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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)

2014 REPORT OF BOARD OF DIRECTORS

2014 REPORT OF BOARD OF SUPERVISORS

2014 FINAL FINANCIAL ACCOUNTS

2014 PROFIT DISTRIBUTION PLAN

BUDGET OF 2015 FIXED ASSETS INVESTMENT

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR DIRECTORS IN 2013

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR SUPERVISORS IN 2013

RE-ELECTION OF MR. WANG HONGZHANG AS AN EXECUTIVE DIRECTOR OF THE BANK

ELECTION OF MR. PANG XIUSHENG AS AN EXECUTIVE DIRECTOR OF THE BANK

ELECTION OF MR. ZHANG GENSHENG AS AN EXECUTIVE DIRECTOR OF THE BANK

ELECTION OF MR. LI JUN AS A NON-EXECUTIVE DIRECTOR OF THE BANK

ELECTION OF MS. HAO AIQUN AS A NON-EXECUTIVE DIRECTOR OF THE BANK

CONTINUATION OF MS. ELAINE LA ROCHE AS AN INDEPENDENT NON-EXECUTIVE

DIRECTOR OF THE BANK

APPOINTMENT OF EXTERNAL AUDITORS FOR 2015

IMPACT ON DILUTION OF CURRENT RETURNS OF THE ISSUANCE OF

PREFERENCE SHARES AND REMEDIAL MEASURES

SHAREHOLDER RETURN PLAN FOR 2015 TO 2017

CAPITAL PLAN FOR 2015 TO 2017

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

PROPOSED ISSUANCE OF DOMESTIC PREFERENCE SHARES

PROPOSED ISSUANCE OF OFFSHORE PREFERENCE SHARES

NOTICE OF 2014 ANNUAL GENERAL MEETING

AND

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2015

The 2014 Annual General Meeting, the First A Shareholders Class Meeting of 2015 and the First H Shareholders Class Meeting of 2015 of the Bank will be held successively starting from 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. The notice of the 2014 Annual General Meeting and the notice of the First H Shareholders Class Meeting of 2015 are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). In respect of the First A Shareholders Class Meeting of 2015, please refer to another notice published by the Bank.

The holders of H Shares who intend to attend the 2014 Annual General Meeting and/or the First H Shareholders Class Meeting of 2015 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the scheduled time for the 2014 Annual General Meeting and/or the First H Shareholders Class Meeting of 2015. Completion and return of the proxy form will not preclude you from attending the 2014 Annual General Meeting and/or the First H Shareholders Class Meeting of 2015 and voting in person if you so wish. Holders of the 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 26 May 2015.

29 April 2015

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DEFINITIONS

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

2014 Annual General Meeting	the 2014 annual general meeting of the Bank to be held on 15 June 2015
“A Share(s)”	domestic ordinary share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Shanghai Stock Exchange and traded in RMB
“A Shareholder(s)”	holder(s) of the A Shares
“Administrative Measures”	the <i>Trial Administrative Measures on Preference Shares</i> issued by the CSRC on 21 March 2014
“Articles of Association”	the Articles of Association of the Bank (as amended from time to time)
“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 the Hong Kong Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939), respectively
“Board”	the board of directors of the Bank
“Capital Management Rules”	the <i>Rules Governing Capital Management of Commercial Banks (Provisional)</i> issued by the CBRC on 7 June 2012 and became effective on 1 January 2013
“CBRC”	China Banking Regulatory Commission
“Class Meetings”	Relevant class meetings held on 15 June 2015, being the date of the 2014 Annual General Meeting, at which (i) A Shareholders and (ii) H Shareholders will consider and approve the issuance of Preference Shares respectively
“CSRC”	China Securities Regulatory Commission
“Domestic Issuance Plan”	the <i>Plan for Issuance of Domestic Preference Shares by China Construction Bank Corporation</i>

DEFINITIONS

“Domestic Preference Shareholder(s)”	holder(s) of Domestic Preference Shares
“Domestic Preference Shares”	the preference shares of an aggregate amount of not more than RMB60 billion, proposed to be issued by the Bank in the PRC pursuant to the Domestic Issuance Plan as set out in Appendix V to this circular
“Group”	the Bank and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> , as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Huijin”	Central Huijin Investment Ltd.
“Joint Guidance Opinion”	the <i>Guidance Opinion on Issuance of Preference Shares by Commercial Banks for Replenishing Tier-I Capital</i> jointly issued by the CBRC and the CSRC on 3 April 2014
“Latest Practicable Date”	24 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Offshore Issuance Plan”	the <i>Plan for Issuance of Offshore Preference Shares by China Construction Bank Corporation</i>

DEFINITIONS

“Offshore Preference Shareholder(s)”	holder(s) of Offshore Preference Shares
“Offshore Preference Shares”	the preference shares of an aggregate amount of not more than RMB20 billion or its equivalent, proposed to be issued by the Bank in the offshore market pursuant to the Offshore Issuance Plan as set out in Appendix VI to this circular
“Ordinary Shares”	A Shares and H Shares
“PRC”	the People’s Republic of China
“Preference Shareholders”	holders of Preference Shares
“Preference Shares”	Offshore Preference Shares and Domestic Preference Shares
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of Ordinary Shares
“State Council Guidance Opinion”	the <i>Guidance Opinion on the Launch of Preference Shares Pilot Scheme</i> issued by the State Council on 30 November 2013



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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:

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

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Beijing 100033

China

Principal place of business in Hong Kong:

28/F, CCB Tower

3 Connaught Road

Central

Hong Kong

LETTER FROM THE BOARD

Dear Sir or Madam,

2014 REPORT OF BOARD OF DIRECTORS
2014 REPORT OF BOARD OF SUPERVISORS
2014 FINAL FINANCIAL ACCOUNTS
2014 PROFIT DISTRIBUTION PLAN
BUDGET OF 2015 FIXED ASSETS INVESTMENT
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR DIRECTORS IN 2013
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RE-ELECTION OF MR. WANG HONGZHANG AS AN EXECUTIVE DIRECTOR OF THE BANK
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ELECTION OF MS. HAO AIQUN AS A NON-EXECUTIVE DIRECTOR OF THE BANK
CONTINUATION OF MS. ELAINE LA ROCHE AS AN INDEPENDENT NON-EXECUTIVE
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PROPOSED ISSUANCE OF DOMESTIC PREFERENCE SHARES
PROPOSED ISSUANCE OF OFFSHORE PREFERENCE SHARES
NOTICE OF 2014 ANNUAL GENERAL MEETING
AND
NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2015

INTRODUCTION

The purpose of this circular is to give you notice of the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015 and to provide you with reasonable and necessary information. At the 2014 Annual General Meeting, resolutions will be proposed to (among others) consider and approve (i) 2014 report of Board of Directors; (ii) 2014 report of Board of Supervisors; (iii) 2014 final financial accounts; (iv) 2014 profit distribution plan; (v) budget of 2015 fixed assets investment, (vi) remuneration distribution and settlement plan for directors in 2013; (vii) remuneration distribution and settlement plan for supervisors in 2013; (viii) re-election of Mr. Wang Hongzhang as an executive director of the Bank; (ix) election of Mr. Pang Xiusheng as an executive director of the Bank; (x) election of Mr. Zhang Gengsheng as an executive director of the bank; (xi) election of Mr. Li Jun as a non-executive director of the Bank; (xii) election of Ms. Hao Aiqun as a non-executive director of the Bank; (xiii) continuation of Ms. Elaine La Roche as an independent non-executive director of the bank; (xiv) appointment of external auditors for the year of 2015; (xv) impact on dilution of current returns of the issuance of preference shares and remedial measures; (xvi) shareholder return plan for 2015 to 2017; (xvii) capital plan for 2015 to 2017; (xviii) amendments to the

LETTER FROM THE BOARD

Articles of Association; (xix) proposed issuance of Domestic Preference Shares; and (xx) proposed issuance of Offshore Preference Shares; and (xviii), (xix) and (xx) will be proposed as special resolutions, while other resolutions will be proposed as ordinary resolutions. At the First H Shareholders Class Meeting of 2015, special resolutions will be proposed to H Shareholders to consider and approve (1) proposed issuance of Domestic Preference Shares and (2) proposed issuance of Offshore Preference Shares. The work report of independent directors for the year 2014 is incorporated in this circular for your reference.

RESOLUTIONS OF BOARD AND BOARD OF SUPERVISORS

1. On 27 June 2014, the Board considered and approved the resolution of the Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation in 2013 and submitted it to Annual General Meeting for consideration.
2. On 12 December 2014, the Board considered and approved the resolutions of budget of 2015 fixed assets investment, amendments to the Articles of Association, proposed issuance of Domestic Preference Shares, proposed issuance of Offshore Preference Shares, shareholder return plan for 2015 to 2017, impact on dilution of current returns of the issuance of preference shares and remedial measures, capital plan for 2015 to 2017, election of Mr. Li Jun as a non-executive director of the Bank and election of Ms. Hao Aiqun as a non-executive director of the Bank and submitted them to Annual General Meeting for consideration.
3. On 27 March 2015, the Board considered and approved the resolutions of 2014 report of Board of Directors, 2014 final financial accounts, 2014 profit distribution plan, appointment of external auditors for the year of 2015, re-election of Mr. Wang Hongzhang as an executive director of the Bank and election of Mr. Pang Xiusheng as an executive director of the Bank and submitted them to Annual General Meeting for consideration.
4. On 27 March 2015, the Board of Supervisors considered and approved the resolutions of 2014 Report of Board of Supervisors and submitted it to Annual General Meeting for consideration.
5. On 29 April 2015, the Board considered and approved the resolutions of election of Mr. Zhang Gengsheng as an executive director of the Bank and continuation of Ms. Elaine La Roche as an independent non-executive director of the bank and submitted them to Annual General Meeting for consideration.

2014 REPORT OF BOARD OF DIRECTORS

Please refer to the relevant section of the 2014 annual report of the Bank for the 2014 Report of Board of Directors of the Bank.

2014 REPORT OF BOARD OF SUPERVISORS

Please refer to the relevant section of the 2014 annual report of the Bank for the 2014 Report of Board of Supervisors of the Bank.

LETTER FROM THE BOARD

2014 FINAL FINANCIAL ACCOUNTS

Please refer to the financial report in the 2014 annual report of the Bank for the 2014 final financial accounts of the Bank.

2014 PROFIT DISTRIBUTION PLAN

Pursuant to the audited financial statements for the financial year ended 31 December 2014 prepared in accordance with the PRC GAAP and the International Financial Reporting Standards, the Board proposes the following plan for the distribution of profit for the year 2014:

1. On the basis of the after-tax profit of the Bank for 2014 in the amount of RMB225.454 billion, 10% of such profit (being RMB22.545 billion) be appropriated to the statutory surplus reserve fund;
2. RMB16.248 billion be set aside as general provisions for 2014 according to the revised *Administrative Measures for the Provision of Reserves of Financial Enterprises* (Cai Jin [2012] No. 20) issued by the Ministry of Finance of the PRC;
3. The cash dividend for 2014 will be distributed to all the shareholders (whose names appear on the register of members as of 30 June 2015) in the amount of RMB0.301 (inclusive of taxes) per share, and the cash dividend in total hence would be RMB75.253 billion;
4. No transfer from the capital reserve fund will be made for 2014 to increase the share capital of the Bank.

BUDGET OF 2015 FIXED ASSETS INVESTMENT

The 2015 fixed assets investment budget of the Bank is worked out by the Senior Management in line with the development strategy of the Bank, gives full consideration to the changes in the external economic climate, policy and environment as well as the competition landscape in the market, aims at enhancing the long-term value creation ability and core competitive capability of the Bank, and adapting to the requirements of the strategic transformation towards comprehensive operation, multifunction and intensive operation as well as the actual needs of management reform. Pursuant to the strategic planning objective of the Bank, the 2015 fixed asset investment budget will maintain a steady decrease on the whole, prioritize strategic and production-oriented expenditures in resource allocation, mainly support the development of the channel system including brick-and-mortar outlets and electronic channels, information systems and back-office operation facilities/equipment, and strictly control the purchase and development expenditure on non-production facilities for the purpose of meeting the demand at the current stage created by business transformation, operation & management centralization, IT system development and other strategic areas, and satisfying the requirement of a sustainable and balanced development. The fixed assets investment plan is RMB30.0 billion under the budget for 2015, a decrease of RMB4.0 billion or 11.8% from the prior year.

