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

(Stock Code: 939)

**ELECTION OF MR. CUI YONG AS EXECUTIVE DIRECTOR
OF THE BANK**

**ELECTION OF MR. JI ZHIHONG AS EXECUTIVE DIRECTOR
OF THE BANK**

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

The First EGM of 2023 of the Bank will be convened at 14:50 on 20 March 2023 at No. 25, Financial Street, Xicheng District, Beijing and Building 1, Chang An Xing Rong Centre, No. 1, Naoshikou Street, Xicheng District, Beijing. The notice of the First EGM of 2023 is enclosed in this circular and is also published on the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.hk).

H Shareholders who intend to attend the First EGM of 2023 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 14:50 on 19 March 2023. Completion and return of the proxy form will not preclude you from attending the First EGM of 2023 and voting in person if you so wish. H Shareholders 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 28 February 2023.

31 January 2023

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DEFINITIONS

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

“A Share(s)”	domestic ordinary share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the Articles of Association of the Bank (as amended from time to time)
“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
“CBIRC”	China Banking and Insurance Regulatory Commission
“H Share(s)”	overseas listed foreign ordinary share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Shares
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“the First EGM of 2023”	the first extraordinary general meeting of 2023 of the Bank to be convened on 20 March 2023

LETTER FROM THE BOARD



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

(Stock Code: 939)

Executive Directors:

Tian Guoli
Zhang Jinliang

Non-executive Directors:

Xu Jiandong
Tian Bo
Xia Yang
Shao Min
Liu Fang

Independent Non-executive Directors:

Malcolm Christopher McCarthy
Kenneth Patrick Chung
Graeme Wheeler
Michel Madelain
William Coen
Leung Kam Chung, Antony

Registered office:

No. 25, Financial Street
Xicheng District
Beijing 100033
China

*Principal place of business
in Hong Kong:*

28/F, CCB Tower
3 Connaught Road
Central
Hong Kong

Dear Sir or Madam,

**ELECTION OF MR. CUI YONG AS EXECUTIVE DIRECTOR
OF THE BANK**

**ELECTION OF MR. JI ZHIHONG AS EXECUTIVE DIRECTOR
OF THE BANK**

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

INTRODUCTION

The purpose of this circular is to give you notice of the First EGM of 2023 and to provide you with reasonable and necessary information.

At the First EGM of 2023, resolutions will be proposed to consider and approve the following as ordinary resolutions: (i) election of Mr. Cui Yong as executive director of the Bank; and (ii) election of Mr. Ji Zhihong as executive director of the Bank.

LETTER FROM THE BOARD

ELECTION OF MR. CUI YONG AS EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Article of Association, the Board proposes to nominate Mr. Cui Yong as executive director of the Bank. The qualification of Mr. Cui Yong as director of the Bank is subject to the approval by the CBIRC. Mr Cui Yong's term of office will be three years taking effect upon the approval by the CBIRC and terminating on the date of the shareholders' annual general meeting for the year when such term of office expires. Mr. Cui Yong satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association.

Mr. Cui Yong, born in December 1969, is of Chinese nationality. Mr. Cui has served as executive vice president of the Bank since August 2022. Mr. Cui was executive vice president of Agricultural Bank of China from May 2019 to August 2022. Mr. Cui served in various positions in Industrial and Commercial Bank of China, including deputy general manager of the first corporate business department of the head office, deputy general manager of Qingdao Branch, general manager of Xiamen Branch, deputy general manager of Beijing Branch and general manager of the corporate banking department of the head office. Mr. Cui consecutively worked with the Ministry of Transport and the National Development and Reform Commission. He previously held concurrent posts as secretary general of the Syndications Committee of the China Banking Association, an expert of the National Association of Financial Market Institutional Investors, executive vice president of the Payment & Clearing Association of China, director of China UnionPay and supervisor of UnionPay International. Mr. Cui is a senior economist and received a bachelor's degree in engineering from Xi'an Highway Institute.

Save as disclosed in the biographical details, Mr. Cui Yong confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the Group; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

The emoluments of Mr. Cui Yong shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

LETTER FROM THE BOARD

ELECTION OF MR. JI ZHIHONG AS EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Article of Association, the Board proposes to nominate Mr. Ji Zhihong as executive director of the Bank. The qualification of Mr. Ji Zhihong as director of the Bank is subject to the approval by the CBIRC. Mr. Ji Zhihong's term of office will be three years taking effect upon the approval by the CBIRC and terminating on the date of the shareholders' annual general meeting for the year when such term of office expires. Mr. Ji Zhihong satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association.

