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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**(Stock Code: 939)**

**2008 REPORT OF BOARD OF DIRECTORS  
2008 REPORT OF BOARD OF SUPERVISORS  
2008 FINAL FINANCIAL ACCOUNTS  
2009 FIXED ASSETS INVESTMENT BUDGET  
PROFIT DISTRIBUTION PLAN FOR THE SECOND HALF OF 2008  
2008 FINAL EMOLUMENTS DISTRIBUTION PLAN FOR DIRECTORS AND  
SUPERVISORS  
APPOINTMENT OF AUDITORS FOR 2009  
APPOINTMENT OF MR. CHEN ZUOFU AS EXECUTIVE DIRECTOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the 2008 Annual General Meeting to be held at 9:00 a.m. on 11 June 2009 at No. 25, Finance Street, Xicheng District, Beijing, PRC is set out in this circular. A proxy form and a reply slip for use at the 2008 Annual General Meeting are enclosed and are also published on the website of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). The holders of H-Shares who intend to attend the 2008 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 time fixed for holding the 2008 Annual General Meeting. Completion and return of the proxy form will not preclude you from attending the 2008 Annual General Meeting and voting in person if you so wish. Holders of the H-Shares 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 21 May 2009.

24 April 2009

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## DEFINITIONS

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

“A-Share(s)”	domestic shares of RMB1.00 each in the share capital of the Bank which are listed on the Shanghai Stock Exchange
“2008 Annual General Meeting”	the 2008 annual general meeting of the Bank to be held at 9:00 a.m. on 11 June 2009 at No. 25, Finance Street, Xicheng District, Beijing, PRC
“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
“Board of Supervisors”	the board of supervisors of the Bank established pursuant to the Company Law of the People’s Republic of China
“Directors”	the members of the Board of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H-Share(s)”	overseas listed shares of RMB1.00 each in the share capital of the Bank which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the legal currency of the PRC
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Bank, including A-Shares and H-Shares
“Shareholders”	holders of the Bank’s Share(s)
“Supervisors”	the members of the Board of Supervisors of the Bank

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Guo Shuqing  
Zhang Jianguo  
Xin Shusen

*Non-executive Directors:*

Wang Yonggang  
Wang Yong  
Wang Shumin  
Liu Xianghui  
Zhang Xiangdong  
Li Xiaoling  
Gregory L. Curl

*Independent non-executive Directors:*

Lord Peter Levene  
Song Fengming  
Jenny Shipley  
Elaine La Roche  
Wong Kai-Man  
Tse Hau Yin, Aloysius

*Registered office:*

No. 25, Finance Street  
Xicheng District  
Beijing 100032  
China

*Principal place of business*

*in Hong Kong:*  
44th Floor & 45th Floor Tower One  
Lippo Centre  
89 Queensway  
Hong Kong

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## LETTER FROM THE BOARD

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Dear Sir or Madam,

**2008 REPORT OF BOARD OF DIRECTORS  
2008 REPORT OF BOARD OF SUPERVISORS  
2008 FINAL FINANCIAL ACCOUNTS  
2009 FIXED ASSETS INVESTMENT BUDGET  
PROFIT DISTRIBUTION PLAN FOR THE SECOND HALF OF 2008  
2008 FINAL EMOLUMENTS DISTRIBUTION PLAN FOR DIRECTORS AND  
SUPERVISORS  
APPOINTMENT OF AUDITORS FOR 2009  
APPOINTMENT OF MR. CHEN ZUOFU AS EXECUTIVE DIRECTOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to give you notice of the 2008 Annual General Meeting and to provide you with reasonable and necessary information.

At the 2008 Annual General Meeting, ordinary resolutions will be proposed to (among others) consider and approve (i) the 2008 report of Board of Directors; (ii) the 2008 report of Board of Supervisors; (iii) the 2008 final financial accounts; (iv) 2009 fixed assets investment budget; (v) the profit distribution plan for the second half of 2008; (vi) the 2008 final emoluments distribution plan for Directors and Supervisors; (vii) the appointment of auditors for 2009; and (viii) the appointment of Mr. Chen Zuofu as Executive Director of the Bank.