LETTER FROM THE BOARD

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR DIRECTORS IN 2013

The remuneration distribution and settlement for directors for the year of 2013 is as follows:

Name	Total remuneration in 2013 (before tax)					<i>In RMB Yuan</i>	
	Annual basic salary	Annual performance bonus	Allowance	Welfare	Total	Deferred payment for the annual performance bonus	Actual payment in 2013 (before tax)
	<i>a</i>	<i>b</i>	<i>c</i>	<i>d</i>	<i>e=a+b+c+d</i>	<i>f</i>	<i>g=e-f</i>
Directors (holding position by the end of the Year 2013)							
Wang Hongzhang ¹	480,000	1,178,600	–	330,214	1,988,814	495,801	1,493,013
Zhang Jianguo	459,000	1,175,040	–	348,521	1,982,561	587,521	1,395,040
Zhu Hongbo	433,500	1,109,327	–	302,021	1,844,848	554,665	1,290,183
Hu Zheyi	433,500	1,108,893	–	302,021	1,844,414	554,448	1,289,966
Qi Shouyin	–	–	–	–	–	–	–
Chen Yuanling	–	–	–	–	–	–	–
Xu Tie	–	–	–	–	–	–	–
Dong Shi	–	–	–	–	–	–	–
Elaine La Roche	–	–	391,667	–	391,667	–	391,667
Zhao Xijun	–	–	410,000	–	410,000	–	410,000
Chung Shui Ming							
Timpson	–	–	71,667	–	71,667	–	71,667
Wim Kok	–	–	60,000	–	60,000	–	60,000
Murray Horn	–	–	35,000	–	35,000	–	35,000
Margaret Leung							
Ko May Yee	–	–	34,167	–	34,167	–	34,167
Directors Resigned during the Year 2013							
Wang Yong	–	–	–	–	–	–	–
Zhu Zhenming	–	–	–	–	–	–	–
Li Xiaoling	–	–	–	–	–	–	–
Yam Chi Kwong,							
Joseph	–	–	316,667	–	316,667	–	316,667
Jenny Shipley	–	–	440,000	–	440,000	–	440,000
Wong Kai-Man	–	–	440,000	–	440,000	–	440,000

LETTER FROM THE BOARD

Notes:

1. As Chairman Wang Hongzhang voluntarily took a pay cut, the amount of his remuneration provided in this table is lower than the amount originally approved by the board resolution.
2. The remuneration before tax in the above table refers to the total amount of remuneration of the directors of the Bank for the year 2013, including the “remuneration paid” which has been disclosed in the Bank’s 2013 Annual Report. This plan is additional information to the remuneration of directors in the Bank’s 2013 Annual Report.
3. Mr. Qi Shouyin, Ms. Chen Yuanling, Mr. Xu Tie, Mr. Dong Shi, Mr. Wang Yong, Mr. Zhu Zhenmin and Ms. Li Xiaoling received their remuneration from Central Huijin Investment Ltd. as they served as non-executive directors of the Bank.
4. Changes of directors:
 - (1) Since July 2013, Mr. Zhu Hongbo and Mr. Hu Zheyi have served as executive directors of the Bank, and Mr. Qi Shouyin has served as a non-executive director of the Bank.
 - (2) Since September 2013, Mr. Xu Tie has served as a non-executive director of the Bank.
 - (3) Since October 2013, Mr. Chung Shui Ming Timpson and Mr. Wim Kok have served as independent non-executive directors of the Bank.
 - (4) Since December 2013, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee have served as independent non-executive directors of the Bank.
 - (5) Since June 2013, Mr. Wang Yong and Ms. Li Xiaoling have ceased to serve as non-executive directors of the Bank.
 - (6) Since October 2013, Mr. Yam Chi Kwong, Joseph has ceased to serve as an independent non-executive director of the Bank.
 - (7) Since December 2013, Dame Jenny Shipley and Mr. Wong Kai-Man have ceased to serve as independent non-executive directors of the Bank, and Mr. Zhu Zhenming has ceased to serve as a non-executive director of the Bank.
 - (8) Since March 2014, Mr. Zhao Xijun has ceased to serve as an independent non-executive director of the Bank.
 - (9) Since October 2014, Mr. Qi Shouyin has ceased to serve as a non-executive director of the Bank.
 - (10) Since January 2015, Mr. Hu Zheyi has ceased to serve as an executive director of the Bank.
 - (11) Since March 2015, Mr. Zhu Hongbo has ceased to serve as an executive director of the Bank.

LETTER FROM THE BOARD

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR SUPERVISORS IN 2013

The remuneration distribution and settlement for supervisors for the year of 2013 is as follows:

Name	Total remuneration in 2013 (before tax)					<i>In RMB Yuan</i>	
	Annual basic salary	Annual performance bonus	Allowance	Welfare	Total	Deferred payment for the annual performance bonus	Actual payment in 2013 (before tax)
	<i>a</i>	<i>b</i>	<i>c</i>	<i>d</i>	<i>e=a+b+c+d</i>	<i>f</i>	<i>g=e-f</i>
Supervisors (holding position by the end of the Year 2013)							
Zhang Furong	448,800	1,148,479	–	348,521	1,945,800	574,241	1,371,559
Liu Jin	331,500	847,314	–	264,521	1,443,335	423,658	1,019,677
Li Xiaoling ¹	165,750	423,657	–	133,802	723,209	211,830	511,379
Jin Panshi ²	–	–	50,000	–	50,000	–	50,000
Li Weiping ²	–	–	50,000	–	50,000	–	50,000
Huang Shuping ²	–	–	50,000	–	50,000	–	50,000
Zhang Huajian ³	–	–	50,000	–	50,000	–	50,000
Wang Xinmin	–	–	145,833	–	145,833	–	145,833
Bai Jianjun	–	–	145,833	–	145,833	–	145,833
Supervisors Resigned during the Year 2013							
Song Fengming	–	–	135,000	–	135,000	–	135,000
Guo Feng	–	–	125,000	–	125,000	–	125,000
Dai Deming	–	–	135,000	–	135,000	–	135,000

Notes:

1. Remuneration before tax for serving as a shareholder representative supervisor of the Bank.
2. Remuneration before tax for serving as an employee representative supervisor of the Bank.
3. Remuneration before tax for serving as a shareholder representative supervisor and an employee representative supervisor of the Bank successively.
4. The remuneration before tax in the above table refers to the total amount of remuneration of the supervisors of the Bank for the year 2013, including the “remuneration paid” which has been disclosed in the Bank’s 2013 Annual Report. This plan is additional information to the remuneration of supervisors in the Bank’s 2013 Annual Report.
5. Changes of supervisors:
 - (1) Since June 2013, Ms. Li Xiaoling has served as a shareholder representative supervisor of the Bank, and Mr. Wang Xinmin and Mr. Bai Jianjun have served as external supervisors of the Bank.
 - (2) Since May 2013, Mr. Zhang Huajian has ceased to serve as a shareholder representative supervisor of the Bank. Since June 2013, Mr. Zhang Huajian has served as an employee representative supervisor of the Bank.

LETTER FROM THE BOARD

- (3) Since June 2013, Mr. Song Fengming has ceased to serve as a shareholder representative supervisor of the Bank, and Mr. Guo Feng and Mr. Dai Deming have ceased to serve as external supervisors of the Bank.
- (4) Since January 2014, Mr. Li Weiping has ceased to serve as an employee representative supervisor of the Bank.
- (5) Since April 2014, Ms. Huang Shuping has ceased to serve as an employee representative supervisor of the Bank.
- (6) Since June 2014, Mr. Zhang Furong has ceased to serve as the chairman of the Board of Supervisor of the Bank.

RE-ELECTION OF MR. WANG HONGZHANG AS AN EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board proposes to re-elect Mr. Wang Hongzhang as an executive director of the Bank, whose term of office will be three years and end on the date of the 2017 Shareholders' Annual General Meeting of the Bank. Mr. Wang Hongzhang satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the Articles of Association. Upon the approval of this resolution by the general meeting, Mr. Wang Hongzhang will continue to serve as the chairman of the Board, an executive Director and the chairman of the Strategy Development Committee of the Bank

Mr. Wang Hongzhang, born in July 1954, is of Chinese nationality, has served as chairman and executive director since January 2012. From November 2003 to November 2011, Mr. Wang was chief disciplinary officer of the People's Bank of China ("PBOC"). From June 2000 to November 2003, Mr. Wang was the president of Chengdu Branch of the PBOC and administrator of Sichuan Branch of the State Administration of Foreign Exchange. From April 1996 to June 2000, Mr. Wang was deputy director-general of the Supervision Bureau and director-general of the internal auditing department of the PBOC. From November 1989 to April 1996, Mr. Wang served on various positions including assistant president of Qingdao Branch, deputy director of the General Administration Office, deputy director of the Finance Planning Department and general manager of the banking business department of Industrial and Commercial Bank of China. From January 1984 to November 1989, Mr. Wang worked in the Industrial and Commercial Credit Department and the General Administration Office of Industrial and Commercial Bank of China. From September 1978 to January 1984, Mr. Wang worked in the Credit Bureau, Savings Bureau and Industrial and Commercial Credit Department of the PBOC. Mr. Wang is a senior economist and a certified public accountant. Mr. Wang graduated from Liaoning Finance and Economics College with a bachelor's degree in finance in 1978, and obtained his master's degree in economics from Dongbei University of Finance and Economics in 1997.

Emoluments of Mr. Wang Hongzhang 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, at 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.

LETTER FROM THE BOARD

Save as disclosed in the biographical details, Mr. Wang Hongzhang has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder. Mr. Wang Hongzhang 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 Hongzhang 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 Hongzhang did not hold any directorship in any other listed company in the last three years. Save as his positions as chairman of the board in Sino-German Bausparkasse Co., Ltd and in China Construction Bank (Asia) Corporation Limited, Mr. Wang Hongzhang does not hold any positions in any other members of the group. There is no other issue that shall be brought to the attention of the Shareholders of the Bank.

ELECTION OF MR. PANG XIUSHENG AS AN EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board proposes to elect Mr. Pang Xiusheng as an executive director of the Bank. Mr. Pang Xiusheng 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 CBRC. The term of office of Mr. Pang Xiusheng will be three years and end on the date of the 2017 Shareholders' Annual General Meeting of the Bank. Based on the needs of the special committees, it was proposed that Mr. Pang Xiusheng will additionally serve as a member of the Strategy Development Committee and the Risk Management Committee, both of which to take effect upon the approval of his qualifications as a director.

Mr. Pang Xiusheng, born in May 1958, is of Chinese nationality. Mr. Pang has served as executive vice president of the Bank since February 2010. Mr. Pang served as a member of the senior management of the Bank from December 2009 to February 2010 and chief financial officer of the Bank from April 2006 to December 2009, and served concurrently as chief financial officer of the Bank from December 2009 to March 2011 and from September 2013 to June 2014. He served as executive vice chairman of the Bank's asset and liability committee from March 2006 to April 2006, director of the Bank's restructuring office from May 2005 to March 2006, general manager of Zhejiang Branch of the Bank from June 2003 to May 2005, and acting as the head of Zhejiang Branch of the Bank from April 2003 to June 2003. Mr. Pang served consecutively as deputy general manager of treasury and planning department, deputy general manager of planning and finance department, and general manager of planning and finance department of the Bank from September 1995 to April 2003. Mr. Pang is a senior economist, and a recipient of a special grant by PRC government. He graduated from postgraduate programme in technological economics from Harbin Industrial University in 1995.

LETTER FROM THE BOARD

Emoluments of Mr. Pang Xiusheng 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, at 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 in the biographical details, Mr. Pang Xiusheng has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder. Mr. Pang Xiusheng 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. Pang Xiusheng 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. Pang Xiusheng did not hold any directorship in any other listed company in the last three years, or 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.

ELECTION OF MR. ZHANG GENGSHEG AS AN EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board proposes to elect Mr. Zhang Gengsheng as an executive director of the Bank. Mr. Zhang Gengsheng 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 CBRC. The term of office of Mr. Zhang Gengsheng will be three years and end on the date of the 2017 Shareholders' Annual General Meeting of the Bank. Based on the needs of the special committees, it was proposed that Mr. Zhang Gengsheng will additionally serve as a member of the Strategy Development Committee and Social Responsibility and Related Party Transactions Committee, both of which to take effect upon the approval of his qualifications as a director.

