
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**ANNUAL ISSUANCE PLAN FOR THE GROUP'S FINANCIAL BONDS
AMOUNT OF CAPITAL INSTRUMENTS TO BE ISSUED
AMOUNT OF TLAC NON-CAPITAL BONDS TO BE ISSUED
AND
NOTICE OF FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

The First EGM of 2024 of the Bank will be convened at 14:45 on 29 April 2024 at No. 25, Financial Street, Xicheng District, Beijing. The notice of the First EGM of 2024 is enclosed and is also published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

H Shareholders who intend to attend the First EGM of 2024 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 14:45 on 28 April 2024. Completion and return of the proxy form will not preclude you from attending the First EGM of 2024 and voting in person if you so wish. H Shareholders who intend to attend the General Meeting in person or by proxy are advised to complete and return the reply slip to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, on or before 19 April 2024.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
Introduction	2
1. Annual issuance plan for the Group’s financial bonds	3
2. Amount of capital instruments to be issued	4
3. Amount of TLAC non-capital bonds to be issued	5
The First EGM of 2024	6
Voting method at the First EGM of 2024	6
Recommendation	6
NOTICE OF FIRST EXTRAORDINARY GENERAL MEETING OF 2024	7

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
“A Shareholder(s)”	holder(s) of the A Shares
“Bank” or “CCB”	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” or “Board of Directors”	the board of directors of the Bank
“First EGM of 2024” or “General Meeting”	the first extraordinary general meeting of 2024 of the Bank to be convened on 29 April 2024
“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”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Group”	the Bank and the Subsidiaries
“Ordinary Shares”	A Shares and H Shares
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of Ordinary Shares

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:

Mr. Zhang Jinliang

Mr. Ji Zhihong

Non-executive Directors:

Ms. Shao Min

Mr. Tian Bo

Mr. Xia Yang

Ms. Liu Fang

Ms. Li Lu

Independent Non-executive Directors:

Mr. Kenneth Patrick Chung

Mr. Graeme Wheeler

Mr. Michel Madelain

Mr. William Coen

Mr. Leung Kam Chung, Antony

Lord Sassoon

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

9 April 2024

Dear Sir or Madam,

**ANNUAL ISSUANCE PLAN FOR THE GROUP'S FINANCIAL BONDS
AMOUNT OF CAPITAL INSTRUMENTS TO BE ISSUED
AMOUNT OF TLAC NON-CAPITAL BONDS TO BE ISSUED
AND
NOTICE OF FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

INTRODUCTION

The purpose of this circular is to give you notice of the First EGM of 2024 and to provide you with reasonable and necessary information.

LETTER FROM THE BOARD

At the First EGM of 2024, resolutions will be proposed to consider and approve the following as special resolutions: (i) annual issuance plan for the Group's financial bonds; (ii) amount of capital instruments to be issued; (iii) amount of TLAC non-capital bonds to be issued.

ANNUAL ISSUANCE PLAN FOR THE GROUP'S FINANCIAL BONDS

In order to diversify the Group's sources of funding, enhance the capital strength, strengthen the capability to serve the real economy and to prevent and mitigate financial risks, and support the sound development of all businesses, the issuance of financial bonds by the Group is hereby proposed:

1. The Group should issue no more than RMB386 billion worth of financial bonds in domestic and overseas markets in 2024 in conformity with relevant laws and regulations, regulatory rules and the rules of the places where the Group's securities are listed.
2. The day following the Shareholders' general meeting's review and approval of this annual issuance plan for financial bonds should mark the beginning of the limit's validity period for the annual issuance plan for financial bonds. In principle, this validity period will end on 31 December 2024. The remaining limit, however, should stay valid until the Shareholders' general meeting reviews and approves a new annual issuance plan for financial bonds, if the aforementioned limit is not fully used within its validity period.
3. It was agreed to propose to the Shareholders' general meeting to authorize the Board to delegate the senior management the authorization to decide, in accordance with the laws and regulations, regulatory rules and approval requirements issued by the relevant regulatory authorities, and taking into account the specific circumstances, the specific issuance plan and terms of the financial bonds (excluding subordinated financial bonds with the nature of replenished capital), including, but not limited to, the name of the bond, the bond type, the issuance volume, the term, the interest rate, the currency, the issuance mode, the scope and target of issuance, and the usage of raised funds, and to process specific matters such as regulatory reporting and approval, issuance, and disclosure of post-issuance information. The validity period of the aforementioned authorization should be consistent with the actual term of the use of limit. At the same time, the senior management should be delegated to process all matters relating to interest payment, cashing, redemption and write-down within the duration of the financial bonds issued under the abovementioned annual issuance plan for financial bonds in accordance with the regulations and approval requirements issued by relevant regulatory authorities.

