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中国建设银行股份有限公司

2024 年二级资本债券（第三期）（债券通）

募集说明书

China Construction Bank Corporation

2024 Tier 2 Capital Notes (Series 3) (Bond Connect)

Offering Circular

发 行 人：中国建设银行股份有限公司

注册地址：北京市西城区金融大街 25 号

邮政编码：100033

Issuer: China Construction Bank Corporation

Registered Office: No. 25 Financial Street, Xicheng District, Beijing, P.R.China

Zip Code: 100033

二零二四年十二月十八日

第三章 本期债券情况

一、主要发行条款 Basic Issue Terms

1、债券名称 Name of the Notes

中国建设银行股份有限公司 2024 年二级资本债券（第三期）（债券通）。

China Construction Bank Corporation 2024 Tier 2 Capital Notes (Series 3) (Bond Connect).

2、发行人 The Issuer

中国建设银行股份有限公司。

China Construction Bank Corporation.

3、基本发行规模 Basic Issuance Size

本期债券基本发行规模为人民币 200 亿元。

The basic issuance size of the Notes is RMB 20 billion.

4、超额增发权 Over-Issuance Right

若本期债券的实际全场申购倍数（全场申购量 / 基本发行规模） $\alpha \geq 1.4$ ，发行人有权选择行使超额增发权，即在本期债券基本发行规模之外，增加发行不超过人民币 200 亿元。若本期债券实际全场申购倍数 $\alpha < 1.4$ ，则按照基本发行规模发行。

If the actual subscription multiple α (i.e. $\alpha = \text{Actual subscription size} / \text{Basic issuance size}$) meets the condition $\alpha \geq 1.4$, the issuer has the right to exercise the over-issuance right, that is, to increase the issuance by no more than RMB 20 billion in addition to the basic issuance size of the Notes; if the actual subscription multiple α meets the condition $\alpha < 1.4$, the Notes will be issued according to the basic issuance size.

5、债券品种 Type of the Notes

本期债券为 10 年期固定利率债券，在第 5 年末附有条件的发行人赎回权。发行人在国家金融监督管理总局认可的前提下有权按面值部分或全部赎回本期债券。

10 years Fixed-rate Notes with conditional redemption right by the Issuer at the end of the fifth year. With the recognition of the NFRA, the Notes are redeemable in whole or in part at the option of the Issuer at their outstanding principal amount.

6、发行人赎回权 Redemption of the Issuer

本期债券设定一次发行人选择提前赎回的权利。在行使赎回权后发行人的资本水平仍满足国家金融监督管理总局规定的监管资本要求的情况下，经国家金融监督管理总局认可，发行人可以选择在本期债券设置提前赎回权的计息年度的最后一日，按面值一次性部分或全部赎回本期债券。

The Notes are redeemable in whole or in part at the option of the Issuer at their outstanding principal amount at the end of the fifth year. The Issuer could choose to redeem the Notes on the last day of the fifth interest accrual year; provided that the Issuer shall obtain the recognition of the NFRA and that the capital position of the Issuer after redemption of the Notes still meets the regulatory capital requirements prescribed by the NFRA.

发行人须在得到国家金融监督管理总局认可并满足下述条件的前提下行使赎回权：（1）使用同等或更高质量的资本工具替换被赎回的工具，并且只有在收入能力具备可持续性的条件下才能实施资本工具的替换；或（2）行使赎回权后的资本水平仍明显高于国家金融监督管理总局规定的监管资本要求。

The Issuer shall have obtained the recognition of the NFRA and satisfied the following conditions: (1) the capital of the Issuer will be replenished by substitution of the Notes with capital instruments of the same or superior quality to the Notes and such substitution shall only be made at a time at which the Issuer has a sustainable income generating capability; or (2) the capital position of the Issuer immediately after redemption of the Notes will remain significantly higher than the regulatory capital requirements prescribed by the NFRA.

在满足赎回条件的前提下，发行人若选择行使赎回权，将按照有关监管机构要求，履行相关程序，且至少提前1个月发出债券赎回公告，通知债券持有人有关赎回执行日、赎回金额、赎回程序、付款方法、付款时间等具体安排。

Under the premise of meeting redemption conditions, if the Issuer chooses to exercise the right of redemption, the Issuer will comply with relevant procedures in accordance with the requirements of relevant regulators and a Redemption Notice shall be given to the Noteholders not less than 30 days prior to such date of redemption, including the redemption date, amount of redemption, redemption procedures, payment methods, payment time and other specific arrangements.