Mr. Zhang Gengsheng, born in May 1960, is of Chinese Nationality. Mr. Zhang has served as executive vice president of the Bank since April 2013. Mr. Zhang served as a member of senior management of the Bank from December 2010 to April 2013. Mr. Zhang was general manager of the group clients department (banking business department) and deputy general manager of Beijing Branch of the Bank from October 2006 to December 2010, general manager of the banking business department at the head office and the group clients department (banking business department) of the Bank from March 2004 to October 2006, deputy general manager of the banking business department at the head office of the Bank from June 2000 to March 2004 (in charge of overall management from March 2003), general manager of the Three Gorges Branch of the Bank from September 1998 to June 2000, and deputy general manager of the Three Gorges Branch of the Bank from December 1996 to September 1998. Mr. Zhang is a senior economist. He obtained his bachelor's degree in infrastructure finance and credit from Liaoning Finance and Economics College in 1984 and an Executive MBA degree from Peking University in 2010.

LETTER FROM THE BOARD

Emoluments of Mr. Zhang Gengsheng 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, at 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.

As at the date of this announcement, Mr. Zhang Gengsheng indirectly held 19,304 H Shares of the Bank by participating in the employee share incentive plan. Save as disclosed above, Mr. Zhang Gengsheng has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder. Mr. Zhang Gengsheng 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. Zhang Gengsheng 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. Zhang Gengsheng did not hold any directorship in any other listed company in the last three years, or 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.

ELECTION OF MR. LI JUN AS A NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the laws, regulations and the Articles of Association, the Board proposes to elect Mr. Li Jun as a non-executive director of the Bank. Mr. Li Jun 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 CBRC. The term of office will be three years and end on the date of the 2017 Shareholders' Annual General Meeting of the Bank.

Mr. Li Jun, born in March 1959, is of Chinese nationality. Mr. Li had served as non-executive director of Industrial and Commercial Bank of China Limited from December 2008 to March 2015. He joined Central Huijin Investment Ltd. in July 2008. Mr. Li previously served as assistant representative of Beijing Representative Office of the Bank of Credit and Commerce International, deputy representative of BNP Paribas China Representative Office, consultant of the International Banking Department of Banco Bilbao Vizcaya Argentaria, Deputy Director of the Research Centre of China Technology Trust and Investment Company, general manager of the Research Department of China Sci-Tech Securities, and professor of the Finance Department of the School of Economics and Management of the University of Science and Technology Beijing. At present, Mr. Li concurrently serves as a non-executive director of Shenyin & Wanguo Securities Co., Ltd. He graduated from University of Madrid in Spain in November 1995 and received a Doctorate degree in Business Management.

Mr. Li Jun as a non-executive director will not receive any emoluments from the Bank.

LETTER FROM THE BOARD

Save as disclosed in the biographical details, Mr. Li Jun has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder. Mr. Li Jun 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. Li Jun 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. Li Jun did not hold any directorship in any other listed company in the last three years, or 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.

ELECTION OF MS. HAO AIQUN AS A NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the laws, regulations and the Articles of Associations, the Board proposes to elect Ms. Hao Aiqun as a non-executive director of the Bank. Ms. Hao Aiqun satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the Articles of Association while her qualification as a director is subject to the approval of CBRC. The term of office will be three years and end on the date of the 2017 Shareholders' Annual General Meeting of the Bank.

Ms. Hao Aiqun, born in July 1956, is of Chinese nationality. Ms. Hao has served as deputy director of the Non-bank Financial Institutions Department of the CBRC since April 2003, concurrently deputy director and inspector of the Banking Supervision Department I of the CBRC. Ms. Hao was consecutively deputy division-chief and division-chief of the Supervision Bureau of the People's Bank of China ("PBOC"), researcher of the Cooperation Bureau of the PBOC, and deputy inspector and deputy director-general of the Non-bank Financial Institutions Department of the PBOC from April 1983 to March 2003. Ms. Hao obtained a bachelor's degree in Finance from Central University of Finance and Economics in July 1982. Ms. Hao is an EMBA candidate at Advanced Institute of Finance of Shanghai Jiao Tong University. Ms. Hao is a certified public accountant and a senior economist.

Ms. Hao Aiqun as a non-executive director will not receive any emoluments from the Bank.

Save as disclosed in the biographical details, Ms. Hao Aiqun has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder. Ms. Hao Aiqun 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). Ms. Hao Aiqun 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 she 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*. Ms. Hao Aiqun did not hold any directorship in any other listed company in the last three years, or 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.

LETTER FROM THE BOARD

CONTINUATION OF MS. ELAINE LA ROCHE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board proposes that Ms. Elaine La Roche to continue to serve as an independent non-executive director of the Bank, whose term of office will end on 31 December 2015. Ms. Elaine La Roche will continue to serve as a member of the Strategy Development Committee, Audit Committee and Nomination and Remuneration Committee of the Bank upon the approval of this resolution by the general meeting.

Ms. Elaine La Roche, born in August 1949, is of American nationality. Ms. Elaine La Roche has served as director of the Bank since September 2012. She currently serves as the Senior Advisor of the China International Capital Corporation Limited (US). From March 2012, she has served as independent non-executive director of Marsh and McLennan Companies, a global risk management and human resources professional services company. Ms. Elaine La Roche served as independent non-executive director of Harsco Corporation, a diversified, worldwide industrial services company in 2014, independent non-executive director of the Bank from June 2005 to June 2011, and vice chairperson of J.P. Morgan (China) Securities from 2008 to 2010. From 1978 to 2000, Ms. Elaine La Roche consecutively held several positions in Morgan Stanley. In 1998, she was assigned from Morgan Stanley to serve as chief executive officer of China International Capital Corporation Limited (Beijing). Thereafter, she served as chief executive officer of Salisbury Pharmacy Group and non-executive chairperson of the board of Linktone, a NASDAQ listed company. Ms. Elaine La Roche graduated from Georgetown University School of Foreign Service with a bachelor's degree in international affairs and from the American University with a master's degree in business administration in finance.

Emoluments of Ms. Elaine La Roche 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, at 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 in the biographical details, Ms. Elaine La Roche has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder. Ms. Elaine La Roche 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). Ms. Elaine La Roche 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 she 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*. Ms. Elaine La Roche did not hold any directorship in any other listed company in the last three years, or 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.

LETTER FROM THE BOARD

APPOINTMENT OF EXTERNAL AUDITORS FOR 2015

The Board proposes that PricewaterhouseCoopers Zhong Tian LLP be appointed as the domestic accounting firm of the Bank and the Bank's onshore subsidiaries for the year of 2015 and PricewaterhouseCoopers be appointed as the international accounting firm of the Bank and the Bank's offshore subsidiaries for the year of 2015. The audit fee is RMB132 million (inclusive of internal control audit fee).

IMPACT ON DILUTION OF CURRENT RETURNS OF THE ISSUANCE OF PREFERENCE SHARES AND REMEDIAL MEASURES

Pursuant to the *Opinions of the General Office of the State Council on Further Strengthening the Protection of Legitimate Rights and Interests of Minority Investors in the Capital Market* (Guobanfa [2013] No. 110), the *Rules for Preparation of Information Disclosure by Companies Offering Securities to the Public No. 33 – Issuance Plan for and Report on Issuance of Preference Shares* and other relevant requirements, listed companies shall make commitments on specific measures to remedy returns and realize such commitments, if such companies undergo refinancing which would result in dilution of current returns of its shareholders. The Bank has analyzed the potential impact on the rights and interests of and the current returns of minority shareholders by the proposed issuance of Preference Shares and, with reference to the actual circumstances of the Bank, proposes the relevant specific remedial measures to be adopted. Please refer to Appendix I to this circular for the *Impact on Dilution of Current Returns of the Issuance of Preference Shares by China Construction Bank Corporation and Remedial Measures*.

On 12 December 2014, the Board considered and approved this proposal, which is hereby submitted as an ordinary resolution to the 2014 Annual General Meeting for consideration and approval.

SHAREHOLDER RETURN PLAN FOR 2015 TO 2017

In order to further enhance the awareness of shareholder return and improve and effectively implement the cash dividend policy, the Board has formulated the shareholder return plan for the next three years (2015 to 2017) in accordance with the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Notice of the China Securities Regulatory Commission on Further Implementation of Relevant Matters regarding Cash Dividend Distribution by Listed Companies* and the *Regulatory Guidance to Listed Companies No. 3 – Cash Dividend Distribution by Listed Companies* and other laws and regulations, as well as relevant regulatory requirements. Please refer to Appendix II to this circular for the *Shareholder Return Plan for 2015 to 2017 of China Construction Bank Corporation*.

LETTER FROM THE BOARD

On 12 December 2014 the Board considered and approved this proposal, which is hereby submitted as an ordinary resolution to the 2014 Annual General Meeting for consideration and approval.

CAPITAL PLAN FOR 2015 TO 2017

In order to implement the regulatory requirements, further strengthen and regulate internal capital management and maintain high capital quality and adequate capital, the Bank has prepared the *Capital Plan for 2015-2017 of China Construction Bank Corporation* in accordance with the Capital Management Rules and other relevant regulatory requirements. Please refer to Appendix III to this circular for the *Capital Plan for 2015-2017 of China Construction Bank Corporation*.

On 12 December 2014, the Board considered and approved this proposal, which is hereby submitted as an ordinary resolution to the 2014 Annual General Meeting for consideration and approval.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the State Council Guidance Opinion, the Administrative Measures, the Joint Guidance Opinion and other relevant laws and regulations, and in connection with the plan for the issuance of Preference Shares and market practice, the Bank has proposed certain amendments to relevant provisions of the Articles of Association.

The proposed amendments include, among others, the rights and obligations of preference shareholders, voting right restrictions and restoration, conversion and redemption of preference shares, and distribution of profits and residual assets. It is also proposed to change the name of a Board committee from the “Related Party Transactions Control Committee” to “Social Responsibility & Related Party Transactions Committee” and adjust the main responsibilities of such committee.

On 12 December 2014, the Board considered and approved the proposal on the amendments to the Articles of Association. For a comparative table of the amendments to the Articles of Association, please refer to Appendix IV to this circular. The proposal on the amendments to the Articles of Association is hereby submitted as a special resolution to the 2014 Annual General Meeting for consideration and approval, and it is submitted to authorise the Board to make further amendments to the Articles of Association based on the comments of the relevant regulatory authorities and to make corresponding amendments to the *Rules of Procedure of Shareholders’ General Meeting of China Construction Bank Corporation* and other corporate governance documents in accordance with the Articles of Association as approved by the regulatory authorities. The proposed amendments to the Articles of Association, upon approval by the Shareholders’ general meeting, are subject to approval by the CBRC.

LETTER FROM THE BOARD

PROPOSED ISSUANCE OF DOMESTIC PREFERENCE SHARES

In order to further enhance overall competitiveness and sustainable development capacity of the Bank, the Bank proposes to conduct a non-public issuance of Domestic Preference Shares with an aggregate amount of not more than RMB60 billion to replenish the Bank's additional tier-1 capital. According to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the State Council Guidance Opinion, the Administrative Measures, the Capital Management Rules, the Joint Guidance Opinion and other laws, regulations and regulatory documents, the Bank has satisfied the requirements for non-public issuance of Domestic Preference Shares.

The issuance of Domestic Preference Shares will be conducted by way of a non-public issuance and the Domestic Preference Shares will be issued in a single or multiple series in accordance with the relevant procedures after approved by regulatory authorities such as the CBRC and the CSRC. Application for non-public transfer and trading of the Domestic Preference Shares on the Shanghai Stock Exchange will be made. The dividend rate of the Domestic Preference Shares shall not be higher than the weighted average return on equity of the Bank in most recent two financial years (i.e. 19.74% and 21.23%).

The Bank shall have the right to mandatorily convert all or part of the Domestic Preference Shares into A Shares on the occurrence of certain prescribed events. In the case of a partial conversion, the par value of Domestic Preference Shares to be converted shall be determined under the principle that losses will be absorbed ratably between the Domestic Preference Shares and Offshore Preference Shares. The initial mandatory conversion price of the Domestic Preference Shares shall be the average trading price of the A Shares of the Bank for the 20 trading days preceding the date of publication of the Board resolution in respect of the Domestic Issuance Plan, i.e., RMB5.20 per A Share¹. Assuming the maximum number of Domestic Preference Shares under the Domestic Issuance Plan are all issued in one tranche and the Domestic Preference Shares are issued at a par value of RMB100 per Domestic Preference Share, then based on the initial mandatory conversion price and assuming the Domestic Preference Shares are converted in full, the maximum number of A Shares that would be issued is 11,538,461,538 A Shares. As of the Latest Practicable Date, such 11,538,461,538 A Shares will represent approximately 4.62% of the existing total issued share capital and 120.27% of the existing issued A Share capital respectively.