### 2008 REPORT OF BOARD OF DIRECTORS

Please refer to the relevant section of the 2008 annual report of the Bank for the 2008 Report of Board of Directors of China Construction Bank Corporation.

### 2008 REPORT OF BOARD OF SUPERVISORS

Please refer to the relevant section of the 2008 annual report of the Bank for the 2008 Report of Board of Supervisors of China Construction Bank Corporation.

### 2008 FINAL FINANCIAL ACCOUNTS

Please refer to the financial report in the 2008 annual report of the Bank for the 2008 final financial accounts of China Construction Bank Corporation.

### 2009 FIXED ASSETS INVESTMENT BUDGET

In consideration of promoting the Bank's growth strategy and its business transformation, the Bank proposes to arrange a fixed assets investment budget of RMB23 billion for 2009. This budget shall be mainly invested in the areas which can enhance the Bank's long term profitability and further strengthen its core competitiveness, such as construction of business outlets, construction of electronic channels, IT equipment and technological projects, production infrastructure and office facilities, etc. As to the fixed

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## LETTER FROM THE BOARD

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assets investment budget, RMB8.7 billion will be used for the construction of business outlets, RMB4.48 billion will be used for the construction of production infrastructure and its maintenance, RMB3.9 billion will be used for the improvement and renovation of general administration offices, RMB3.0 billion will be used for IT equipment and technological projects, RMB1.62 billion will be used for the construction of electronic delivery channels, and RMB1.3 billion will be used for business and administrative supporting expenditures.

### **PROFIT DISTRIBUTION PLAN FOR THE SECOND HALF OF 2008**

Pursuant to the audited financial statements for the financial year ended 31 December 2008 prepared in accordance with the PRC Accounting Standards for Business Enterprises and the International Financial Reporting Standards and the published interim report of the Bank for the year of 2008, the after-tax profit of the Bank for the second half of 2008 is approximately RMB33.401 billion. The Board proposes the following plan for the distribution of such profit:

1. On the basis of the after-tax profit of the Bank for the second half of 2008 in the approximate amount of RMB33.401 billion, 10% of such profit (being RMB3.34 billion) be appropriated to the statutory surplus reserve fund of the Bank;
2. On the basis of the after-tax profit of the Bank for the second half of 2008 in the approximate amount of RMB33.401 billion, RMB19.56 billion out of such profit be paid to all the Shareholders (shareholders listed in the Shareholder Register as of 23 June 2009) as final cash dividend. The cash dividend per share hence would be RMB0.0837 (inclusive of taxes). Such final cash dividend together with the 2008 interim cash dividend (approximately RMB25.823 billion) already distributed amounted to RMB45.383 billion, representing 50% of the Bank's total after-tax profit for 2008.

No transfer from the capital reserve fund will be made for the second half of 2008 to increase the share capital of the Bank.

### **2008 FINAL EMOLUMENTS DISTRIBUTION PLAN FOR DIRECTORS AND SUPERVISORS**

The Bank recorded sound operating results in 2008. The net profit of the Bank increased by 34%, the return on average assets increased by 0.16 percentage points, the return on average equity increased by 1.18 percentage points, and the non-performing loan ratio dropped by 0.39 percentage points compared with the previous year, respectively. Pursuant to the Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation, the emoluments for Directors and Supervisors in 2008 should be increased reasonably from the previous year.

However, in consideration of the severe economic and financial situations both at home and abroad and in an effort to overcome this hard time, Directors and Supervisors of the Bank all agree not to increase the total amount of their emoluments for 2008. On the basis of the total emoluments for 2007, emoluments for the Chairman and Vice Chairman of the Bank are reduced by 12%, for the Chairman of the Board of Supervisors by 10%, for executive directors by 10% on average, and for supervisors by 4% at most.

