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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. WANG HONGZHANG AS THE EXECUTIVE DIRECTOR
OF THE BANK AND
NOTICE OF THE FIRST EGM OF 2012**

The First EGM of 2012 of the Bank will be convened at 11:00 a.m. on 16 January 2012 at No. 25 Financial Street, Xicheng District, Beijing. The notice of the First EGM of 2012, a proxy form and a reply slip for use at the meeting are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk).

The Shareholders of H-Shares who intend to attend the First EGM of 2012 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited no later than 24 hours before the scheduled time for the First EGM of 2012. Completion and return of the proxy form will not preclude a shareholder from attending the First EGM of 2012 and voting in person if he so wishes. Shareholders of H-Shares 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 27 December 2011.

30 November 2011

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DEFINITIONS

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

“Articles of Association”	the Articles of Association of the Bank
“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 Hong Kong Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939), respectively
“Board”	the board of directors of the Bank
“Director(s)”	the director(s) of the Bank
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Share(s)”	Ordinary share(s) of RMB 1.00 each in the share capital of the Bank, including A share(s) and H share(s)
“Shareholder(s)”	holder(s) of the Bank’s share(s)
“The First EGM of 2012”	the first extraordinary general meeting of 2012 of the Bank to be held on 16 January 2012

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:

Zhang Jianguo

Chen Zuofu

Zhu Xiaohuang

Registered office:

No. 25, Financial Street

Xicheng District

Beijing 100033

China

Non-executive Directors:

Wang Yong

Zhu Zhenmin

Li Xiaoling

Lu Xiaoma

Chen Yuanling

Dong Shi

Principal place of business in Hong Kong:

12/F, AIA Central

1 Connaught Road, Central

Hong Kong

Independent non-executive Directors:

Lord Peter Levene

Yam Chi Kwong, Joseph

Dame Jenny Shipley

Zhao Xijun

Wong Kai-Man

Dear Sir or Madam,

**ELECTION OF MR. WANG HONGZHANG AS THE EXECUTIVE DIRECTOR
OF THE BANK AND
NOTICE OF THE FIRST EGM OF 2012**

INTRODUCTION

The purpose of this circular is to give you notice of the First EGM of 2012 and to provide you with reasonable and necessary information.

LETTER FROM THE BOARD

The meeting of the Board of Directors of the Bank was held on 29 November 2011. 14 directors were entitled to be present at the meeting of the Board and 11 directors attended in person. Mr. Zhu Xiaohuang delegated Mr. Chen Zuofu to attend the Meeting and vote on his behalf. Mr. Yam Chi Kwong, Joesph delegated Mr. Wong Kai-Man to attend the Meeting and vote on his behalf. Lord Peter Levene was absent from the Meeting due to other engagement. The number of directors who were present at the meeting complied with the provisions of the *Company Law of the People's Republic of China* and the *Articles of Association*. The meeting of the Board considered and approved the Proposal on Nominating Mr. Wang Hongzhang as the Candidate for Executive Director of the Bank, the voting results of which were as follows: voted in favour: 13 votes; voted against: 0 vote; abstained from voting: 0 vote. Pursuant to the relevant resolutions of the meeting of the Board, the proposal regarding the election of Mr. Wang Hongzhang as the Executive Director of the Bank will be considered at the First EGM of 2012. Details of the proposal mentioned above are set forth in this circular.

ELECTION OF MR. WANG HONGZHANG AS THE EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant provisions of the *Company Law of the People's Republic of China* and the *Articles of Association*, the Board proposes to elect Mr. Wang Hongzhang as the Executive Director of the Bank.

Mr. Wang meets the qualification requirements to serve as director as stipulated in relevant laws, regulations and the Articles of Association, the term of office shall be three years and will expire on the date of the 2014 annual general meeting.

Mr. Wang's Curriculum Vitae is as follows:

Mr. Wang Hongzhang was born in July 1954. Mr. Wang obtained his master's degree in Economics from Liaoning Institute of Finance & Economics (currently known as "Dongbei University of Finance Economics") in 1978. Mr. Wang is a Senior Economist and a Chinese Certified Accountant. From September 1978, Mr. Wang worked successively in the Credit Bureau, the Savings Department and the Industrial and Commercial Credit Department of People's Bank of China ("PBC"). From January 1984, Mr. Wang worked in the Industrial and Commercial Credit Office of the Industrial & Commercial Bank of China ("ICBC"). From November 1989, Mr. Wang was Assistant President of Qingdao City Branch of ICBC. From February 1991, Mr. Wang served on various positions including Deputy Director of the General Administration Office, Deputy Director of the Finance Planning Department and General Manager of the Operations Office of ICBC. From April 1996, Mr. Wang was Director-General of the Internal Auditing Department and Deputy Director-General of the Supervision Bureau of PBC. From June 2000, Mr. Wang was President of Chengdu Branch of PBC and Administrator of Sichuan Branch of the State Administration of Foreign Exchange. From November 2003, Mr. Wang was Party Committee Member and Chief Disciplinary Officer of PBC.

