



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)

Announcement on the Resolutions of the Fourteenth Meeting of the Second Session of the Board of Directors of China Construction Bank Corporation

This announcement is published pursuant to rule 13.09(1) and 13.09(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

In accordance with relevant laws and regulations of People's Republic of China (the "PRC"), the Bank published the Announcement on the Resolutions of the Fourteenth Meeting of the Second Session of the Board of Directors of China Construction Bank Corporation on the website of Shanghai Stock Exchange on 22 August, 2008. Please refer to the above-mentioned announcement attached below.

By order of the Board

China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President

22 August 2008

As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Luo Zhefu and Ms. Xin Shusen; the non-executive directors of the Bank are Mr. Wang Yonggang, Mr. Wang Yong, Ms. Wang Shumin, Mr. Liu Xianghui, Mr. Zhang Xiangdong, Ms. Li Xiaoling and Mr. Gregory L. Curl; and the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Song Fengming, Ms. Jenny Shipley, Ms. Elaine La Roche, Mr. Wong Kai-Man and Mr. Tse Hau Yin, Aloysius.

Announcement on the Resolutions of the Fourteenth Meeting of the Second Session of the Board of Directors of China Construction Bank Corporation

The board of directors of the Bank and all members thereof warrant that the content of this announcement is free from any false statement, misleading representation or material omission and that they shall assume joint and several liability for the truthfulness, accuracy and completion of the content of this announcement.

The fourteenth meeting of the second session of the board of directors of China Construction Bank Corporation (the “**Bank**”) was held onsite in the city of Dalian on 22 August 2008. There were 17 directors eligible for attending the meeting and 17 directors were present in person at the meeting. The meeting was chaired by Mr. Guo Shuqing, Chairman of the board of directors of the Bank. The convening of the meeting satisfied the provisions stipulated in the Company Law of the People’s Republic of China and the Articles of Association of China Construction Bank Corporation. The following resolutions were considered and adopted at the said meeting of the board of directors of the Bank:

I. The proposal of the half-year report, the summary of half-year report and the interim results announcement for the first half of 2008

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

II. The proposal of US\$300 million capital increase to CCB International (Holdings) Ltd.

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

The resolution of this meeting approved US\$300 million capital increase to CCB International (Holdings) Ltd., a wholly owned subsidiary of the Bank, and authorized President Zhang Jianguo to execute the documents in connection with such capital increase.

CCB International (Holdings) Ltd. is a wholly owned subsidiary of the Bank incorporated in Hong Kong. CCB International (Holdings) Ltd., through its wholly owned subsidiaries, carries out such business as sponsoring and underwriting shares and bonds to be listed in Hong Kong, secondary market and debt financing, mergers, acquisitions and restructuring, financial advisory services, private equity fund business, assets management, and dealings in securities.

The said capital increase is subject to approval by relevant regulators.

III. The proposal of capital increase to China Construction Bank (Asia) Corporation Limited.

The voting results of this proposal were as follows:

voted in favour: 14 votes; voted against: 0 vote; abstained from voting: 3 vote.

The resolution of this meeting approved US\$800 million capital increase to China Construction Bank (Asia) Corporation Limited (“CCB Asia”) and authorized President Zhang Jianguo to execute documents in connection with the capital increase.

CCB Asia, previously known as Bank of America (Asia) Limited, is a wholly owned subsidiary of the Bank mainly engaged in commercial banking and related financial services.

The said capital increase is subject to approval by relevant regulators.

Director Wang Yonggang and Director Wang Yong believed that the necessity and the amount of capital increase to CCB Asia need to be further studied with care and abstained from voting on this proposal. Director Tse Hau Yin, Aloysius also abstained from voting on this proposal as he disagreed with the adjustment to the amount of capital increase to CCB Asia.

IV. The proposal of issuing Renminbi ordinary financial bonds in Hong Kong in 2008

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

1. The resolution of this meeting approved that the Bank, subject to approvals by the National Development and Reform Commission, the People’s Bank of China and the Securities and Futures Commission of Hong Kong, issue Renminbi ordinary financial bonds of no more than RMB3 billion in the Hong Kong Special Administrative Region;
2. The resolution of this meeting approved the offering circular prepared by the Bank for the purpose of the said issuance of Renminbi ordinary financial bonds in the Hong Kong Special Administrative Region;
3. The resolution of this meeting authorized the President of the Bank, Mr. Zhang Jianguo, to execute all issues in connection with the said issuance of bonds, including making necessary amendments to the offering circular and approving the offering circular so amended. President Zhang Jianguo may delegate this authorization to any other personnel of the Bank; and
4. The resolution of this meeting designated Ms. Li Xiaoling and Mr. Tse Hau Yin, Aloysius to verify or to authorize in writing other personnel to verify that the offering circular had been approved by the board of directors.

V. The proposal of 2008 auditing service contract

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

The Bank's 2007 annual general meeting has approved to appoint KPMG Huazhen and KPMG as the Bank's auditors in 2008 for a term commencing from the date on which this appointment was approved at 2007 annual general meeting and ending on the date of 2008 annual general meeting, with a total compensation of RMB162,000,000.

VI. The proposal of additional donation to quake-stricken areas in Sichuan

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

The resolution of this meeting approved that following an RMB20 million donation in May 2008, the Bank make another donation of RMB20 million to quake-stricken areas in Sichuan.

Announcement of the captioned matters is hereby given.

Board of Directors of China Construction Bank Corporation

22 August 2008