To the best of the Bank's knowledge, information and belief, each of the placees for the Domestic Preference Shares (and its respective ultimate beneficial owners) are not expected to be connected persons (as defined in the Hong Kong Listing Rules) of the Bank. If the Domestic Preference Shares will be issued to any connected persons of the Bank, the Bank will comply with the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

¹ The market price of the Bank's A Shares on the date of publication of the Board resolution in respect of the Domestic Issuance Plan (i.e. 12 December 2014) is RMB5.44 per share.

LETTER FROM THE BOARD

Please refer to Appendix V to this circular for details on the Domestic Issuance Plan. The Independent Non-executive Directors issued their opinions on the impact on the rights and interests of the holders of different classes of shares of the Bank by the proposed non-public issuance of Domestic Preference Shares on 12 December 2014, details of which are available on the HKExnews website of the Hong Kong Stock Exchange (www.hkexnews.hk).

On 12 December 2014, the Board considered and approved the Domestic Issuance Plan. The proposed issuance of Domestic Preference Shares will be subject to the approval of the A Shareholders at the First A Shareholders Class Meeting of 2015, the approval of the H Shareholders at the First H Shareholders Class Meeting of 2015 and the approval of the Shareholders at the 2014 Annual General Meeting as a special resolution. At the same time it will be proposed to the Shareholders' general meeting to authorise the Board, and the Board will then delegate the authority to the Chairman, the President or other senior management members of the Bank, to individually or jointly exercise the full power to handle all matters relating to the issuance of Domestic Preference Shares in accordance with the Domestic Issuance Plan. Upon approval at the 2014 Annual General Meeting and Class Meetings, the Bank shall also obtain the approval of the CBRC and the CSRC.

The validity period of the resolutions relating to the proposed issuance of Domestic Preference Shares will be 36 months from the date when they are approved by the Shareholders' general meeting. The effective period of the authorization to the Board in relation to the issuance of Domestic Preference Shares will commence from the date on which the Bank obtains the approval of the CSRC for the proposed issuance of Domestic Preference Shares until the earlier of (i) 24 months thereafter and (ii) the completion of the issuance of the Domestic Preference Shares pursuant to the Domestic Issuance Plan. Pursuant to Article 40 of the Administrative Measures, a listed issuer may issue preference shares in one or more tranches. The initial tranche of preference shares shall be issued within the first 6 months of the CSRC approval and the issue size of the initial tranche of preference shares shall be at least 50% of the total number of preference shares approved by CSRC. The remaining tranches of preference shares shall be issued within 24 months of the CSRC approval and there is no specific minimum issue size requirement for any such remaining tranches.

Shareholders and potential investors shall be aware that the proposed issuance of Domestic Preference Shares is subject to all necessary approvals being obtained and various factors including market conditions, and therefore the proposed issuance of Domestic Preference Shares may or may not proceed.

PROPOSED ISSUANCE OF OFFSHORE PREFERENCE SHARES

In order to further enhance overall competitiveness and sustainable development capacity of the Bank, the Bank proposes to conduct a non-public issuance of Offshore Preference Shares with an aggregate amount of not more than RMB20 billion or its equivalent to replenish the Bank's additional tier-1 capital. According to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the State Council Guidance Opinion, the Capital Management Rules, the Joint Guidance Opinion and other laws, regulations and regulatory documents, the Bank has satisfied the requirements for non-public issuance of Offshore Preference Shares.

LETTER FROM THE BOARD

The issuance of Offshore Preference Shares will be conducted by way of a private placement in accordance with the relevant rules of issuance and the Offshore Preference Shares will be issued in a single or multiple series in accordance with the relevant procedures after approved by regulatory authorities. The trading and listing arrangements for the Offshore Preference Shares will be set out in the issuance documents. The dividend rate of the Offshore Preference Shares shall not be higher than the weighted average return on equity of the Bank in most recent two financial years (i.e. 19.74% and 21.23%).

The Bank shall have the right to mandatorily convert all or part of the Offshore Preference Shares into H Shares on the occurrence of certain prescribed events. In the case of a partial conversion, the value of Offshore Preference Shares to be converted shall be determined under the principle that losses will be absorbed ratably between the Domestic Preference Shares and Offshore Preference Shares. The initial mandatory conversion price of the Offshore Preference Shares shall be the average trading price of the H Shares of the Bank for the 20 trading days preceding the date of publication of the Board resolution in respect of the Offshore Issuance Plan, i.e., HKD5.98 per H Share². Assuming the maximum number of Offshore Preference Shares under the Offshore Issuance Plan are all issued in one tranche and the Offshore Preference Shares are issued at a par value of RMB100 per Offshore Preference Share, then based on the initial mandatory conversion price and assuming the Offshore Preference Shares are converted in full, the maximum number of H Shares that would be issued is 4,239,424,014 H Shares. As of the Latest Practicable Date, such 4,239,424,014 H Shares will represent approximately 1.70% of the existing total issued share capital and 1.76% of the existing issued H Share capital respectively.

To the best of the Bank's knowledge, information and belief, each of the placees for the Offshore Preference Shares (and its respective ultimate beneficial owners) are not expected to be connected persons (as defined in the Hong Kong Listing Rules) of the Bank. If the Offshore Preference Shares will be issued to any connected persons of the Bank, the Bank will comply with the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

An application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Shares to be issued upon conversion of the Offshore Preference Shares pursuant to the Offshore Issuance Plan.

Please refer to Appendix VI to this circular for details on the Offshore Issuance Plan. The Independent Non-executive Directors issued their opinions on the impact on the rights and interests of the holders of different classes of shares of the Bank by the proposed non-public issuance of Offshore Preference Shares on 12 December 2014, details of which are available on the HKExnews website of the Hong Kong Stock Exchange (www.hkexnews.hk).

² The market price of the Bank's H Shares on the date of publication of the Board resolution in respect of the Offshore Issuance Plan (i.e. 12 December 2014) is HKD6.00 per share.

LETTER FROM THE BOARD

On 12 December 2014, the Board considered and approved the Offshore Issuance Plan. The proposed issuance of Offshore Preference Shares will be subject to the approval of the A Shareholders at the First A Shareholders Class Meeting of 2015, the approval of the H Shareholders at the First H Shareholders Class Meeting of 2015 and the approval of the Shareholders at the 2014 Annual General Meeting as a special resolution. At the same time it will be proposed to the 2014 Annual General Meeting to authorise the Board, and the Board will then delegate the authority to the Chairman, the President or other senior management members of the Bank, to individually or jointly exercise the full power to handle all matters relating to the issuance of Offshore Preference Shares in accordance with the Offshore Issuance Plan. Upon approval at the 2014 Annual General Meeting and Class Meetings, the Bank shall also obtain the approval of the CBRC and the CSRC.

The validity period of the resolutions relating to the proposed issuance of Offshore Preference Shares will be 36 months from the date when they are approved by the Shareholders' general meeting. The effective period of the authorization to the Board in relation to the issuance of Offshore Preference Shares will be 12 months commencing from the date on which the Shareholders' general meeting passes this issuance proposal. If the proposed issuance of Offshore Preference Shares as described above is not completed before the expiry of such authorisation to the Board, the Board may seek a new Shareholder mandate to authorise the Board to proceed further with the issuance of Offshore Preference Shares during the validity period of the relevant resolutions. Pursuant to Article 40 of the Administrative Measures, a listed issuer may issue preference shares in one or more tranches. The initial tranche of preference shares shall be issued within the first 6 months of the CSRC approval and the issue size of the initial tranche of preference shares shall be at least 50% of the total number of preference shares approved by the CSRC. The remaining tranches of preference shares shall be issued within 24 months of the CSRC approval and there is no specific minimum issue size requirement for any such remaining tranches.

Shareholders and potential investors shall be aware that the proposed issuance of Offshore Preference Shares is subject to all necessary approvals being obtained and various factors including market conditions, and therefore the proposed issuance of Offshore Preference Shares may or may not proceed.

IMPACT OF PROPOSED ISSUANCE OF PREFERENCE SHARES ON THE BANK

Impact on Tier 1 Capital Adequacy Ratio

According to the Domestic Issuance Plan and Offshore Issuance Plan, all proceeds from the issuance of Preference Shares will, after deduction of expenses relating to the issuance, be used to replenish the additional tier 1 capital of the Bank. As at 31 December 2014, the Group's total tier 1 capital adequacy ratio was 12.12%. Assuming all of the Preference Shares under the Domestic Issuance Plan and Offshore Issuance Plan have been issued in full, as calculated based on the financial information of the Bank as at 31 December 2014, the Group's tier 1 capital adequacy ratio will increase by 0.78 percentage point to 12.90% immediately after issuance of the Preference Shares. Under the Capital Management Rules, the CBRC currently only requires commercial banks to maintain a minimum tier 1 capital adequacy ratio of 6%.

LETTER FROM THE BOARD

Impact on Share Capital

The shareholding structure of the Bank as at the Latest Practicable Date, assuming (i) all of the Preference Shares under the Domestic Issuance Plan and Offshore Issuance Plan have been issued in full at a issue price of RMB100 per Preference Share; and (ii) a trigger event for mandatory conversion has occurred and the Preference Shares have been converted in full at the initial mandatory conversion price of RMB5.20 per A Share and HKD5.98 per H Share respectively, is as follows:

Share Capital	As at the Latest Practicable Date		After Conversion of all the Preference Shares	
	Shares	Percentage of share capital (%)	Shares	Percentage of share capital (%)
A Share	9,593,657,606	3.84	21,132,119,144	7.95
H Share	<u>240,417,319,880</u>	<u>96.16</u>	<u>244,656,743,894</u>	<u>92.05</u>
Total	<u><u>250,010,977,486</u></u>	<u><u>100</u></u>	<u><u>265,788,863,038</u></u>	<u><u>100</u></u>

As at the Latest Practicable Date, Huijin, the controlling shareholder of the Bank, held 570,941,976 A Shares and 142,590,494,651 H Shares of the Bank, accounting for 0.23% and 57.03%, respectively, of the total issued share capital of the Bank. After the conversion of the Preference Shares into A Shares and H Shares based on the abovementioned assumptions, Huijin's shareholding would decrease to 0.21% and 53.65%, respectively. Huijin would remain the controlling shareholder of the Bank.

REFERENCE DOCUMENTS TO THE 2014 ANNUAL GENERAL MEETING

Work report of the Independent Directors for the year of 2014

Please refer to Appendix VII for details.

2014 ANNUAL GENERAL MEETING AND THE FIRST H SHAREHOLDERS CLASS MEETING OF 2015

The notice of the 2014 Annual General Meeting and notice of the First H Shareholders Class Meeting of 2015 to be held successively starting from 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 are set out in this circular. In respect of the First A Shareholders Class Meeting, please refer to another notice published by the Bank. Registration for the 2014 Annual General Meeting and the First H Shareholders Class Meeting will be from 13:50 to 14:30 on 15 June 2015. To the best of the knowledge of the Bank, no Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015.

LETTER FROM THE BOARD

In order to determine the Shareholders of the H Shares who are entitled to attend the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015, the register of members of 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 and the First H Shareholders Class Meeting of 2015 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.

In order to determine the Shareholders of the H Shares who are entitled to receive the 2014 cash dividends, the register of members of H Shares of the Bank will be closed from 25 June 2015 to 30 June 2015, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered holders of H Shares who wish to receive the 2014 cash dividends 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 24 June 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. If approved by the annual general meeting, the dividend will be distributed to the shareholders whose names appeared on the register of members of the Bank after the closing of the stock market on 30 June 2015. The last trading day of the Bank's H-shares before the ex-dividend date will be 22 June 2015, and the dividends will be excluded from 23 June 2015. The expected payment date of the H-shares annual cash dividend for 2014 is 24 July 2015. The expected payment date of the A-shares annual cash dividend for 2014 is 1 July 2015.

A proxy form and a reply slip for use at the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015 are despatched together with this circular and published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). To be valid, holders of H Shares who intend to attend the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the scheduled time for holding the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015. 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 you from attending the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015 and voting in person if you so wish. Holders of H Shares who intend to attend the meeting 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 26 May 2015. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE 2014 ANNUAL GENERAL MEETING AND THE FIRST H SHAREHOLDERS CLASS MEETING OF 2015

The voting at the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015 will be taken by way of registered poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the proposals mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the relevant resolutions to be proposed at the 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015.