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**LETTER FROM THE BOARD**

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The 2008 Final Emoluments Distribution Plan for Directors and Supervisors of the Bank is set out below:

*Unit: RMB*

Name	No. of Months paid a	Total emoluments for 2008 (before tax)			Benefits e
		total b=c+d+e	Fixed emoluments c	Variable emoluments d	
<b>Directors</b>					
Guo Shuqing	12	1,568,826	897,570	566,303	104,953
Zhang Jianguo	12	1,561,078	873,203	583,374	104,501
Xin Shusen	12	1,409,145	741,145	569,918	98,082
Wang Yonggang	12	—	—	—	—
Wang Yong	12	—	—	—	—
Wang Shumin	12	—	—	—	—
Liu Xianghui	12	—	—	—	—
Zhang Xiangdong	12	—	—	—	—
Li Xiaoling	12	—	—	—	—
Gregory L.Curl	12	390,000	390,000	—	—
Lord Peter Levene	12	360,000	360,000	—	—
Song Fengming	12	440,000	440,000	—	—
Jenny Shipley	12	360,000	360,000	—	—
Elaine La Roche	12	410,000	410,000	—	—
Wong Kai-Man	12	387,500	387,500	—	—
Tse Hau Yin, Aloysius	12	440,000	440,000	—	—
<b>Supervisors</b>					
Xie Duyang	12	1,518,921	860,496	556,661	101,764
Liu Jin	12	1,001,065	547,902	369,093	84,070
Jin Panshi	12	1,001,065	547,902	369,140	84,023
Cheng Meifen	12	26,000	26,000	—	—
Sun Zhixin	12	26,000	26,000	—	—
Shuai Jinkun	1	2,167	2,167	—	—
Guo Feng	12	250,000	250,000	—	—
Dai Deming	12	270,000	270,000	—	—
<b>Resigned Directors during the year</b>					
Zhao Lin	5	587,144	309,245	236,453	41,446
Luo Zhefu	12	1,409,145	741,145	568,812	99,188
<b>Resigned Supervisor during the year</b>					
Ning Liming	9	19,500	19,500	—	—

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## LETTER FROM THE BOARD

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### APPOINTMENT OF AUDITORS FOR 2009

The Board of the Bank proposes that the Bank continue to appoint KPMG Huazhen and KPMG as its domestic and international auditors respectively in 2009 for a term of one year, commencing from the date on which this proposed resolution is adopted at the 2008 Annual General Meeting and ending on the date of the next annual general meeting, with a total compensation of RMB127,000,000.

### APPOINTMENT OF MR. CHEN ZUOFU AS EXECUTIVE DIRECTOR OF THE BANK

Mr. Chen Zuofu's CV is as follows:

Mr. Chen Zuofu, aged 54, with PRC nationality, has served as a vice president of the Bank since July 2005. Mr. Chen was assistant president of the Bank from September 2004 to July 2005, assistant president of China Construction Bank from July 1997 to September 2004. Mr. Chen was a visiting scholar to Stanford University from June 1999 to May 2000. Mr. Chen graduated from Southwest University of Politics and Law with a bachelor's degree in law in 1983. He received his master's degree in management and engineering from Central South University of Technology in 1996.

The Board proposes to appoint Mr. Chen Zuofu as Executive Director of the Bank for a term of three years and his emoluments shall include salary, bonus, fixed contribution to pension scheme and other benefits, etc, the amount of which shall be determined with reference to Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation. The Nomination and Compensation Committee shall, at the end of each year, propose the emoluments distribution plan and decide the amount of the emoluments, which shall be presented to the Board for consideration and be subject to implementation upon the approval of the Shareholders' meeting. Besides the above stated, Mr. Chen is not connected with the Bank's directors, supervisors, senior management, major Shareholders or controlling Shareholders and as at the date of this circular, Mr. Chen is not holding any equity interest in the Bank as defined in Section XV of *the Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong), is not in possession of any information that is required to be disclosed by rule 13.51(2)(h) to rule 13.51(2)(v) of *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, 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 *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*. Additionally, there is not any other issues that shall be brought to the attention of the Shareholders of the Bank.

### 2008 ANNUAL GENERAL MEETING

A notice convening the 2008 Annual General Meeting is set out in this circular.

In order to determine the Shareholders of the H-Shares who are entitled to attend the 2008 Annual General Meeting, the Bank's register of members will be closed from 12 May 2009 to 11 June 2009, both days inclusive, during which period no transfer of H Shares will be effected. Holders of H-Shares of the Bank who wish to attend the 2008 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 11 May 2009. 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.



