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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.

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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)

**SUPPLEMENTAL CIRCULAR OF THE 2014 ANNUAL GENERAL MEETING
REGARDING ELECTION OF MR. WANG ZUJI AS AN EXECUTIVE DIRECTOR
OF THE BANK
AND
SUPPLEMENTAL NOTICE OF THE 2014 ANNUAL GENERAL MEETING**

This supplemental circular (the “**Supplemental Circular**”) shall be read in conjunction with the circular to shareholders dated 29 April 2015 (the “**First Circular**”).

The notice of the 2014 Annual General Meeting to be held at No. 25, Financial Street, Xicheng District, Beijing and InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Hong Kong on 15 June 2015 at 14:30 was set out in the First Circular. The supplemental notice of the 2014 Annual General Meeting dated 14 May 2015 is set out in the Supplemental Circular.

The proposal regarding “election of Mr. Wang Zuji as an executive director of the Bank” will be submitted for consideration at the 2014 Annual General Meeting. The supplemental proxy form of the 2014 Annual General Meeting (the “**Supplemental Proxy Form**”) is enclosed in the Supplemental Circular, and also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). Shareholders who intend to appoint a proxy to attend the 2014 Annual General Meeting shall complete the enclosed Supplemental Proxy Form in accordance with the instructions printed thereon and return the same not less than 24 hours before the time fixed for holding the 2014 Annual General Meeting to Computershare Hong Kong Investor Services Limited. Completion and return of the Supplemental Proxy Form will not preclude you from attending the 2014 Annual General Meeting and voting in person if you so wish.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the First Circular.

14 May 2015

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LETTER FROM THE BOARD



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(A joint stock company incorporated in the People's Republic of China with limited liability)

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Executive Directors:

Wang Hongzhang

Zhang Jianguo

Non-executive Directors:

Chen Yuanling

Xu Tie

Guo Yanpeng

Dong Shi

Independent Non-executive Directors:

Zhang Long

Elaine La Roche

Chung Shui Ming Timpson

Wim Kok

Murray Horn

Margaret Leung Ko May Yee

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
Central

Hong Kong

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR OF THE 2014 ANNUAL GENERAL MEETING
REGARDING ELECTION OF MR. WANG ZUJI AS AN EXECUTIVE DIRECTOR
OF THE BANK**

AND

SUPPLEMENTAL NOTICE OF THE 2014 ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the notice of the 2014 Annual General Meeting published by the China Construction Bank Corporation (the “**Bank**”) on 29 April 2015. The Bank will hold the 2014 Annual General Meeting at No. 25, Financial Street, Xicheng District, Beijing and InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Hong Kong on 15 June 2015 at 14:30.

LETTER FROM THE BOARD

On 8 May 2015, Central Huijin Investment Ltd., the shareholder of the Bank, proposed to nominate Mr. Wang Zuji as an executive director of the Bank and submit the proposal to the 2014 Annual General Meeting for consideration. After the review of the qualifications and conditions of Mr. Wang Zuji in accordance with the *Articles of the Association of the China Construction Bank Corporation* (“**Articles of Association**”), the Nomination and Remuneration Committee of the Bank concluded that, Mr. Wang Zuji meets the qualifications and conditions set out in the applicable laws and regulations and the Articles of Association of the Bank.

The proposal regarding the election of Mr. Wang Zuji as an executive director of the Bank will be submitted to the 2014 Annual General Meeting for consideration as an ordinary resolution and be proposal numbered 21, in accordance with the applicable laws and regulations and the Articles of Association of the Bank.

Saved as stated above, no changes have been made to matters as set out in the notice of the 2014 Annual General Meeting dated 29 April 2015 and the First Circular.

ELECTION OF MR. WANG ZUJI AS AN EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, it is proposed to elect Mr. Wang Zuji as an executive director of the Bank. Mr. Wang Zuji satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the Articles of Association while his qualification as a director is subject to the approval of China Banking Regulatory Commission. According to the Articles of Association, the term of office of a director is three years and a director may serve in office successively upon re-election. The current term of office of Mr. Wang Zuji will be three years until the date of the 2017 Shareholders’ Annual General Meeting of the Bank.

