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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)

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

This announcement is published pursuant to rule 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 the People's Republic of China (the "PRC"), China Construction Bank Corporation (the "**Bank**") published the Announcement on the Resolutions of the Nineteenth Meeting of the Second Session of the Board of Directors of China Construction Bank Corporation on the website of the Shanghai Stock Exchange on 17 January 2009.

Please see the above-mentioned announcement attached.

By order of the Board
China Construction Bank Corporation
Zhang Jianguo

Vice Chairman, Executive Director and President

16 January 2009

As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo 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 Nineteenth 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 confirm that the content of this announcement is true, accurate and complete and that they shall assume joint and several liability for any false statement, misleading representation or material omission contained in this announcement.

The nineteenth meeting of the second session of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) (the “**Meeting**”) was held onsite in Beijing on 15 January 2009. There were 16 directors eligible for attending the Meeting and 15 directors were present in person at the Meeting. Mr. Gregory L. Curl entrusted Ms. Elaine La Roche to attend and vote on behalf of him in the Meeting. The Meeting was chaired by Mr. Guo Shuqing, Chairman of the Board, and the convening of the Meeting comply with 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:

I. The proposal of issuance of subordinated bonds by the Bank

The voting results of this proposal were as follows: voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

1. It is resolved that the Bank issues certain subordinated bonds on the following terms and conditions, subject to the approvals by the 2009 First Extraordinary General Meeting of the Bank (the “**EGM**”), China Banking Regulatory Commission and the People’s Bank of China:
 - (1) The aggregate principal amount: not exceeding RMB80 billion.
 - (2) The term of the bonds: not less than 10 years.
 - (3) Interest rate of the bonds: to be determined with reference to the market interest rates.
 - (4) Methods of payment of principal and interest: interest will be payable annually and the principal amount will be repaid in full on the maturity date or the date of redemption.
 - (5) Target bondholders: members of national inter-bank bond market.
 - (6) Main usage of the raised fund: to replenish the supplementary capital of the Bank and enhance the capital adequacy ratio of the Bank.
 - (7) Method of issue: open issue on the national inter-bank bond market.

- (8) Duration of issue: twenty-four months commencing from the date on which the EGM approves the proposed issuance of the subordinated bonds.
2. It is proposed that the EGM authorize the Board or sub-authorize the senior management to deal with the matters in relation to the issuance of the subordinated bonds.
3. It is resolved that the proposal will be submitted for consideration at the EGM. Subject to the authorization from the EGM to deal with the matters in relation to the issuance of the subordinated bonds, the Board will authorize the senior management to deal with the matters in relation to the issuance of the subordinated bonds, including but not limited to getting the approvals from relevant government authorities, determining the aggregate principal amount, issuance time, issuance provisions, bond maturity, and bond interest range. The duration of the authorization is twenty-four months commencing from the date on which the EGM approves the proposed issuance of the subordinated bonds.

II. The proposal of supplying corporate communications to the holders of H-shares by means of the Bank's own website

The voting results of this proposal were as follows: voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

It is resolved the proposal will be submitted for approval at the EGM to supply corporate communications by means of the Bank's own website (www.ccb.com), in accordance with the Rules Governing The Listing of Securities on the Stock Exchange of Hong Kong Limited, to the holders of H-shares who meet the following conditions:

- (i) the shareholder has been asked individually by the Bank to agree that the Bank may supply corporate communications generally, or the corporate communication in question, to him by means of the Bank's own website; and
- (ii) the Bank has not received a response indicating the shareholder's objection within the period of 28 days beginning with the date on which the Bank's request was sent.

A holder of H-shares in relation to whom the above conditions are met is taken to have agreed that the Bank may supply corporate communications to him in that manner.

Corporate communication means any document issued or to be issued by the Bank for the information or action of holders of any of its securities, including but not limited to:

- (a) the annual report, the report of board of directors, its annual accounts together with a copy of the auditors' report and, where applicable, its summary financial report;
- (b) the interim report and, where applicable, its summary interim report;
- (c) a notice of meeting;
- (d) a listing document;

(e) a circular; and

(f) a proxy form.

This proposal will be submitted for consideration at the EGM.

III. The proposal of vice president candidate nomination

The voting results of this proposal were as follows: voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

It is resolved that Mr. Hu Zheyi be appointed as the vice president of the Bank. This appointment is subject to the approval of China Banking Regulatory Commission.

The independent non-executive directors approved this proposal.

IV. The proposal of convening the EGM

The voting results of this proposal were as follows: voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

It is resolved that the EGM will be convened in Beijing on 26 March 2009 to consider the following proposals:

1. the issuance of the subordinated bonds by the Bank;
2. supplying corporate communications to the holders of H-shares by means of the Bank's own website.

Announcement of the captioned matters is hereby given.

Board of Directors of China Construction Bank Corporation
16 January 2009