7、减记条款 Write-down/write-off Clauses

当无法生存触发事件发生时，发行人有权在无需获得债券持有人同意的情况下，在其他一级资本工具全部减记或转股后，将本期债券的本金进行部分或全部减记。本期债券按照存续票面金额在设有同一触发事件的所有二级资本工具存续票面总金额中所占的比例进行减记。

Upon the occurrence of a Non-Viability Trigger Event, the Issuer has the right to write down/write off in whole or in part, without the need for the consent of the holders of the Notes, the principal amount of the Notes, given that the Issuer's all additional tier 1 capital instruments have been written off or converted to common shares. The amount of the write-down/write-off shall be determined by the ratio of the outstanding principal amount of the Notes to the aggregate principal amount of all tier 2 capital instruments with the identical Trigger Event.

无法生存触发事件指以下两种情形中的较早发生者：（1）国家金融监督管理总局认定若不进行减记，发行人将无法生存；（2）相关部门认定若不进行公共部门注资或提供同等效力的支持，发行人将无法生存。减记部分不可恢复，减记部分尚未支付的累积应付利息亦将不再支付。

A Non-Viability Trigger Event refers to the earlier of the following events: (i) the NFRA having decided that the Issuer would become non-viable without a write-down/write-off; (ii) any relevant authority having decided that a public sector injection

of capital or equivalent support is necessary, without which the Issuer would become non-viable. The write-down/write-off will not be restored and the accrued cumulative interest of the written down/written off amount will be cancelled.

触发事件发生日指国家金融监督管理总局或相关部门认为触发事件已发生，并且向发行人发出通知，同时发布公告的日期。

The Trigger Event Occurrence Date refers to the date on which the NFRA or the relevant authority has decided a Trigger Event occurs, and has informed the Issuer together with a public announcement of such Trigger Event.

触发事件发生后两个工作日内，发行人将就触发事件的具体情况、本期债券将被减记的金额、减记金额的计算方式、减记的执行日以及减记执行程序予以公告，并通知本期债券持有人。

Within two business days since the Trigger Event Occurrence Date, the Issuer shall make a public announcement and give notice to the holders of the Notes on the amount, the calculation method thereof, together with the implementation date and procedures, of such write-down/write-off.

8、票面利率 Interest Rate of the Notes

本期债券采用固定利率形式，单利按年计息，不计复利，逾期不另计利息。本期债券不含有利率跳升机制及其他赎回激励。派息不与发行人自身的评级挂钩，也不随着评级变化而调整。本期债券的派息将遵守监管当局现时有效的监管规定。

The interest rate of the Notes is fixed, which is calculated on a single interest basis annually, without compound interest and overdue extra interest. The applicable interest rate of the Notes shall not be subject to any step up nor contain any incentive to redeem. The payment of interest is not linked to any credit rating of the Issuer and shall not be adjusted according to changes in the credit rating of the Issuer in the future. Any payment of interest on the Notes will be subject to the applicable regulatory requirements of the relevant regulatory authorities in effect at the time of such payment.

9、发行价格 Issue Price

按债券面值平价发行。

The Notes are issued at the par price.

10、债券面值 Denomination

本期债券的单位票面金额为人民币 100 元，即每一记账单位对应的债券本金为人民币 100 元。

The denomination of the Notes is RMB 100, i.e. the principal of each account unit of the Notes shall be RMB 100.

11、最小认购金额 Minimum Purchase Amount

本期债券最小认购金额为人民币 1,000 万元，且必须是人民币 1,000 万元的整数倍。

The minimum purchase amount for the Notes is RMB 10 million and must be a multiple of RMB 10 million.

12、发行方式 Issuing method

本期债券由主承销商组织承销团，通过簿记建档、集中配售的方式，在全国银行间债券市场发行。簿记建档场所为簿记管理人办公地点。

The underwriters will form an underwriting syndicate and the Notes will be issued in the National Interbank Bond Market. The interest rate will be determined by book running and centralized allocation. The place for book running is the book runner's office.

13、债券承销 Underwriting

本期债券由主承销商组织承销团成员承销发行。

The underwriters will form an underwriting syndicate for issuing the Notes.