LETTER FROM THE BOARD

Mr. Wang's emoluments shall be determined with reference to Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation. The Nomination and Compensation Committee shall, at the end of each year, propose the emoluments distribution plan and decide the amount of the emoluments, which shall be presented to the Board for consideration and be subject to implementation upon the approval of the Shareholders' meeting.

As at the date of this circular, Mr. Wang is not holding any equity interest in the Bank as defined in Section XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), is not in possession of any information that is required to be disclosed by rule 13.51(2)(h) to rule 13.51(2)(v) of Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Except as stated above Mr. Wang has no relationship with the Bank's directors, supervisors, senior management, Substantial Shareholders or Controlling Shareholders, nor did Mr. Wang hold any directorships in other listed companies in the last three years. Mr. Wang currently does not hold any positions in any members of the Group. There is no other issue that shall be brought to the attention of the Shareholders of the Bank.

THE FIRST EGM OF 2012

The notice convening the First EGM of 2012 to be held at 11:00 a.m. on 16 January 2012 at No. 25 Financial Street, Xicheng District, Beijing is set out in this circular. The first EGM of 2012 will start at 11:00 a.m. and the registration for admission will be from 10:20 a.m. to 11:00 a.m. on 16 January 2012.

In order to determine the Shareholders of the H-Shares who are entitled to attend the First EGM of 2012, the H-shares register of members will be closed from 16 December 2011 to 16 January 2012, both days inclusive, during which period no transfer of H-shares will be effected. Shareholders of H-shares who intend to attend the First EGM of 2012 must deposit the share certificates together with the transfer documents at the H-shares registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on 15 December 2011. The address of Computershare Hong Kong Investor Services Limited is Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Shareholders of H-Shares whose names appear on the H-Shares register of members of the Bank at the close of business on 15 December 2011 are entitled to attend the First EGM of 2012.

A proxy form and a reply slip for use at the First EGM of 2012 are enclosed and also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). Shareholders of H-shares who intend to attend the First EGM of 2012 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited no later than 24 hours before the scheduled time for holding the First EGM of 2012. The address is 17M Floor,

LETTER FROM THE BOARD

Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude a shareholder from attending the First EGM of 2012 and voting in person if he so wishes. Shareholders of H-Shares who intend to attend the First EGM of 2012 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 27 December 2011. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE FIRST EGM OF 2012

The voting at the First EGM of 2012 shall be taken by way of registered poll.

RECOMMENDATION

The Board of Directors considers that the proposals mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the proposal at the First EGM of 2012.

Yours faithfully,

For and on behalf of the Board of Directors

China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President

30 November 2011

NOTICE OF THE FIRST EGM OF 2012



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NOTICE OF THE FIRST EGM OF 2012

NOTICE IS HEREBY GIVEN that the First EGM of 2012 of China Construction Bank Corporation (the "Bank") will be held at 11:00 a.m. on 16 January 2012 at No. 25 Financial Street, Xicheng District, Beijing to consider and, if thought fit, pass the following resolution:

AS ORDINARY RESOLUTION

1. ELECTION OF MR. WANG HONGZHANG AS THE EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the resolutions of the meeting of the Board of Directors held on 29 November 2011, the proposal regarding the election of Mr. Wang Hongzhang as the Executive Director will be considered at the First EGM of 2012.

Details of the proposal mentioned above are set forth in the circular for the First EGM of 2012 dated 30 November 2011. Unless otherwise indicated, the terms used in the notice shall have the same meaning as those defined in the circular.

By order of the Board of Directors
China Construction Bank Corporation
Zhang Jianguo

Vice Chairman, Executive Director and President

30 November 2011

As at the date of this circular, the executive directors of the Bank are Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Mr. Lu Xiaoma, Ms. Chen Yuanling and Mr. Dong Shi.

NOTICE OF THE FIRST EGM OF 2012

Notes:

1. The voting at the First EGM of 2012 shall be taken by way of registered poll.
2. In order to determine the Shareholders of the H-Shares who are entitled to attend the First EGM of 2012, the H-shares register of members will be closed from 16 December 2011 to 16 January 2012, both days inclusive, during which period no transfer of H-shares will be effected. Shareholders of H-Shares who intend to attend the First EGM of 2012 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 15 December 2011. The address of Computershare Hong Kong Investor Services Limited is Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Shareholders of H-Shares whose names appear on the H-Shares register of members of the Bank at the close of business on 15 December 2011 are entitled to attend the First EGM of 2012.
3. A Shareholder entitled to attend and vote at the First EGM of 2012 may appoint one proxy to attend and vote on his behalf. A proxy need not to be a Shareholder of the Bank.
4. The instrument appointing a proxy must be in writing and signed by a Shareholder or his duly authorized attorney. If the Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).
5. Shareholders of H-Shares who intend to attend the First EGM of 2012 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited no later than 24 hours before the scheduled time for the First EGM of 2012. 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 a shareholder from attending and voting in person at the First EGM of 2012 if he so wishes.
6. Shareholders of H-Shares who intend to attend the First EGM of 2012 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 27 December 2011 by hand, by mail or by fax (Fax: (852) 2865 0990).
7. The First EGM of 2012 is expected to last for half a day. Shareholders (in person or by proxy) attending the First EGM of 2012 are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the First EGM of 2012 shall present their identity certifications.