Yours faithfully,
For and on behalf of the Board of Directors
China Construction Bank Corporation
Zhang Jianguo
Vice Chairman, Executive Director and President

29 April 2015

APPENDIX I IMPACT ON DILUTION OF CURRENT RETURNS OF THE ISSUANCE OF PREFERENCE SHARES BY CHINA CONSTRUCTION BANK CORPORATION AND REMEDIAL MEASURES

The *Impact on Dilution of Current Returns of the Issuance of Preference Shares by China Construction Bank Corporation and Remedial Measures* is written in Chinese, with no official English translation. The English translation is provided solely for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail. The full version of the *Impact on Dilution of Current Returns of the Issuance of Preference Shares by China Construction Bank Corporation and Remedial Measures* is as follows:

IMPACT ON DILUTION OF CURRENT RETURNS OF THE ISSUANCE OF PREFERENCE SHARES BY CHINA CONSTRUCTION BANK CORPORATION AND REMEDIAL MEASURES

Pursuant to the *Opinions of the General Office of the State Council on Further Strengthening the Protection of Legitimate Rights and Interests of Minority Investors in the Capital Market* (Guobanfa [2013] No. 110), the *Rules for Preparation of Information Disclosure by Companies Offering Securities to the Public No. 33 – Issuance Plan for and Report on Issuance of Preference Shares* and other relevant requirements, listed companies shall make commitments on specific measures to remedy returns and realise such commitments, if such companies undergo refinancing which would result in dilution of current returns of its shareholders. The Bank has analysed the potential impact on the rights and interests of and the current returns of minority shareholders by the proposed issuance of Preference Shares and, with reference to the actual circumstances of the Bank, proposes the relevant specific remedial measures to be adopted.

I. Analysis of Impact of the Proposed Preference Share Issuance

Pursuant to the *Opinions of the General Office of the State Council on Further Strengthening the Protection of Legitimate Rights and Interests of Minority Investors in the Capital Market* (Guobanfa [2013] No. 110), listed companies shall make commitments on specific measures to remedy returns and realise such commitments, if such companies undergo refinancing or merger, acquisition or reorganization which would result in dilution of current returns of its shareholders. The Capital Management Rules set forth stricter requirements on the capital quality and capital adequacy ratios of commercial banks. The Bank plans to raise funds by issuing Preference Shares and use all the raised funds for replenishing additional tier 1 capital, with the aim of further optimizing capital structure and support stronger business development of the Bank.

With the raised funds in place, the Bank will effectively allocate capital resources to achieve a reasonable level of return on capital. If the Bank effectively invests raised funds to support its principal activities immediately after capital replenishment, normally immediate comprehensive income will be generated in current period. Given the special nature of commercial banking, however, the income from raised funds cannot be measured separately.

Pursuant to the *Accounting Standard for Business Enterprises No. 34 – Earnings Per Share*, the *Rule No. 9 on the Preparation of Information Disclosure of Companies Issuing Public Securities – Calculation and Disclosure of Return on Equity and Earnings Per Share*

APPENDIX I IMPACT ON DILUTION OF CURRENT RETURNS OF THE ISSUANCE OF PREFERENCE SHARES BY CHINA CONSTRUCTION BANK CORPORATION AND REMEDIAL MEASURES

(revised in 2010) and the *Provisions on Distinction between Financial Liabilities and Equity Instruments and Relevant Accounting Treatment*, when return on equity and basic earnings per share are calculated, net profit and equity shall be measured based on the relevant data attributable to common shareholders. That is, the numerator in the calculation formula shall be net profit attributable to common shareholders (net profit attributable to parent company in the current year net of Preference Share dividend declared for the current period). Therefore, if the benefits from raised funds support development are not considered at all, the proposed Preference Share issuance will have some dilutive effect on the immediate return on common shareholders of the Bank. Specifically speaking, statically the return on equity and basic earnings per share will decline after the Preference Share issuance.

However, if the Bank maintains the current efficiency of capital operation, the benefits from the raised funds support development will increase operating income and net profit. As the dividend rate of Preference Shares is lower than average return on equity of the Bank, from a dynamic point of view, Preference Share issuance will increase weighted average return on equity and basic earnings per share for common shareholders.

The Bank makes static simulation and calculation of possible effects on the above indicators under assumptions in relevant issue documents. Taking into account the specific nature of commercial banking and the Bank's actualities, the proposed issuance have a minor effect on relevant indicators.

II. Offsetting Measures of the Board

The Bank makes no performance commitments regarding the proposed Preference Share issuance. In order to effectively use raised funds from the proposed financing, fully protect interests of common shareholders of the Bank, in particular minority shareholders, the Bank will observe and take the following principles and measures to further boost operating results of the Bank, seek to increase the return to shareholders in medium and long terms and offset the dilutive effect of the proposed Preference Share issuance on common shareholders and the return to them.

1. Regulate the management and use of raised funds and maximize the benefits of it. Given the special nature of commercial banking, raised funds are used for capital replenishment other than specific projects. Therefore, the use and benefits of raised funds cannot be measured separately. The Bank will strengthen management of raised funds, maximize the benefits and leverage effect of raised funds, create a reasonable return on capital, seek a positive effect on return on equity, earnings per share and other financial indicators, effectively offset the dilative effect of the proposed Preference Share issuance on common shareholders and their return and support sustainable development.

**APPENDIX I IMPACT ON DILUTION OF CURRENT RETURNS OF
THE ISSUANCE OF PREFERENCE SHARES BY
CHINA CONSTRUCTION BANK CORPORATION
AND REMEDIAL MEASURES**

2. Strengthen the accumulation of internal capital. The Bank will adopt measures like accelerating diversified operation, vigorously developing intermediary business, promoting product innovation, improving service quality and controlling costs and expenditures will be used to enhance the profitability and keep balanced dividend distribution ratio, to enhance retained earnings and the accumulation of internal capital.

3. Improve the capital constraint and transmission mechanism, optimize business and income structure. The Bank will step up the adjustment of business and income structure and improve the capital constraint and incentive mechanism under the strategy of “diversification, multifunction and intensification”, thereby boosting the capital allocation efficiency and the return on capital. During the planning period, it will keep a balanced capital growth rate; further improve the on- and off-balance sheet asset structure, encourage the development of capital-efficient business like retail banking business and small and micro enterprise businesses, and properly control the growth of on- and off-balance sheet assets with high risk weight; constantly improve the income structure, promote the steady development of capital-efficient intermediary business and lower the dependence on capital-intensive business in increasing profits. Meanwhile, internal management should be further refined and the constraint role of capital should be strengthened in the marketing, risk pricing, resource allocation and performance evaluation to improve the efficiency of capital use.

4. Vigorously push forward the implementation and application of advanced capital management approaches. Taking the implementation of advanced capital management approaches as an opportunity, the Bank will keep on working to be compliance with the advanced approach, improve the models and parameters of capital measurement, more accurately evaluate and quantify risks and continue the overall application of measurement results in risk management, business management and capital management. The internal capital adequacy assessment will be improved to cover all risks. Information disclosure about capital management will be strengthened to ensure the compliance with regulatory requirements.

**APPENDIX I IMPACT ON DILUTION OF CURRENT RETURNS OF
THE ISSUANCE OF PREFERENCE SHARES BY
CHINA CONSTRUCTION BANK CORPORATION
AND REMEDIAL MEASURES**

5. Maintain continuous stability of the Shareholder return policy. The Bank attaches great importance to the reasonable return to Shareholders in profit distribution and distributes cash dividend to Shareholders continuously. The Board shows full respect for the opinions and claims of Shareholders in developing the profit distribution plan, protects interests of small and medium investors and submits the profit distribution plan to the General Meeting of Shareholders for approval. The Bank will continue to maintain the continuity and stability of the profit distribution policy and persistently create long-term value for shareholders.

6. The proposed issuance helps the Bank fortify capital base, optimize capital structure, meet requirements on capital management of commercial banks and promote healthy and sustainable development of the Bank.

**APPENDIX II SHAREHOLDER RETURN PLAN FOR 2015 TO 2017 OF
CHINA CONSTRUCTION BANK CORPORATION**

The *Shareholder Return Plan for 2015 to 2017 of China Construction Bank Corporation* is written in Chinese, with no official English translation. The English translation is provided solely for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail. The full version of the *Shareholder Return Plan for 2015 to 2017 of China Construction Bank Corporation* is as follows:

**SHAREHOLDER RETURN PLAN FOR 2015 TO 2017 OF
CHINA CONSTRUCTION BANK CORPORATION**

In order to further enhance the awareness of shareholder return and improve and effectively implement the cash dividend policy, the Board formulated the shareholder return plan for the next three years (2015-2017) (the “**Plan**”) in accordance with the *Company Law of the People’s Republic of China*, the *Securities law of the People’s Republic of China*, the *Notice of the China Securities Regulatory Commission on Further Implementation of Relevant Matters regarding Cash Dividend Distribution by Listed Companies* and the *Regulatory Guidance to Listed Companies No. 3 – Cash Dividend Distribution by Listed Companies* and other laws and regulations, as well as relevant regulatory requirements.

I. Basic Principles

1. Attach great importance to the reasonable return to Shareholders and also have due regard to the long-term interests of the Bank, overall interests of all Shareholders and sustainable development of the Bank;
2. Distribute profit in accordance with the articles specified in the Articles of Association;
3. Distribute profit in the form of cash dividend first;
4. Maintain the continuity and stability of the profit distribution policy.

II. Shareholder Return Plan for 2015-2017

1. The Bank may distribute dividend in cash, shares or a combination of cash and shares. The Bank stresses reasonable return to Shareholders in profit distribution. The Bank distributes profit in the form of cash dividend first;
2. The Bank should maintain the continuity and stability of the profit distribution policy, having due regard to the long-term interests of the Bank, overall interests of all Shareholders and sustainable development of the Bank;

3. Unless in special circumstances, the Bank distributes dividend in cash if it makes a profit in the current year and cumulative retained earnings are positive. The profit distributed in cash by the Bank in a financial year shall not be less than 10% of the Group-wide net profit attributable to common shareholders of the Bank in the year. Special circumstances include the following: general reserves and capital adequacy ratios do not meet requirements of the CBRC or other regulatory authorities; CBRC or other regulatory authorities impose restrictions on dividend distribution by the Bank; dividend distribution is otherwise inappropriate under laws, regulations, ordinances and rules of the securities regulators where the Bank's shares are publicly traded.

III. Decision and Supervision Mechanism for Plan Development, Execution and Adjustment

1. The Board developed this Plan in accordance with relevant laws, regulations, normative documents, the Articles of Association and the actualities of the Bank, taking into account the opinions of Shareholders (especially minority shareholders), independent directors and supervisors. After being adopted by the Board, this Plan will be submitted to the General Meeting of Shareholders for approval prior to implementation.
2. The Bank may adjust the profit distribution policy to reflect major changes in regulatory policy, material effects of external business environment changes on the operation of the Bank or significant changes in operating conditions of the Bank. If the Bank adjusts the profit distribution plan, the Board shall develop a written report that includes detailed reason for adjustment, on which independent directors shall give an opinion. The report shall be submitted to the General Meeting of Shareholders for adoption by special resolution. In deliberation on the adjustment of profit distribution plan, the Bank will provide shareholders with online voting options.
3. If the cash dividend is not distributed in the proportion specified in the Articles of Association in the above special circumstances, the Board shall specify the reason in the proposal to the General Meeting of Shareholders. If the Bank does not distribute cash dividend in the above special circumstances, the Board shall make a special statement of the specific reason for non-distribution, specific purpose of retained earnings and anticipated return on investment. After independent directors give an opinion on it, the statement shall be submitted to the General Meeting of Shareholders for review and disclosed on the media outlets designated by the Bank.

4. The Bank encourages minority shareholders and institutional investors to take part in the decision making on profit distribution matters of the Bank. Independent directors of the Bank may seek opinions from small and medium shareholders and submit a proposal on dividend distribution directly to the Board for review. Before reviewing on the cash dividend distribution plan, the General Meeting of Shareholders should communicate and exchange ideas with shareholders, in particular minority shareholders, listen to all comments and demands of minority shareholders and promptly respond to concerns of minority shareholders through multiple channels.

IV. Return to Preference Shareholders

The return to shareholders as referred to in this Plan means return to common shareholders. The return to Preference Shareholders will be handled in accordance with the Articles of Association and the issuance plan for the Preference Shares of the Bank.

Any matters not covered by this Plan are subject to relevant laws, regulations, normative documents and the Articles of Association. This Plan is subject to interpretation by the Board and becomes effective upon adaptation by the General Meeting of Shareholders of the Bank.

The *Capital Plan for 2015 to 2017 of China Construction Bank Corporation* is written in Chinese, with no official English translation. The English translation is provided solely for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail. The full version of the *Capital Plan for 2015 to 2017 of China Bank Corporation* is as follows:

CAPITAL PLAN FOR 2015 TO 2017 OF CHINA CONSTRUCTION BANK CORPORATION

In order to implement regulatory requirements, further strengthen and regulate internal capital management, maintain high capital quality and adequate capital and effectively support the implementation of the Bank's strategic plan, the Bank has prepared the *Capital Plan for 2015 to 2017 of China Construction Bank Corporation* (the "**Capital Plan**") in accordance with the Capital Management Rules and other requirements.