14、发行范围及对象 Investors of the Offering

本期债券发行面向全国银行间债券市场全体成员（国家法律、法规禁止购买

者除外)。

The institutions of the National Interbank Bond Market (except for the investors banned by laws and regulations).

发行人承诺，发行人及受其控制或有重要影响的关联方不购买本期债券，且发行人不会直接或间接为购买本期债券提供融资。

Neither the Issuer nor a related party over which the Issuer exercise control or significant influence can purchase the Notes, nor can the Issuer directly or indirectly fund the purchase of the Notes.

15、债券形式 Form

采用实名制记账式，由上海清算所统一托管。

The Notes adopt the real-name book-entry system and are managed by Shanghai Clearing House.

16、发行首日 The First Day of the Issue

2024年12月26日。

December 26, 2024.

17、簿记建档日 The Date of Book Building

2024年12月26日。

December 26, 2024.

18、发行期限 Offering Period

2024年12月26日至2024年12月30日，共3个工作日。

The Offering Period of the Notes is from December 26, 2024 to December 30, 2024, with a total of 3 business days.

19、缴款截止日 Payment Settlement Date

2024年12月30日。

The payment settlement date is December 30, 2024.

20、起息日 Interest Commencement Date

2024 年 12 月 30 日。

The interest commencement date is December 30, 2024.

21、计息期限 Interest Accrual Period

如果发行人不行使赎回权，本期债券的计息期限自 2024 年 12 月 30 日至 2034 年 12 月 29 日；如果发行人行使赎回权，则本期债券的计息期限自 2024 年 12 月 30 日至 2029 年 12 月 29 日。

Interest accrual period is from December 30, 2024 to December 29, 2034. If redemption right is exercised by the Issuer on the fifth year, then interest accrual period is from December 30, 2024 to December 29, 2029.

22、付息日 The Interest Payment Date

本期债券的付息日为存续期限内每年的 12 月 30 日，如遇法定节假日或休息日，则顺延至其后的第一个工作日，顺延期间应付利息不另计息。

The interest payment date of the Notes shall be December 30 of each year. If any interest payment date falls on a day which is an official holiday or non-working day in the PRC, it shall be postponed to the next following day which is a business day, and any such postponed payment will not bear interest.

23、兑付日 The Redemption Date

如果发行人不行使赎回权，本期债券的兑付日为 2034 年 12 月 30 日；如果发行人行使赎回权，则本期债券的兑付日为 2029 年 12 月 30 日。

The redemption date of the Notes shall be December 30, 2034. If redemption right is exercised by the Issuer on the fifth year, then the redemption date of the Notes shall be December 30, 2029.

前述日期如遇法定节假日或休息日，则顺延至其后的第一个工作日，顺延期

间本金不另计利息。

If any interest payment date falls on a day which is an official holiday or non-working day in the PRC, it shall be postponed to the next following day which is a business day, and any such postponed payment will not bear interest.

24、还本付息方式 Principal Redemption and Interest Payment Method

本期债券按年付息，到期一次还本，最后一期利息随本金的兑付一起支付。年度付息款项自付息日起不另计息，本金自兑付日起不另计息。

The Notes pay interest on a yearly basis, repay all the principal at the expiry date, and the last-term interest is paid together with the payment of the principal. Annual interest payments are not counting interest from the date of interest payment. There is no interest from the date of payment of the principal.

25、债券本息兑付方法 Principal and Interest Payment Method

本期债券于付息日支付利息。本期债券到期或赎回时于兑付日一次性偿还本金。具体利息支付办法及本金兑付办法将按照有关规定，由发行人在主管部门指定媒体上发布的有关公告中予以披露。本期债券的付息和兑付将通过托管人办理。

The Notes pay interest on the interest payment date. The Notes will be repaid at the redemption date when the Notes mature or redeem. Specific interest payment methods and principal payment methods shall be disclosed by the Issuer in the relevant announcement issued by the competent department designated media in accordance with the relevant provisions. The payment of the principal and interest of the Notes will be conducted by the trustee of the Notes.

26、提前或递延兑付 Accelerated and Deferred Payment

发行人不得在债券到期日前提前兑付，债券持有人也不得要求发行人在债券到期日前提前兑付。

The Issuer is not allowed to pay in advance prior to maturity. The Noteholders shall not have any right to declare any payment of principal or interest under the Notes

immediately due and payable prior to maturity.