This resolution was considered and approved at the meeting of the Board of the Bank held on 2 February 2024, and is submitted to the First EGM of 2024 for consideration.

LETTER FROM THE BOARD

AMOUNT OF CAPITAL INSTRUMENTS TO BE ISSUED

In order to further enhance capital strength, strengthen the capability to serve the real economy and to prevent and mitigate risks, and support the sound development of all businesses, the issuance of capital instruments by the Bank is hereby proposed:

1. It was agreed that the Bank, subject to the approval of the Shareholders' general meeting and relevant regulators, issues capital instruments in accordance with the following terms and conditions:
 - (1) Total issuance amount: a value equivalent to no more than RMB200 billion;
 - (2) Instrument type: write-down undated capital bond or write-down eligible tier 2 capital instrument, which comply with the relevant provisions of the *Administrative Measures for the Capital of Commercial Banks* and can be used to replenish the capital of commercial banks;
 - (3) Market: including domestic and overseas ones;
 - (4) Term: duration of write-down undated capital bond is consistent with the duration of the Bank's ongoing operation, while that of write-down eligible tier 2 capital instrument is no less than five years;
 - (5) Loss absorption mode: write-down will be adopted to absorb the loss, upon the occurrence of triggering events specified in the issuing document;
 - (6) Issuing interest rate: to be determined based on the market interest rates;
 - (7) Purpose of fund raising: raised funds of write-down undated capital bonds are used to replenish the Bank's additional tier 1 capital, while raised funds of write-down eligible tier 2 capital instruments are used to replenish the Bank's tier 2 capital;
 - (8) Validity period of the resolution: from the date of approval by the Shareholders' general meeting to 24 months after approval by the National Financial Regulatory Administration.
2. It was agreed to propose to the Shareholders' general meeting to authorize the Board, which then delegates the authorization to the senior management of the Bank, in accordance with the regulations and approval requirements promulgated by the relevant regulators, and taking into account the specific circumstances, to decide the issuance plan and terms for the capital instruments, and to handle matters related to filing of application with regulators, issuance and other relevant matters. Validity period of the above authorization is from the date of approval by the Shareholders' general meeting to 24 months after approval by the National Financial Regulatory Administration. Meanwhile, within the duration of the above-mentioned capital instruments, the senior management of the Bank with the delegated authorization should handle all the related matters such as interest payment, redemption and write-down as per the regulations and approval requirements promulgated by the relevant regulators.

LETTER FROM THE BOARD

This resolution was considered and approved at the meeting of the Board of the Bank held on 28 March 2024, and is submitted to the First EGM of 2024 for consideration.

AMOUNT OF TLAC NON-CAPITAL BONDS TO BE ISSUED

In order to meet higher regulatory standards, strengthen the capability to serve the real economy and to prevent and mitigate risks, and support the sound development of all businesses, the issuance of total loss-absorbing capacity (“TLAC”) non-capital bonds by the Bank is hereby proposed:

