shi.*

*Notes:*

1. The voting at the 2011 Annual General Meeting will be taken by way of registered poll.
2. In order to determine the Shareholders of the H shares who are entitled to attend the 2011 Annual General Meeting, the Bank's register of members will be closed from 8 May 2012 to 7 June 2012, both days inclusive, during which period no transfer of H shares will be effected. Holders of H shares who wish to attend the 2011 Annual General Meeting must deposit 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 7 May 2012. 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 annual general meeting may appoint one proxy to attend and vote in his 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 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, holders of H shares who intend to attend the 2011 Annual General Meeting 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 2011 Annual General Meeting. The address 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 annual general meeting if he so wishes.
6. Holders of H shares who intend to attend this annual general meeting in person or by proxy should return the reply slip 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 18 May 2012 by hand, by mail or by fax (Fax: (852) 2865 0990).
7. This annual general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this annual general meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending this annual general meeting shall present identity certification.