本期债券本金和利息的兑付不含递延支付条款。在满足监管机构关于二级资本债券偿付本息前提条件的情况下，除发生触发事件，本期债券的本金和利息不可递延支付或取消支付。

The payment of the principal and interest of the Notes does not include deferred payment terms. When the requirements of regulatory institutions for the repayment of principal and interest of Tier 2 Capital Notes applies, the principal and interest of the Notes cannot be deferred or cancelled unless a Non-Viability Event occurs.

27、托管人 Trustee

银行间市场清算所股份有限公司。

Shanghai Clearing House.

28、次级条款 Status

本期债券本金的清偿顺序和利息支付顺序在存款人和一般债权人之后，股权资本、其他一级资本工具和混合资本债券之前；本期债券与发行人已发行的与本期债券偿还顺序相同的其他次级债务处于同一清偿顺序，与未来可能发行的与本期债券偿还顺序相同的其他二级资本工具同顺位受偿。除非发行人进入破产清算程序，投资者不能要求发行人加速偿还本期债券的本金和利息。

The claims of the Noteholders for payment of principal and any interest under the Notes will, in the event of the Winding-Up of the Issuer, be subordinated to the claims of depositors and general creditors of the Issuer and shall rank in priority to the claims of all holders of equity capital, Additional Tier 1 Capital Instruments and hybrid capital Notes of the Issuer, present or future, and will rank at least pari passu with the claims under any other Subordinated Indebtedness of the Issuer, present or future (including any other Tier 2 Capital Instruments expressed to rank pari passu with the Notes which may be issued in the future by the Issuer). The Noteholders shall have no right to accelerate any payment of principal or interest under the Notes, except in bankruptcy and liquidation.

29、回售 Put Option

投资者不得提前回售本期债券。

Put Option is not applicable.

30、信用评级 Credit Rating

根据东方金诚国际信用评估有限公司综合评定，发行人主体信用等级为AAA，本期债券信用等级为AAA。

According to the rating result of Golden Credit Rating International Co., Ltd., the credit rating of the Issuer is AAA, and the credit rating of the Notes is AAA.

31、募集资金用途 Use of Proceeds

本期债券发行所募集的资金将依据适用法律和监管部门的批准用于充实本行二级资本，提高资本充足率，以增强发行人的营运实力，提高抗风险能力，支持业务持续稳健发展。

The net proceeds from the issue of the Notes will be used to boost the Tier 2 capital of the Bank in accordance with the applicable laws and for the purposes approved by the regulatory authorities, to increase the Capital Adequacy Ratio, enhance operational strength, improve risk resistance capacity and ensure a sustainable and stable business development.

32、交易流通 Exchange and Circulation

本期债券发行结束后，将按照全国银行间债券市场债券交易的有关规定在全国银行间债券市场交易流通。

The Notes will be in exchange in accordance with relevant provisions of the bond trading in the National Interbank Bond Market after the issuance.

33、税务提示 Taxation

根据国家有关税收法律、法规的规定，投资者投资本期债券所应缴纳的税款由投资者承担。

According to the relevant laws and regulations about taxation, investors shall bear the taxes payable by investors when investing in the Notes.

34、风险提示 Risk Warning

与本期债券相关的次级风险、减记损失风险、利率风险、交易流动性风险、兑付风险、再投资风险和评级风险等均在募集说明书和发行公告中作了充分揭示。本期债券的发行方案及减记条款经本行 2024 年第一次临时股东大会审议批准。经国家金融监督管理总局核准，本期债券发行的募集资金在扣除发行费用后，将全部用于补充发行人二级资本。本期债券的发行条款符合《商业银行资本管理办法》关于二级资本工具的合格标准，且在存续期间将遵循监管部门相关监管政策调整的各项要求。

Subordination risk, write-off risk, interest rate risk, liquidity risk, principal payment risk, reinvestment risk and rating risk related to the Notes are fully disclosed in the Offering Circular and the Issuance Announcement. The issuance plan and write-off terms have been approved by the First Extraordinary General Meeting of 2024. With the approval of the NFRA, after deducting commissions and offering related expenses, the net proceeds from the issue of the Notes will be used to boost the Tier 2 capital of the Bank. The clauses of the Notes conform to the eligibility criteria of the *Rules on Capital Management of Commercial Banks*. The Notes will comply with the requirements of relevant regulatory policy adjustments by the regulatory authorities during the period of its existence.