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## LETTER FROM THE BOARD

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In order to determine the Shareholders of the H-Shares who are entitled to receive the 2008 final cash dividends, the Bank's register of members will be closed from 19 June 2009 to 23 June 2009, both days inclusive, during which period no transfer of H-Shares will be effected. Holders of H-Shares who wish to receive the 2008 final cash dividends 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 18 June 2009. 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. The last trading day of the Bank's H-shares before the ex-dividend date will be 16 June 2009, and the dividends will be excluded from 17 June 2009. If approved, the 2008 final cash dividends will be paid around 8 July 2009 to the Shareholders. According to the Bank's Articles of Association, dividends will be denominated and declared in RMB. Dividends on H-shares for the Bank's promoters will be paid in RMB and those for other Shareholders will be paid in Hong Kong dollars. The relevant exchange rate shall be the mid exchange rate of RMB vis-à-vis Hong Kong dollars as published by the People's Bank of China on the date of the 2008 Annual General Meeting.

A proxy form and a reply slip for use at the 2008 Annual General Meeting is enclosed and is also published on the website of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). To be valid, holders of H-Shares who intend to attend the 2008 Annual General Meeting should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the 2008 Annual General Meeting. The address is Room 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending the 2008 Annual General Meeting and voting in person if you so wish. Holders of H-Shares 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 21 May 2009. The address is Room 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

### VOTING METHOD AT THE 2008 ANNUAL GENERAL MEETING

The voting at the 2008 General Meeting shall be conducted in the form of open ballot.

### RECOMMENDATION

The Directors believe that the proposals mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions to be proposed at the 2008 Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board of Directors  
**China Construction Bank Corporation**  
**Zhang Jianguo**  
*Vice Chairman, Executive Director and President*

24 April 2009

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2008 annual general meeting of China Construction Bank Corporation (the "Bank") will be held at 9:00 a.m. on 11 June 2009 at No. 25, Finance Street, Xicheng District, Beijing, PRC to consider and, if thought fit, pass the following resolutions:

#### AS ORDINARY RESOLUTIONS

1. To consider and approve the 2008 report of the board of directors of the Bank;
2. To consider and approve the 2008 report of the board of supervisors of the Bank;
3. To consider and approve the Bank's 2008 final financial accounts;
4. To consider and approve 2009 fixed assets investment budget of the Bank;
5. To consider and approve the Bank's profit distribution plan for the second half of 2008;
6. To consider and approve 2008 final emoluments distribution plan for directors and supervisors;
7. To consider and approve the appointment of auditors of the Bank for 2009; and
8. To consider and approve the appointment of Mr. Chen Zuofu as Executive Director of the Bank.

By order of the Board  
**China Construction Bank Corporation**  
**Zhang Jianguo**  
*Vice Chairman, Executive Director and President*

24 April 2009

*As at the date of this circular, 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.*

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## NOTICE OF ANNUAL GENERAL MEETING

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**Notes:**

1. The voting at the 2008 Annual General Meeting shall be conducted in the form of open ballot.
2. In order to determine the Shareholders of the H-Shares who are entitled to attend the 2008 Annual General Meeting, the Bank's register of members will be closed from 12 May 2009 to 11 June 2009, both days inclusive, during which period no transfer of H-Shares will be effected. Holders of H-Shares who wish to attend the 2008 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 11 May 2009. 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.

In order to determine the Shareholders of the H-Shares who are entitled to receive 2008 final cash dividends, the Bank's register of members will be closed from 19 June 2009 to 23 June 2009, both days inclusive, during which period no transfer of H-Shares will be effected. Holders of H-Shares who wish to receive 2008 final cash dividends 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 18 June 2009. 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. The last trading day of the Bank's H-Shares before the ex-dividend date will be 16 June 2009, and the dividends shall be excluded from 17 June 2009. If approved, the 2008 final cash dividends will be paid around 8 July 2009 to the Shareholders.

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 2008 Annual General Meeting should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the 2008 Annual General Meeting. The address is Room 1806–1807, 18th 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 in person, by post or by fax to the H-Share registrar of the Bank, Computershare Hong Kong Investor Services Limited at Room 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 21 May 2009 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 be required to produce documents to prove their identity.