
NOTICE OF THE 2009 ANNUAL GENERAL MEETING



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 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN by the China Construction Bank Corporation (“**the Bank**”) that the 2009 Annual General Meeting will be convened at 2:30 pm on 24 June 2010 at InterContinental Hotel Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Bank regarding the 2009 Annual General Meeting and the First H Shareholders Class Meeting of 2010 dated 7 May 2010.

AS ORDINARY RESOLUTIONS:

1. To consider and approve the 2009 report of board of directors
2. To consider and approve the 2009 report of board of supervisors
3. To consider and approve the 2009 final financial accounts
4. To consider and approve the 2010 fixed assets investment budget
5. To consider and approve the profit distribution plan for 2009
6. To consider and approve the 2009 final emoluments distribution plan for directors and supervisors
7. To consider and approve the appointment of auditors for 2010

AS SPECIAL RESOLUTIONS:

8. To consider and approve the proposed Rights Issue of A Shares and H Shares
 - 8.1 Type and nominal value of Rights Shares;
 - 8.2 Proportion and number of Shares to be issued
 - 8.3 Subscription Price of the Rights Issue
 - 8.4 Target subscribers

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- 8.5 Use of Proceeds
- 8.6 Arrangement for the accumulated undistributed profits of the Bank prior to the Rights Issue
- 8.7 Effective period of the resolution
- 9. To consider and approve the authorizations for the Rights Issue

AS ORDINARY RESOLUTIONS:

- 10. To consider and approve the feasibility report on the proposed use of proceeds raised from the rights issue of A shares and H shares
- 11. To consider and approve the report on the use of proceeds from the previous A share issue
- 12. To consider and approve the mid-term plan of capital management
- 13. To consider and approve the election of directors
 - 13.1 To elect Mr. Guo Shuqing to continue serving as executive director of the Bank;
 - 13.2 To elect Mr. Zhang Jianguo to continue serving as executive director of the Bank;
 - 13.3 To elect Lord Peter Levene to continue serving as independent non-executive director of the Bank;
 - 13.4 To elect Dame Jenny Shipley to continue serving as independent non-executive director of the Bank;
 - 13.5 To elect Ms. Elaine La Roche to continue serving as independent non-executive director of the Bank;
 - 13.6 To elect Mr. Wong Kai-Man to continue serving as independent non-executive director of the Bank;
 - 13.7 To elect Ms. Sue Yang to serve as non-executive director of the Bank;
 - 13.8 To elect Mr. Yam Chi Kwong, Joseph to serve as independent non-executive director of the Bank; and
 - 13.9 To elect Mr. Zhao Xijun to serve as independent non-executive director of the Bank.
- 14. To consider and approve the election of supervisors
 - 14.1 To elect Mr. Xie Duyang to continue serving as shareholder representative supervisor of the Bank;
 - 14.2 To elect Ms. Liu Jin to continue serving as shareholder representative supervisor of the Bank;

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- 14.3 To elect Mr. Guo Feng to continue serving as external supervisor of the Bank;
- 14.4 To elect Mr. Dai Deming to continue serving as external supervisor of the Bank; and
- 14.5 To elect Mr. Song Fengming to serve as shareholder representative supervisor of the Bank.

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

7 May 2010

As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Ms. Xin Shusen and Mr. Chen Zuofu; 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, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Wong Kai-Man and Mr. Tse Hau Yin.

Notes:

1. Details of the proposals are set out in the Circular published by the Bank on 7 May 2010.
2. For holders of H Shares, the voting at the 2009 Annual General Meeting shall be conducted by way of registered poll.
3. In order to determine the shareholders who are entitled to attend the 2009 Annual General Meeting, the Bank's register of members for the H Shares will be closed from 25 May 2010 to 24 June 2010, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the 2009 Annual General Meeting, the holders of H Shares whose transfers have not been registered must deposit transfer documents together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on 24 May 2010. The address of Computershare Hong Kong Investor Services Limited is Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. Each Shareholder entitled to attend and vote at the 2009 Annual General Meeting may appoint one proxy to attend and vote on his behalf. The proxy need not be a Shareholder.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s).
6. The holders of H Share who intend to attend the 2009 Annual General Meeting by proxy, must complete the proxy form and return the proxy form to the Computershare Hong Kong Investor Services Limited for holders of H Shares at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the scheduled time for the 2009 Annual General Meeting. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the 2009 Annual General Meeting if he so wishes.

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7. The holders of H Shares who intend to attend the 2009 Annual General Meeting in person or by proxy should return the reply slip to Computershare Hong Kong Investor Services Limited by courier, by post or by fax on or before 4 June 2010. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, the fax number is (852) 2865 0990.
8. The 2009 Annual General Meeting is expected to last for half a day. Shareholders (whether attending in person or by their proxies) attending the 2009 Annual General Meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the meeting shall present identity certification.