I. Capital Adequacy Ratio Plan Targets

1. Calculation method for capital adequacy ratios used in the Capital Plan

In the second quarter of 2014, the CBRC formally approved the implementation of advanced capital management methods of the Bank. The Capital Plan has adopted advanced capital management methods and other methods to calculate capital adequacy during the term of the Capital Plan in accordance with the latest regulatory rules.

2. Capital adequacy ratio plan targets

Considering factors such as regulatory requirements as well as the Bank's strategic transformation plan, risk appetite and risk management and other factors, and on the basis that macroeconomic conditions remain stable and there is no significant change on policies regarding regulatory capital, the targets for the capital adequacy ratio plan for 2015-2017 of the Bank are as follows: **maintain core tier-one capital adequacy ratio at no less than 8.5%, maintain tier-one capital adequacy ratio at no less than 9.5% and maintain capital adequacy ratio at no less than 11.5%.**

II. Capital Plan Principles

1. **Maintain adequate capital and high capital quality.** The Bank should maintain certain safety margins and buffers to cope with the adverse effects on the capital adequacy ratio arising from unforeseen circumstances while ensuring that the capital adequacy ratio continues to comply with regulatory requirements. The Bank should prioritise capital replenishment and the improvement of capital quality through internal accumulation and should attach importance to the role of capital in hedging risks, especially core tier-one capital. The capital structure should be optimised and various types of capital instruments should be used rationally.

2. **Give full effect to the role of capital to constrain and guide business development.** Whilst supporting the business development and the implementation of strategic plan, the role of capital should be given full effect to constrain and guide the business, strengthen the capital constraints and incentives system, improve the allocation of capital, enhance the return on capital and continually strengthen the application of advanced capital management methods in business management.
3. **Careful consideration of uncertainties.** Careful consideration should be given to the impact that macroeconomic conditions, market environment, regulatory policies, asset quality and business development may have on capital adequacy and full effect should be given to the sensitivity of capital to changes in risks in order to maintain capital adequacy in compliance with the Capital Plan targets.

III. Capital Replenishment Plan and Management Measures

To achieve the above-mentioned targets, the Bank will ensure capital adequacy and high capital quality by balancing the capital supply and demand, giving priority to methods including increase of retained profits, balanced control of asset growth, optimisation of asset structure and refined management, and adopting proper financing means, following the principle of “focusing primarily on internal capital accumulation and secondarily on external capital replenishment”.

1. *Strengthen the internal capital accumulation*

The Bank will focus primarily on the internal capital accumulation for capital replenishment. Actions such as accelerating diversified operation, vigorously expanding fee-based business, promoting product innovation, improving service quality and effectively controlling costs and expenditures will be taken to enhance profitability and maintain reasonable dividend distribution ratio, thereby ensuring sustainable source for capital replenishment.

2. *Resort to external capital replenishment*

The Bank will actively innovate and issue qualified capital instruments of different levels and types in different markets based on regulatory policies, market conditions and its own capital position to further expand capital replenishing channels, enhance capital strength and optimise capital structure.

3. *Improve the capital constraint and transmission mechanism for efficient capital use*

The Bank will step up the adjustment of business and income structure and perfect the capital constraint and incentive mechanism under the strategy of “diversification, multifunction and intensification”, thereby boosting capital allocation efficiency and capital return. During the planning period, it will maintain a reasonable capital growth rate; further optimise the structures of on- and off-balance sheet assets, encourage the development of capital-efficient businesses such as personal banking business and small and micro enterprise businesses, and properly control the growth of high risk weighted on- and off-balance sheet assets; constantly procure to optimise the income structure, promote the steady development of capital-efficient fee-based business and reduce the dependence on capital-intensive business in increasing profits. Meanwhile, the Bank will continue to strengthen and refine internal management, and deepen the role of capital constraints in marketing, risk pricing, resource allocation, performance appraisal and other management process, in order to improve the efficiency of capital use.

4. *Vigorously promote the implementation and application of advanced capital management approaches*

Taking the opportunity of the implementation of advanced capital management methods, the Bank will keep on working and improving its capital management skills to comply with the advanced method, optimise the models and parameters of capital measurement, more accurately evaluate and quantify risks and continue to deepen the overall application of measurement results in risk management, business management and capital management. The procedures for internal capital adequacy assessment will be improved to effectively cover all risks. Information disclosure relating to capital management will be strengthened to ensure Bank’s compliance with the regulatory requirements.

5. *Perfect the mechanism for stress test and capital contingency*

The Bank will estimate capital demand under different stress scenarios according to the regulatory rules by means of strict and forward-looking stress tests to ensure that it has adequate capital to overcome adverse market changes. The Bank will continue to perfect the existing capital contingency mechanism. In case of severe deterioration of external operating conditions or other extreme adverse conditions, it may take measures such as to reduce capital-intensive businesses, postpone business expansion plans, restrict dividend distributions, write down certain qualified capital instruments or convert them into equity to achieve the Capital Plan targets for capital adequacy.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

SN	Existing articles	Suggested revisions
1	<p>Article 6 The capital of the Bank shall be divided into shares of equal value. The shareholders shall be responsible for the Bank to the extent of the shares held by them. The Bank shall bear the liabilities for its debts with all its assets.</p>	<p>Article 6 The capital of the Bank shall be divided into shares of equal value. The shareholders of the Bank shall be responsible for the Bank to the extent of the shares held by them. The Bank shall bear the liabilities for its debts with all its assets.</p>
2	<p>Article 15 The Bank shall have ordinary shares at all time. Ordinary shares issued by the Bank shall include domestic shares and overseas foreign shares. With the approval of competent authorities authorized by the State Council, the Bank may have other classes of shares in accordance with the actual needs.</p>	<p>Article 15 The Bank shall have ordinary shares at all time. Ordinary shares issued by the Bank shall include domestic shares and overseas foreign shares. With the approval of competent authorities authorized by the State Council, the Bank may have other classes of shares <u>such as preference shares</u> in accordance with the actual needs.</p> <p><u>Preference shares herein refer to other types of shares specified rather than ordinary shares under general rules in accordance with the <i>Company Law</i>. Preference shareholders enjoy profit distribution and remaining properties prior to ordinary shareholders, however their voting rights and other rights about participating in the Bank’s decision-making and management are subject to restriction.</u></p> <p><u>Unless otherwise specified, share and stock referred in Chapter 3 to Chapter 26 and Chapter 28 herein indicate ordinary share and stock, and shareholder referred in Chapter 3 to Chapter 26 and Chapter 28 herein indicates ordinary shareholder.</u></p>
3	<p>Article 18 Shares issued by the Bank to domestic investors and subscribed for in RMB shall be referred to as “domestic shares”. Domestic shares listed in the PRC shall be referred to as “domestic listed shares”.</p> <p>Shares issued by the Bank to overseas investors and subscribed for in foreign currency shall be referred to as “overseas foreign shares”. Overseas foreign shares listed abroad shall be referred to as “overseas-listed foreign</p>	<p>Article 18 Shares issued by the Bank to domestic investors and subscribed for in RMB shall be referred to as “domestic shares”. Domestic shares listed in the PRC shall be referred to as “domestic listed shares”.</p> <p>Shares issued by the Bank to overseas investors and subscribed for in foreign currency shall be referred to as “overseas foreign shares”. Overseas foreign shares listed abroad shall be referred to as “overseas-listed foreign investment shares”.</p>

SN	Existing articles	Suggested revisions
	<p>investment shares”. The “foreign currency” mentioned above refers to any legal currency of other countries or regions other than RMB that is approved by the State’s regulatory authority of foreign exchange and may be used to pay as the share capital to the Bank. Domestic shares that are approved by the State Council or the competent authorities authorized by the State Council to be listed in overseas stock exchange and overseas listed foreign shares shall be of the same category and be collectively referred to as “overseas listed shares”.</p>	<p>The “foreign currency” mentioned above refers to any legal currency of other countries or regions other than RMB that is approved by the State’s regulatory authority of foreign exchange and may be used to pay as the share capital to the Bank. Domestic shares that are approved by the State Council or the competent authorities authorized by the State Council to be listed in overseas stock exchange and overseas listed foreign shares shall be of the same category and be collectively referred to as “overseas listed shares”.</p>
4	<p>Article 64 The Shareholders’ General Meeting shall legally exercise functions and powers on the following matters:</p> <p>.....</p> <p>(17) to review the share incentive plan;</p> <p>(18) to review other matters that shall be decided by the Shareholders’ General Meeting according to the laws, regulations, rules, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles. Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, rules, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles.</p>	<p>Article 64 The Shareholders’ General Meeting shall legally exercise functions and powers on the following matters:</p> <p>.....</p> <p>(17) to review the share incentive plan;</p> <p><u>(18) to decide the issuance of preference shares; to decide or authorize the Board of Directors to decide the matters relating to the issuance of preference shares by the Bank, including but without limitation to repurchase, conversion and dividend distribution etc.;</u></p> <p>(198)to review other matters that shall be decided by the Shareholders’ General Meeting according to the laws, regulations, rules, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles. Resolutions made by the Shareholders’ General Meeting shall not violate the provisions in relevant laws, administrative regulations, rules, regulations issued by the local securities regulatory authorities where shares of the Bank are listed and the Articles.</p>

SN	Existing articles	Suggested revisions
5	<p>Article 147 The Board of Directors of the Bank shall have the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee. The Board of Directors may set up other special committees whenever necessary. Special committees under the Board of Directors shall be responsible to and report to the Board of Directors, and assist the Board of Directors in performing its duties and powers according to the authorization of the Board of Directors. Special committees shall maintain communication and co-operation. Special committees of the Board of Directors shall establish a follow-up implementation mechanism to ensure the implementation of professional opinions and requirements of the committees.</p>	<p>Article 147 The Board of Directors of the Bank shall have the Strategy Development Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee <u>Social Responsibility & Related Party Transactions Committee</u>. The Board of Directors may set up other special committees whenever necessary. Special committees under the Board of Directors shall be responsible to and report to the Board of Directors, and assist the Board of Directors in performing its duties and powers according to the authorization of the Board of Directors. Special committees shall maintain communication and co-operation. Special committees of the Board of Directors shall establish a follow-up implementation mechanism to ensure the implementation of professional opinions and requirements of the committees.</p>
6	<p>Article 152 The Related Party Transactions Control Committee shall consist of at least three (3) directors, and the chairman shall be assumed by an Independent Director. Non-executive directors shall account for majority of the committee. Members of the Related Party Transactions Control Committee shall not include directors nominated by controlling shareholders.</p> <p>The Related Party Transactions Control Committee shall apply a withdrawal system in discussion, but if necessary, a resolution on no withdrawal may be made when the committee is reviewing specific matters. Main duties and powers of the Related Party Transactions Control Committee include:</p> <p>(1) to confirm related parties of the Bank, report them to the Board of Directors and the Board of</p>	<p>Article 152 The Related Party Transactions Control Committee <u>Social Responsibility & Related Party Transactions Committee</u> shall consist of at least three (3) directors, and the chairman shall be assumed by an Independent Director. Non-executive directors shall account for majority of the committee. Members of the Related Party Transactions Control Committee <u>Social Responsibility & Related Party Transactions Committee</u> shall not include directors nominated by controlling shareholders.</p> <p>The Related Party Transactions Control Committee <u>Social Responsibility & Related Party Transactions Committee</u> shall apply a withdrawal system in discussion, but if necessary, a resolution on no withdrawal may be made when the committee is reviewing specific matters.</p> <p>Main duties and powers of the Related Party Transactions Control Committee <u>Social</u></p>

SN	Existing articles	Suggested revisions
	<p>Supervisors, and timely notify relevant bank staff of related parties confirmed;</p> <p>(2) to conduct preliminary examination on major related party transactions, submit them to the Board of Directors for approval, and report to the Board of Supervisors at the same time;</p> <p>(3) to review and approve general related party transactions or accept the filing of general connected transactions;</p> <p>(4) other responsibilities authorized by the Board of Directors.</p>	<p><u>Responsibility & Related Party Transactions Committee</u> include:</p> <p>(1) to confirm related parties of the Bank, report them to the Board of Directors and the Board of Supervisors, and timely notify relevant bank staff of related parties confirmed;</p> <p>(2) to conduct preliminary examination on major related party transactions, submit them to the Board of Directors for approval, and report to the Board of Supervisors at the same time;</p> <p>(3) to review and approve general related party transactions or accept the filing of general connected transactions;</p> <p>(4) <u>to study and prepare the Bank’s social responsibility strategies and policies;</u></p> <p>(5) <u>to review the credit policies with respect to environment and sustainable development;</u></p> <p>(6) <u>supervise, inspect and assess the Bank’s performance on social responsibility;</u></p> <p>(7) <u>to study and prepare strategies, policies and targets on the Bank’s protection of consumers’ rights and interests, to supervise and assess the Bank’s protection of consumers’ rights and interests;</u></p> <p>(8) other responsibilities authorized by the Board of Directors.</p>

