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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)

NOTICE OF 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting of China Construction Bank Corporation (the “**Bank**”) will be held at 14:30 on 15 June 2015 at No. 25, Financial Street, Xicheng District, Beijing and InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Hong Kong, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. 2014 report of Board of Directors
2. 2014 report of Board of Supervisors
3. 2014 final financial accounts
4. 2014 profit distribution plan
5. budget of 2015 fixed assets investment
6. remuneration distribution and settlement plan for directors in 2013
7. remuneration distribution and settlement plan for supervisors in 2013
8. re-election of Mr. Wang Hongzhang as an executive director of the bank
9. election of Mr. Pang Xiusheng as an executive director of the bank
10. election of Mr. Zhang Gengsheng as an executive director of the bank
11. election of Mr. Li Jun as a non-executive director of the bank
12. election of Ms. Hao Aiqun as a non-executive director of the bank
13. continuation of Ms. Elaine La Roche as an independent non-executive director of the bank

14. appointment of external auditors for 2015
15. impact on dilution of current returns of the issuance of preference shares and remedial measures
16. shareholder return plan for 2015 to 2017
17. capital plan for 2015 to 2017

AS SPECIAL RESOLUTIONS

18. amendments to the Articles of Association
19. each of the following items of the proposal on the plan of issuance of Domestic Preference Shares by the Bank
 - 19.1. type and number of preference shares to be issued
 - 19.2. par value and issue price
 - 19.3. maturity date
 - 19.4. use of proceeds
 - 19.5. issuance method and investors
 - 19.6. profit distribution method for preference shareholders
 - 19.7. mandatory conversion
 - 19.8. conditional redemption
 - 19.9. voting rights restriction and restoration
 - 19.10. repayment priority and manner of liquidation
 - 19.11. rating
 - 19.12. security
 - 19.13. trading or transfer restriction
 - 19.14. trading arrangement
 - 19.15. effective period of the resolution on issuance of preference shares

- 19.16. preference share authorization
- 19.17. relationship between domestic issuance and offshore issuance
- 19.18. application and approval procedures to be performed for the issuance.
- 20. each of the following items of the proposal on the plan of issuance of Offshore Preference Shares by the Bank
 - 20.1. type and number of preference shares to be issued
 - 20.2. par value and issue price
 - 20.3. maturity date
 - 20.4. use of proceeds
 - 20.5. issuance method and investors
 - 20.6. profit distribution method for preference shareholders
 - 20.7. mandatory conversion
 - 20.8. conditional redemption
 - 20.9. voting rights restriction and restoration
 - 20.10. repayment priority and manner of liquidation
 - 20.11. rating
 - 20.12. security
 - 20.13. lock-up period
 - 20.14. effective period of the resolution on issuance of preference shares
 - 20.15. trading/listing arrangement
 - 20.16. preference share authorization
 - 20.17. relationship between domestic issuance an offshore issuance
 - 20.18. application and approval procedures to be performed for the issuance.

Reference Documents to the 2014 Annual General Meeting

Work report of the Independent Directors for the year of 2014.

Details of the above proposals are set out in the circular regarding the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015 of the Bank dated 29 April 2015. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular.

By order of the Board

China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President

29 April 2015

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang and Mr. Zhang Jianguo; the non-executive directors of the Bank are Ms. Chen Yuanling, Mr. Xu Tie, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Ms. Elaine La Roche, Mr. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.

Notes:

1. The voting at the 2014 Annual General Meeting will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the 2014 Annual General Meeting, the Bank's register of members for H Shares will be closed from 16 May 2015 to 15 June 2015, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered holders of H Shares who wish to attend the 2014 Annual 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 15 May 2015. 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.
3. A Shareholder entitled to attend and vote at this annual general meeting may appoint one or more proxies to attend and vote in his place. Proxies 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 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, holders of H Shares who intend to attend the 2014 Annual 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 not less than 24 hours before the scheduled time for holding the 2014 Annual General Meeting. 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 annual general meeting if he so wishes.
6. Holders of H Shares who intend to attend this annual general meeting 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 26 May 2015 by hand, by mail or by fax (Fax: (852) 2865 0990).
7. This annual general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this annual general meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending this annual general meeting shall present identity certification.