
NOTICE OF EXTRAORDINARY 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 THE 2009 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 first extraordinary general meeting (the **EGM**) of China Construction Bank Corporation (the **Bank**) will be held at 9:00 a.m. on Thursday, 26 March 2009 at No. 25 Finance Street, Xicheng District, Beijing, PRC to consider and, if thought fit, approve the following resolutions:

AS SPECIAL RESOLUTION(S)

“To consider and approve the proposed resolution on the issuance of subordinated bonds.”

In order to supplement capital, optimize capital structure, and support the Bank's business development, the board of directors hereby proposed the following resolution in relation to the issuance by the Bank of certain subordinated bonds:

1. It is proposed that the Bank issue certain subordinated bonds on the following terms and conditions, subject to approvals by 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 issue of the subordinated bonds.
2. It is proposed that the EGM of the Bank authorize the board of directors or sub-authorize the senior management to deal with specific matters in relation to the issuance of the subordinated bonds.

AS ORDINARY RESOLUTION(S)

“To consider and approve the proposed resolution on supplying corporate communications to the holders of H-shares by means of the Bank's own website.”

Whereas The Stock Exchange of Hong Kong Limited has amended the stipulations of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **Hong Kong Listing Rules**) regarding the means of supplying corporate communications to shareholders, it is hereby proposed, in accordance with the requirements of the Hong Kong Listing Rules, that the Bank supply corporate communications to the holders of its H-shares by means of the Bank's website, specifically as follows:

It is proposed that a resolution be approved at the EGM, upon which the Bank shall have the right to provide the holders of its H-shares who satisfied the following conditions with corporate communications by means of the Bank's own website (www.ccb.com) in accordance with the Hong Kong Listing Rules.

- (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

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- (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 by means of the Bank's website.

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 directors' report, 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.

RECOMMENDATION

The directors believe that the resolutions 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 EGM.

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

6 February 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.

Notes:

1. The voting at the EGM shall be conducted in the form of open ballot.
2. In order to determine the shareholders who are entitled to attend the EGM, the Bank's register of members will be closed from Tuesday, 24 February 2009 to Thursday, 26 March 2009, both days inclusive, during which period no transfer of shares will be effected. Holders of H-shares of the Bank who wish to attend the EGM 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 Monday, 23 February 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. Holders of H-shares whose names appear on the Bank's register of members on Tuesday, 24 February 2009 are entitled to attend the EGM.
3. A shareholder entitled to attend and vote at the EGM may appoint one proxy to attend and vote in his place. A proxy need not 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 authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s).
5. To be valid, holders of H-Shares who intend to attend the EGM 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 EGM. 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 the EGM if he so wishes.
6. Holders of H-Shares who intend to attend this EGM 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 before 6 March 2009 (Fax: (852) 2865 0990).
7. The EGM is expected to be concluded within half a day. Shareholders (or their proxies) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall be required to produce documents evidencing their identity.