SN	Existing articles	Suggested revisions
7	<p>Article 231 The after-tax profit of the Bank shall be distributed in the following order of priority:</p> <ol style="list-style-type: none"> (1) to make up for previous year's losses; (2) to set aside ten percent (10%) to statutory reserve; (3) to set aside general reserve; (4) to set aside discretionary reserve; (5) to pay dividends to shareholders. <p>No further contribution may be required when the accumulated amount of the statutory reserve of the Bank reaches fifty percent (50%) of its registered capital. The Shareholders' General Meeting shall decide on whether to set aside discretionary reserve after setting aside statutory reserve and general reserve.</p> <p>Shares held by the Bank shall not participate in the distribution of profit.</p>	<p>Article 231 The after-tax profit of the Bank shall be distributed in the following order of priority:</p> <ol style="list-style-type: none"> (1) to make up for previous year's losses; (2) to set aside ten percent (10%) to statutory reserve; (3) to set aside general reserve; (4) to set aside discretionary reserve; (5) to pay dividends to shareholders. <p>No further contribution may be required when the accumulated amount of the statutory reserve of the Bank reaches fifty percent (50%) of its registered capital. The Shareholders' General Meeting shall decide on whether to set aside discretionary reserve after setting aside statutory reserve and general reserve.</p> <p>Shares held by the Bank shall not participate in the distribution of profit.</p> <p><u>The dividend payment of preference shares shall be implemented in accordance with laws, administrative regulations, rules, and relevant provisions in the listing place of the Bank's shares and issuance place of preference shares or of securities regulatory authorities in the listing place, as well as the Articles of Association.</u></p>
Chapter 27 Special Provisions on Preference Shares		
8		<p><u>Article 287 Unless otherwise specified in applicable laws, administrative regulations, ministerial rules, provisions of the local securities regulatory authorities where the Bank's shares are listed and the chapter, rights and obligations of the preference shareholders and management of the preference shares shall be consist with pertinent regulations of the Articles of Association on ordinary shares.</u></p>

SN	Existing articles	Suggested revisions
9		<p><u>Article 288 Preference shares issued by the Bank shall not exceed 50% of the Bank's total ordinary shares, and proceeds from issuance of preference shares shall not exceed 50% of the Bank's net asset prior to the issuance. Preference shares that have been repurchased or converted into ordinary shares are not included into the scope of preference shares during calculation.</u></p>
10		<p><u>Article 289 Pursuant to the capital regulation rules, the Bank shall set down the conditions in which preference shares will be forced to be converted into ordinary shares, i.e. when the trigger event occurs, the Bank will convert preference shares into ordinary shares based on the conversion price and quantity specified during issuance of the preference shares. In case that the circumstance of converting preference shares into ordinary shares occurs, the Bank shall report it to the banking regulatory institution of the State Council for approval and decision.</u></p>
11		<p><u>Article 290 Preference shares issued by the Bank shall not be sold back. The Bank has the right to redeem all or part of the preference shares at least five years after conclusion of the issuance on the condition that it obtains approval of the banking regulatory institution of the State Council and meets the pertinent requirements. The redemption period of preference shares shall start on the starting date of redemption specified when the preference shares are issued and end on the date that all of the preference shares are redeemed or converted into ordinary shares.</u></p> <p><u>The Bank's exercise of the redemption rights over preference shares shall meet the following conditions:</u></p> <p><u>(1) The Bank uses same or higher-quality capital tool to replace the redeemed preference shares, and can only implement replacement of the capital tools when its income capability is sustainable; or</u></p>

SN	Existing articles	Suggested revisions
		<p>(2) <u>After exercise of the redemption rights, the Bank's capital level is still noticeably higher than the regulatory capital requirement of the banking regulatory institution of the State Council.</u></p> <p><u>The redemption price of preference shares issued in the domestic market is the par value plus dividends payable but not yet distributed for the period.</u></p> <p><u>The redemption price of preference shares issued in the overseas market is the issuance price plus dividends payable but not yet distributed for the period.</u></p>
12		<p><u>Article 291 The Bank's preference shareholders enjoy the following rights:</u></p> <p>(1) <u>to participate in distribution of the dividend in preference to the ordinary share holders;</u></p> <p>(2) <u>to participate in distribution of the Bank's remaining property in preference to the ordinary share holders when the Bank is liquidated;</u></p> <p>(3) <u>to attend the Shareholder's General Meeting of the Bank with voting rights in case that circumstance specified in Article 293 of the Articles of Association occurs;</u></p> <p>(4) <u>to restore the voting rights based on manners specified in Article 294 of the Articles of Association in case that circumstance specified in it occurs;</u></p> <p>(5) <u>to bring forward advices or enquiries on the Bank's operating activities;</u></p> <p>(6) <u>to review the Bank's articles of association, register of shareholders, the counterfoil bank of bonds issued by the Bank, minutes of Shareholders' General Meeting, resolutions of meetings of the Board of Directors and the Board of Supervisors, and financial accounting reports;</u></p>

SN	Existing articles	Suggested revisions
		<p>(7) <u>other rights the preference shareholders shall enjoy pursuant to laws, administrative regulations, rules and the articles of associations.</u></p>
13		<p>Article 292 <u>In calculating the percentages of shares held during the following events, only the ordinary shares and the preference shares that have been restored of the voting rights are accounted;</u></p> <p>(1) <u>to request for convening of the extraordinary Shareholders' General Meeting;</u></p> <p>(2) <u>to convene and chair the Shareholders' General Meeting;</u></p> <p>(3) <u>to submit proposals to the Shareholders' General Meeting or the Extraordinary Shareholders' General Meeting;</u></p> <p>(4) <u>to propose candidates for directors, and non-employee representative supervisors of the Bank;</u></p> <p>(5) <u>to identify the controlling shareholder pursuant to Article 57 of the Articles of Association;</u></p> <p>(6) <u>to identify the circumstances of being restricted from assuming as independent directors pursuant to Article 140 of the Articles of Association;</u></p> <p>(7) <u>to identify the list of top 10 shareholders by the number of shares held in the Bank, the number of shares held and the shareholders that holds more than 5% stake in the Bank pursuant to provisions of the Securities Law; and</u></p> <p>(8) <u>other circumstance given by the laws, administrative regulations, rules and the Articles of Association.</u></p>

SN	Existing articles	Suggested revisions
14		<p data-bbox="818 251 1359 427"><u>Article 293 Except in the following circumstance, the Bank's preference shareholders shall not attend the Shareholders' General Meeting and the shares they hold do not have voting rights:</u></p> <ol data-bbox="818 449 1359 1012" style="list-style-type: none"> <li data-bbox="818 449 1359 549">(1) <u>to amend contents of the Articles of Association that are relevant to preference shares;</u> <li data-bbox="818 570 1359 670">(2) <u>to reduce the Bank's registered capital by more than 10% in an one-off or cumulative manner;</u> <li data-bbox="818 691 1359 791">(3) <u>to consolidate, split up, dissolve or change the corporate form of the Bank;</u> <li data-bbox="818 812 1359 849">(4) <u>to issue preference shares; and</u> <li data-bbox="818 870 1359 1012">(5) <u>other circumstance given in the Articles of Association that is related to change or revocation of rights of the preference shareholders.</u> <p data-bbox="818 1034 1359 1534"><u>In any of the abovementioned circumstances, the preference shareholders shall be informed of convening of the Shareholders' General Meeting in accordance with the procedures given in the Articles of Association on issuing notice to the ordinary share holders. Preference shareholders shall be separated from ordinary share holders in voting on the abovementioned matters, and they enjoy one vote for every preference share held. Nonetheless, preference shares of the Bank held by the Bank do not enjoy the voting rights.</u></p> <p data-bbox="818 1555 1359 1947"><u>Resolutions on the abovementioned matters shall be approved by more than 2/3 of the voting shares represented by the preference shareholders attending the meeting (excluding the preference shareholders with restored voting rights) in addition to being approved by more than 2/3 of the voting rights represented by the ordinary share holders attending the meeting (including the preference shareholders with restored voting rights).</u></p>

SN	Existing articles	Suggested revisions
15		<p><u>Article 294 In case that the Bank fails to pay out dividend on the preference shares according to provisions for cumulatively three accounting years or two consecutive accounting years, the preference shareholders shall have the right to attend the Shareholders' General Meeting and vote together with the ordinary share holders on the next date after the Shareholders' General Meeting approves not to distribute profit for the year in accordance with provisions. For the holders of non-accumulative preference shares, their voting rights shall be restored until the Bank pays out dividend for the year in full.</u></p> <p><u>Voting rights to be exercised by preference shareholders are calculated according to the following manner:</u></p> <p><u>Ordinary share voting rights of the overseas preference shares being restored of voting right are calculated according to the following manner:</u></p> <p><u>$R^* = W^*/E^* \times \text{conversion exchange rate}$, wherein the shares being restored of the voting right shall be rounded down to integral times of one.</u></p> <p><u>Wherein, R^* represents the number of overseas preference shares held by every overseas preference shareholder and being restored of the voting rights for ordinary H-shares; W^* represents the value of overseas preference shares held by every overseas preference shareholder; the conversion price E^* represents the average price of the Bank's ordinary H-shares during the 20 trading days prior to announcement of the Board of Directors' resolutions on reviewing and approving the overseas preference share issuance plan; and the conversion exchange rate shall be based on the middle price of RMB exchange rate announced by the China Foreign Exchange Trade System one trading day prior to announcement of the Board of Directors' resolution on reviewing and</u></p>

SN	Existing articles	Suggested revisions
		<p><u>approving the overseas preference share issuance plan for the Hong Kong dollar and currency of the overseas preference shares.</u></p> <p><u>Ordinary share voting rights enjoyed by domestic preference shares being restored of the voting right are calculated as follows:</u></p> <p><u>R = W/E, wherein the shares being restored of the voting right shall be rounded down to integral times of one.</u></p> <p><u>Wherein, R represents the number of domestic preference shares held by every domestic preference shareholder and being restored of the voting rights for ordinary A-shares; W represents the value of domestic preference shares held by every domestic preference shareholder; and the conversion price E represents the average price of the Bank's ordinary A-shares during the 20 trading days prior to announcement of the Board of Directors' resolutions on reviewing and approving the domestic preference share issuance plan.</u></p> <p><u>In case that the Articles of Association provide other special restrictions on the shareholders' voting rights, the special restrictions shall prevail.</u></p>
16		<p><u>Article 295 Yield rate of the outstanding preference shares issued by the Bank may be adjusted by stages. The dividend yield equates to the benchmark interest rate plus a fixed interest margin. In other words, the dividend yield remains consistent during a certain period after the preference shares are issued. After that, the benchmark interest rate is adjusted once every period of time, and the dividend yield keeps consistent during every adjustment cycle.</u></p> <p><u>Preference shareholders take precedence over ordinary share holders in participating in the Bank's profit distribution pursuant to the given dividend yield and profit distribution clauses. The Bank pays out dividend to preference shareholders in the form of cash, and is prohibited from distributing profit to ordinary share holders</u></p>