1. It was agreed that the Bank, subject to the approval of the Shareholders’ general meeting and relevant regulators, issues TLAC non-capital bonds in accordance with the following terms and conditions:
 - (1) Total issuance amount: a value equivalent to no more than RMB50 billion;
 - (2) Instrument type: TLAC non-capital bonds, which complies with the relevant provisions of the *Measures for the Administration of Total Loss-absorbing Capacity of Global Systematically Important Banks* and can be used to replenish total loss-absorbing capacity of commercial banks;
 - (3) Market: including domestic and overseas ones;
 - (4) Term: no less than one year;
 - (5) Loss absorption mode: write-down will be adopted to absorb the loss, upon the occurrence of triggering events specified in the issuing document happens;
 - (6) Issuing interest rate: to be determined based on the market interest rates;
 - (7) Purpose of fund raising: to be used to replenish the Bank’s total loss-absorbing capacity;
 - (8) Validity period of the resolution: from the date of approval by the Shareholders’ general meeting to 30 June 2025.
2. It was agreed to propose to the Shareholders’ general meeting to authorize the Board, which then delegates the authorization to the senior management of the Bank, in accordance with the regulations and approval requirements promulgated by the relevant regulators, and taking into account the specific circumstances, to decide the issuance plan and terms for the TLAC non-capital bonds, and to handle matters related to filing of application with regulators, issuance and other relevant matters. The validity period of the foregoing authorization is from the date of the approval by the Shareholders’ general meeting to 30 June 2025. Meanwhile, within the duration of the above-mentioned bonds, the senior management of the Bank with the delegated authorization should handle all the related matters such as interest payment, redemption and write-down as per the regulations and approval requirements promulgated by the relevant regulators.

LETTER FROM THE BOARD

This resolution was considered and approved at the meeting of the Board of the Bank held on 28 March 2024, and is submitted to the First EGM of 2024 for consideration.

THE FIRST EGM OF 2024

The notice of the First EGM of 2024 of the Bank to be held at 14:45 on 29 April 2024 at No. 25, Financial Street, Xicheng District, Beijing, is set out in this circular. Registration of the meeting will start from 14:05 to 14:45 on 29 April 2024.

In order to determine the H Shareholders who are entitled to attend the First EGM of 2024, the Bank's register of members for H Shares will be closed from 24 April 2024 to 29 April 2024, 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 2024 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 23 April 2024. 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 2024 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 2024 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 14:45 on 28 April 2024. 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 2024 and voting in person if you so wish. H Shareholders who intend to attend the First EGM of 2024 in person or by proxy are advised to complete and 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, on or before 19 April 2024. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE FIRST EGM OF 2024

The voting at the First EGM of 2024 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 2024.

**The Board of Directors of
China Construction Bank Corporation**

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024



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 2024

NOTICE IS HEREBY GIVEN that the First EGM of 2024 of China Construction Bank Corporation (the “**Bank**”) will be held at 14:45 on 29 April 2024 at No. 25, Financial Street, Xicheng District, Beijing, to consider and, if thought fit, pass the following resolutions:

AS SPECIAL RESOLUTIONS

1. Annual issuance plan for the Group’s financial bonds
2. Amount of capital instruments to be issued
3. Amount of TLAC non-capital bonds to be issued

Details of the above proposals are set out in the circular regarding the First EGM of 2024 of the Bank dated 9 April 2024. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meanings as those defined in the circular.

**The Board of Directors of
China Construction Bank Corporation**

9 April 2024

As at the date of this notice, the executive directors of the Bank are Mr. Zhang Jinliang and Mr. Ji Zhihong; the non-executive directors of the Bank are Ms. Shao Min, Mr. Tian Bo, Mr. Xia Yang, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen, Mr. Leung Kam Chung, Antony and Lord Sassoon.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Notes:

1. The voting at the 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 2024, the Bank's register of members for H Shares will be closed from 24 April 2024 to 29 April 2024, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the 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 23 April 2024. 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 the General Meeting may appoint proxy to attend and vote in his/her/its 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/its 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 the 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 14:45 on 28 April 2024. 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 the General Meeting if he/she so wishes.
6. H Shareholders who intend to attend this General Meeting in person or by proxy are advised to 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 19 April 2024.
7. The General Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the General Meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the General Meeting shall present identity documents.