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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 THE FIRST EXTRAORDINARY GENERAL MEETING OF 2013**

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting of China Construction Bank Corporation (the “**Bank**”) will be held at 10:00 a.m. on 24 October 2013 at No. 25 Financial Street, Xicheng District, Beijing to consider and, if thought fit, pass the following resolutions:

### **AS ORDINARY RESOLUTIONS**

1. the remuneration distribution and settlement plan for Directors and Supervisors in 2012
2. election of Mr. Zhang Long as an independent non-executive Director of the Bank
3. election of Ms. Zhang Yanling as a non-executive Director of the Bank
4. election of Mr. Guo Yanpeng as a non-executive Director of the Bank

Details of the above proposals are set out in the circular for the First EGM of 2013 dated 9 September 2013. 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  
**China Construction Bank Corporation**  
**Zhang Jianguo**  
*Vice Chairman, Executive Director and  
President*

9 September 2013

*As at the date of this notice, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo, Mr. Zhu Hongbo and Mr. Hu Zheyi; the non-executive directors of the Bank are Mr. Zhu Zhenmin, Mr. Qi Shouyin, Ms. Chen Yuanling and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man.*

*Notes:*

1. The voting at the First EGM of 2013 will be taken by way of on-site registered poll. Online voting will not be provided.
2. In order to determine the holders of the H shares who are entitled to attend the First EGM of 2013, the register of members of H shares will be closed from 24 September 2013 to 24 October 2013, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who intend to attend the First EGM of 2013 must lodge 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 23 September 2013. 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. Holders of H Shares whose names appear on the H Shares register of members of the Bank by the close of business on 23 September 2013 are entitled to attend the First EGM of 2013.
3. A Shareholder entitled to attend and vote at the First EGM of 2013 may appoint one or more proxies 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. Holders of H Shares who intend to attend the First EGM of 2013 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 2013. 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 2013 if he so wishes.
6. Holders of H Shares who intend to attend the First EGM of 2013 in person or by proxy should return the reply slip in person, by post or by fax to the H Shares 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 4 October 2013 by hand, by mail or by fax (Fax: (852) 2865 0990).
7. The First EGM of 2013 is expected to last for half a day. Shareholders (in person or by proxy) attending the First EGM of 2013 are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the First EGM of 2013 shall present their identity certifications.