Mr. Wang Zuji, aged 57, is of Chinese nationality. He obtained his doctorate degree in economics from Jilin University. He served as the deputy director of Loan Department II (North-east China Loan Department) of China Development Bank from January 1997 to January 2000, president of Changchun Branch of China Development Bank from January 2000 to March 2003, director of Business Development Department of China Development Bank from March 2003 to January 2004, director of Comprehensive Planning Department of China Development Bank from January 2004 to February 2005, assistant governor of People’s Government of Jilin Province from February 2005 to May 2005, assistant governor of People’s Government of Jilin Province and director-general of State-owned Assets Supervision & Administration Commission of the People’s Government of Jilin Province from May 2005 to April 2006, assistant governor of People’s Government of Jilin Province, director-general of Development and Reform Commission of People’s Government of Jilin Province and concurrently director-general of Leadership Team Office of Revitalizing Jilin Old Industrial Base from April 2006 to January 2008, vice governor of People’s Government of Jilin Province from January 2008 to September 2012, and vice chairman of China Insurance Regulatory Commission from September 2012 to May 2015.

LETTER FROM THE BOARD

Emoluments of Mr. Wang Zuji shall be determined pursuant to the *Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation*. The nomination and remuneration committee of the Board shall, after the end of each year, propose the emoluments distribution plan, which shall be presented to the Board for consideration and be submitted to the Shareholders' general meeting for approval.

Save as disclosed above, Mr. Wang Zuji has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder. Mr. Wang Zuji has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Mr. Wang Zuji is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *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 the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*. Mr. Wang Zuji did not hold any directorship in any other listed company in the last three years, nor does he 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.

2014 ANNUAL GENERAL MEETING

The Supplemental Proxy Form in respect of the ordinary resolution to consider and approve the election of Mr. Wang Zuji as an executive director of the Bank is enclosed with this Supplemental Circular. The proxy form issued by the Bank along with the First Circular of the Bank (the "**First Proxy Form**") will remain valid and effective to the fullest extent applicable if properly completed and lodged with the H share registrar of the Bank.

Please refer to the Notice of the 2014 Annual General Meeting dated 29 April 2015 and the First Circular for details in respect of other resolutions to be passed at the 2014 Annual General Meeting, eligibility for attending the 2014 Annual General Meeting, proxy, registration procedures, closure of register of members and other relevant matters.

Yours faithfully,
For and on behalf of the Board of Directors
China Construction Bank Corporation
Wang Hongzhang
Chairman and Executive Director

14 May 2015



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SUPPLEMENTAL NOTICE OF THE 2014 ANNUAL GENERAL MEETING

Reference is hereby made to the notice and circular of the 2014 Annual General Meeting published by China Construction Bank Corporation (the “**Bank**”) on 29 April 2015, which set out the time and venue of the 2014 Annual General Meeting and contain the resolutions to be tabled before the 2014 Annual General Meeting for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting, will be held as originally scheduled at No. 25, Financial Street, Xicheng District, Beijing on 15 June 2015 at 14:30, will consider and, if thought fit, pass the following resolution as an ordinary resolution, which was submitted to the Bank by Central Huijin Investment Ltd., a shareholder of the Bank, in addition to the resolutions set out in the notice of the 2014 Annual General Meeting published by the Bank on 29 April 2015.

AS ORDINARY RESOLUTION

21. Election of Mr. Wang Zuji as an Executive Director of the Bank

Details of the above resolution are set out in the supplemental circular of the 2014 Annual General Meeting published on 14 May 2015.

By order of the Board

China Construction Bank Corporation

Wang Hongzhang

Chairman and Executive Director

14 May 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.

SUPPLEMENTAL NOTICE OF THE 2014 ANNUAL GENERAL MEETING

Notes:

1. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the supplemental circular dated 14 May 2015.
2. Please refer to the Notice of the 2014 Annual General Meeting dated 29 April 2015 and the First Circular for details in respect of other resolutions to be passed at the 2014 Annual General Meeting, eligibility for attending the 2014 Annual General Meeting, proxy, registration procedures, closure of register of members and other relevant matters.
3. The Supplemental Proxy Form, which has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk), has been enclosed with this supplemental notice. Shareholders who intend to appoint a proxy to attend the 2014 Annual General Meeting shall complete the Supplemental Proxy Form and return the same not less than 24 hours before the time fixed for holding the 2014 Annual General Meeting to Computershare Hong Kong Investor Services Limited with the address of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. This Supplemental Proxy Form is the supplemental proxy form for the purpose of the supplemental resolution set out in the supplemental notice of the 2014 Annual General Meeting dated 14 May 2015 (the "**Supplemental Notice**") and only serves as a supplement to the First Proxy Form. This Supplemental Proxy Form will not affect the validity of any First Proxy Form duly completed by you. First Proxy Form will remain valid and effective to the fullest extent applicable if properly completed and lodged with the H share registrar of the Bank.
5. Please pay attention that completion and delivery of the First Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument for appointing a proxy shall be deemed to be revoked.