Mr. Ji Zhihong, born in April 1968, is of Chinese nationality. Mr. Ji has served as executive vice president of the Bank since August 2019 and concurrently served as chairman of CCB House Rental Fund (Limited Partnership) since November 2022. Mr. Ji served as director-general of the financial market department of People's Bank of China (the "PBC") from August 2013 to May 2019, during which Mr. Ji was concurrently director of the financial market management department of the PBC Shanghai Head Office from August 2013 to May 2016. From September 2012 to August 2013, Mr. Ji was director-general of the research bureau of the PBC. From April 2010 to September 2012, Mr. Ji was deputy director-general of the monetary policy department of the PBC. From February 2008 to April 2010, Mr. Ji was deputy director (deputy director-general Level) of the open market operations department of the PBC Shanghai Head Office. Mr. Ji is a researcher fellow. He obtained a master's degree in international finance from Tsinghua University PBC School of Finance (formerly known as the Graduate School of the PBC) in 1995 and obtained a PhD degree in national economics from Chinese Academy of Social Sciences in 2005.

Save as disclosed in the biographical details, Mr. Ji Zhihong confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the Group; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

The emoluments of Mr. Ji Zhihong shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

LETTER FROM THE BOARD

THE FIRST EGM OF 2023

The notice of the First EGM of 2023 of the Bank to be held at 14:50 on 20 March 2023 at No. 25, Financial Street, Xicheng District, Beijing and Building 1, Chang An Xing Rong Centre, No. 1, Naoshikou Street, Xicheng District, Beijing, is set out in this circular. Registration of the meeting will start from 14:10 to 14:50 on 20 March 2023.

In order to determine the H Shareholders who are entitled to attend the First EGM of 2023, the Bank's register of members for H Shares will be closed from 18 February 2023 to 20 March 2023, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the First EGM of 2023 must lodge 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 16:30 on 17 February 2023. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A proxy form and a reply slip for use at the First EGM of 2023 are despatched together with this circular and published on the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.hk). To be valid, H Shareholders who intend to attend the First EGM of 2023 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 14:50 on 19 March 2023. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude you from attending the First EGM of 2023 and voting in person if you so wish. H Shareholders who intend to attend the First EGM of 2023 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 28 February 2023. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE FIRST EGM OF 2023

The voting at the First EGM of 2023 will be taken by way of registered poll.

RECOMMENDATION

The Board considers that the proposals mentioned above are in the interests of the Bank and the shareholders as a whole. Accordingly, the Board recommends that shareholders vote in favour of the relevant resolutions to be proposed at the First EGM of 2023.

By order of the Board

China Construction Bank Corporation

Zhang Jinliang

Vice Chairman, Executive Director and President

31 January 2023



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

(Stock Code: 939)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

NOTICE IS HEREBY GIVEN that the First EGM of 2023 of China Construction Bank Corporation (the “**Bank**”) will be held at 14:50 on 20 March 2023 at No. 25, Financial Street, Xicheng District, Beijing and Building 1, Chang An Xing Rong Centre, No. 1, Naoshikou Street, Xicheng District, Beijing, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. Election of Mr. Cui Yong as executive director of the Bank
2. Election of Mr. Ji Zhihong as executive director of the Bank

Details of the above proposals are set out in the circular regarding the First EGM of 2023 of the Bank dated 31 January 2023. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meanings as those defined in the circular.

By order of the Board

China Construction Bank Corporation

Zhang Jinliang

Vice Chairman, Executive Director and President

31 January 2023

As at the date of this notice, the executive directors of the Bank are Mr. Tian Guoli and Mr. Zhang Jinliang; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min and Ms. Liu Fang; and the independent non-executive directors of the Bank are Sir Malcolm Christopher McCarthy, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen and Mr. Leung Kam Chung, Antony.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

Notes:

1. The voting at this general meeting will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the First EGM of 2023, the Bank's register of members for H Shares will be closed from 18 February 2023 to 20 March 2023, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders of the Bank who wish to attend this general meeting must lodge 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 16:30 on 17 February 2023. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. A shareholder entitled to attend and vote at this general meeting may appoint proxies to attend and vote in his/her 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/her 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, H Shareholders who intend to attend this general meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 14:50 on 19 March 2023. The address of Computershare Hong Kong Investor Services Limited 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 general meeting if he/she so wishes.
6. H Shareholders who intend to attend this general meeting in person or by proxy should return the reply slip in person, by post or by fax ((852) 2865 0990) 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 28 February 2023.
7. This general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this general meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending this general meeting shall present identity documents.