SN	Existing articles	Suggested revisions
		<p><u>pursuant to Article 131 of the Articles of Association before announcing the prescribed dividend for preference shares and withdrawing the discretionary surplus fund pursuant to resolutions of the Shareholders' General Meeting.</u></p> <p><u> Holders of preference shares issued by the Bank to replenish the tier-1 capital shall not participate in distribution of the Bank's remaining profit together with ordinary share holders after participating in the dividend distribution based on the prescribed dividend yield. Pursuant to the capital regulatory regulations for commercial banks, the Bank has the right to cancel or partly cancel the payment of dividend on preference shares and this won't constitute any default. Dividend that the Bank fails to pay to the preference shareholders in full are not accumulated in the next accrual year.</u></p>
17		<p><u>Article 296 In case that the Bank is liquidated due to dissolution or bankruptcy, the Bank's remaining property after being liquidated pursuant to the laws, regulations and the Articles of Association shall be first used to pay the principal of and the dividends payable but not yet distributed and outstanding preference shares. In case that the Bank's remaining property is inadequate to pay the abovementioned principal and dividend, the domestic and overseas preference shareholders shall be paid out in proportions.</u></p>
18	<p>Article 287 "ordinary shares" refer to shares which have ordinary rights with respect to the Bank's operation and management as well as distribution of the Bank's profit and property. Holders of such shares shall have the right to enjoy the Bank's surplus distribution with unfixed dividend after the Bank makes up for losses, sets aside reserve, and general reserve and pays dividends of preference shares. After the liquidation of the</p>	<p>Article 287 "ordinary shares" refer to shares which have ordinary rights with respect to the Bank's operation and management as well as distribution of the Bank's profit and property. Holders of such shares shall have the right to enjoy the Bank's surplus distribution with unfixed dividend after the Bank makes up for losses, sets aside reserve, and general reserve and pays dividends of preference shares. After the liquidation of the Bank, holders of ordinary shares shall acquire the Bank's remaining</p>

SN	Existing articles	Suggested revisions
	<p>Bank, holders of ordinary shares shall acquire the Bank's remaining property following shareholders of preference shares. Holders of ordinary shares shall have right to attend or entrust a proxy to attend the Shareholders' General Meeting and exercise voting rights with one share having equal voting right. "Ordinary share" is generally opposite to "preference share". Shares of the Bank referred to in the Articles are all ordinary shares.</p>	<p>property following shareholders of preference shares. Holders of ordinary shares shall have right to attend or entrust a proxy to attend the Shareholders' General Meeting and exercise voting rights with one share having equal voting right. "Ordinary share" is generally opposite to "preference share". Shares of the Bank referred to in the Articles are all ordinary shares.</p>

The Domestic Issuance Plan is written in Chinese, with no official English translation. The English translation is provided solely for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail. The full version of the Domestic Issuance Plan is as follows:

In this Domestic Issuance Plan, unless the context otherwise requires, “Preference Shares” means Domestic Preference Shares and “Preference Shareholders” means Domestic Preference Shareholders.

DOMESTIC ISSUANCE PLAN

I. Type and Number of Preference Shares to be Issued

The type of securities to be issued are preference shares to be issued in the domestic market. The Domestic Preference Shares to be issued will not exceed 600 million shares (inclusive) or RMB60 billion (inclusive), which shall be determined within the above limit by the Board (whose authority may be sub-delegated) under the authorization of the Shareholders’ General Meeting.

II. Par Value and Issuance Price

The Preference Shares to be issued have a par value of RMB100 per share and will be issued at par.

III. Maturity date

The Preference Shares have no maturity date.

IV. Use of Proceeds

Upon approval by relevant regulators, all proceeds from the issuance will, after deduction of expenses relating to the issuance, be used to replenish additional tier 1 capital of the Bank.

V. Issuance Method and Investors

Subject to the approval of the CBRC, the CSRC and relevant regulators, the Preference Shares will be issued in a non-public manner in one or multiple tranches, according to relevant procedures. If the Preference Shares are issued in multiple tranches, each issuance will not need to separately obtain the approval of any issued and outstanding Preference Shareholders of the Bank.

Investors of the Preference Shares shall be qualified investors defined in the Administrative Measures. The number of investors for each issuance of Preference Shares shall not exceed 200, and the number of investors for issuances of Preference Shares with the same terms shall not exceed 200 in aggregate. The Board (whose authority may be sub-delegated) will, subject to the authorization of the Shareholders’ General Meeting, and the relevant regulations of CSRC, determine the investors of to be issued Preference Shares in accordance with the rules on issuances in the domestic market. All investors must purchase the Preference Shares in cash.

VI. Profit Distribution Method for Preference Shareholders

1. *Principles for determining dividend rate*

The Preference Shares may adopt a dividend rate that is adjusted at different intervals. The dividend rate is the benchmark interest rate plus a fixed interest margin, i.e. the dividend rate of the Preference Shares will remain unchanged within a fixed period after issuance of the Preference Shares and will be adjusted once after each specified period thereafter (with the dividend rate remaining unchanged during each such specified period).

The dividend rate at the time of issuance of any Preference Shares will be determined by market inquiry or other methods as recognized by regulators. Subject to the authorization of the Shareholders' General Meeting, the Board (whose authority may be sub-delegated) shall make a final determination on the dividend rate with reference to national policy, market conditions, specific circumstances of the Bank, investors' demand and other factors at the time of issuance. The dividend rate of the Preference Shares shall not be higher than the weighted average return on equity of the Bank in most recent two financial years³.

2. *Conditions for dividend distribution*

- (1) The Bank may distribute dividends to its Preference Shareholders on the condition that its capital position meets the regulatory capital requirements for commercial banks and if the Bank has distributable after-tax profit⁴ after making up losses in accordance with law and setting aside statutory common reserve and general reserve. Domestic and Offshore Preference Shareholders have the same ranking as the Offshore Preference Shares in dividend distribution, both having priority over ordinary shareholders. Dividend payment shall not be linked to or vary with the Bank's ratings.
- (2) The Bank shall be entitled to cancel the dividend distribution for the Preference Shares without being deemed as default. The Bank may use the dividends for Preference Shares so cancelled to repay other matured debts at its discretion.

³ Weighted average return on equity is determined according to the Rules for Compilation of Information Disclosure by Companies Offering Securities to the Public No. 9: Calculation and Disclosure of Return on Equity and Earnings per Share (2010 Revision) and calculated on the basis of profits attributable to ordinary shareholders.

⁴ Distributable after-tax profit is the retained profit in the financial statements of the Bank prepared in accordance with the PRC Accounting Standards for Business Enterprises or the International Financial Reporting Standards, whichever is lower.

- (3) If the Bank fully or partly cancels dividends for the Preference Shares, it will not distribute profits to ordinary shareholders from the next day following the resolution is adopted at the Shareholders' General Meeting to cancel such dividends to the day when the payment of dividends has been resumed in full⁵. Except for the restrictions on the distribution of profits on Ordinary Shares, cancellation of dividend distribution for Preference Shares shall not have any other restrictions on the Bank.

3. *Method of dividend payment*

Dividends for the Preference Shares shall be calculated based on the total par value of the relevant series of Preference Shares issued and outstanding. Dividends for the Preference Shares shall be paid annually in cash. Dividends shall be calculated from the payment due date of the relevant series of Preference Shares. Taxes payable on the dividend income of the Preference Shareholders shall be borne by them according to relevant laws and regulations.

4. *Method of dividend accumulation*

Dividends of the Preference Shares are non-cumulative. Any amount of dividends not fully distributed to the Preference Shareholders in any year will not be accumulated to the next year.

5. *Distribution of remaining profit*

Except for the specified dividends that the Preference Shareholders are entitled to, the Preference Shareholders shall not participate in the distribution of any remaining profit with the ordinary shareholders.

VII. Mandatory Conversion

1. *Trigger conditions for mandatory conversion*

- (1) Upon the occurrence of an Additional Tier 1 Capital Trigger Event (that is, the core tier 1 capital adequacy ratio falling to 5.125% (or below)), the Bank shall have the right to convert (without the consent of the Preference Shareholders) in whole or in part the issued and outstanding Preference Shares into A Shares according to their terms, so as to restore the Bank's core equity tier 1 capital adequacy ratio to above the trigger point (i.e. 5.125%). In the case of partial conversion, the Preference Shares shall be converted ratably and on the same conditions. After the Preference Shares have been converted into A Shares, such A Shares shall not be converted back into Preference Shares in any event.

⁵ Payment of dividends has been resumed in full when the Bank decides to resume the payment of dividends in full to Preference Shareholders after any period where the payment of dividends have been cancelled. Since payment of dividends on the Preference Shares are non-cumulative, the above circumstance does not mean the Bank will pay dividends which have been cancelled in previous years.

- (2) Upon the occurrence of a Tier 2 Capital Trigger Event, the Bank has the right to convert (without the consent of the Preference Shareholders) all of the issued and outstanding Preference Shares into A Shares according to their terms. After the Preference Shares have been converted into A Shares, such A Shares shall not be converted back into Preference Shares in any event. A Tier 2 Capital Trigger Event means either of the following circumstances occurs (whichever is earlier): a. the CBRC having decided that a conversion or write-off is necessary, without which the Bank would become non-viable; or b. any relevant authority having decided that a public sector injection of capital or equivalent support is necessary, without which the Bank would become non-viable.
- (3) Upon the occurrence of any event requiring the mandatory conversion of the Preference Shares into Ordinary Shares, the Bank shall report such event to CBRC for review and determination, and shall comply with the relevant obligations for information disclosure, including interim reports and announcements, according to the *Securities Law of the People's Republic of China* and relevant requirements of CSRC.

2. Mandatory conversion term

The mandatory conversion period of the Preference Shares commences on the first trading day after completion of the issuance and ends on the date when the Preference Shares are wholly redeemed or converted.

3. Mandatory conversion price

The initial mandatory conversion price of the Preference Shares shall be the average trading price of the A Shares of the Bank for the 20 trading days preceding the date of publication of the Board resolution in respect of the issuance plan of the Preference Shares.

Average trading price of the A Shares of the Bank for the 20 preceding trading days = Total trading amount of A Shares of the Bank for the 20 preceding trading days/Total trading volume of A Shares of the Bank for the 20 preceding trading days, i.e. RMB5.20 per share.

Assuming the maximum number of Preference Shares under the issuance plan are all issued in one tranche and the Preference Shares are issued at a par value of RMB100 per share, then based on the initial mandatory conversion price and assuming the Preference Shares are converted in full, the maximum number of A Shares that would be issued is 11,538,461,538 shares.

After the issuance plan for the Preference Shares is approved by the Board, in the event that the Bank distributes bonus shares, recapitalizes, issues new shares at a price lower than the market price (excluding any increase in share capital due to conversion of financing instruments issued by the Bank and which are convertible into Ordinary Shares) or makes a rights issue in respect of the A Shares, the Bank will adjust the mandatory conversion price to reflect each of the events above on a cumulative basis and in the order of occurrence; however, the adjustment shall not be made for the distribution of cash dividends for Ordinary Shares. Specific adjustment method is as follows:

Distribution of bonus shares or recapitalization: $P1 = P0 \times N/(N + n)$;

Issuance of new A Shares at a price lower than the market price or by a rights issue:
 $P1 = P0 \times (N + k)/(N + n)$; $k = n \times A/M$;

Where, P0 denotes the mandatory conversion price effective before such adjustment; N denotes the total number of A Shares of the Bank prior to such distribution of bonus shares, recapitalization, issuance of new shares or rights issue; n denotes the number of A Shares issued in such distribution of bonus shares, recapitalization, issuance of new shares or rights issue; A denotes the price of new A Shares issued in such issuance of new shares or rights issue; M denotes the closing price of A Shares on the trading day immediately preceding the announcement of such issuance of new shares or rights issue (being the announcement on such issuance or rights issue that has taken effect and is irrevocable); P1 denotes the mandatory conversion price effective after such adjustment.

In the event of cancellation of repurchased shares, merger, division or other circumstances that may lead to changes in the Bank's share class, number and/or shareholders' equity and thereby affect the rights and interests of the Preference Shareholders, the Bank shall have the right to adjust the mandatory conversion price in a fair and equitable manner so as to fully protect and balance the rights and interests of the Preference Shareholders and the ordinary shareholders. In that event the mandatory conversion price adjustment mechanism shall be determined in accordance with relevant requirements.

4. Mandatory conversion rate, number and determination principles

In the event of mandatory conversion of the Preference Shares, the number of shares to be converted is calculated according to the formula: $Q = V/P$.

Where, Q denotes the number of A Shares that shall be mandatorily converted from the Domestic Preference Shares held by each Domestic Preference Shareholder; V denotes the total par value of Domestic Preference Shares held by each Domestic Preference Shareholder that is subject to mandatory conversion as determined under the principle that losses will be absorbed ratably between the Domestic Preference Shares and Offshore Preference Shares; P denotes the effective mandatory conversion price at the time of mandatory conversion.

Any fractional share arising from the mandatory conversion of the Preference Shares shall be handled by the Bank according to relevant regulatory requirements.

Upon the occurrence of a trigger event, the issued and outstanding Preference Shares shall be mandatorily converted into A Shares in whole or in part (as determined in accordance with the principle that any losses will be absorbed ratably) according to the formula above.

5. *Attribution of relevant dividends in the year of any mandatory conversion*

The A Shares issued by the Bank upon the mandatory conversion of the Preference Shares shall be entitled to the same rights to those of existing A Shares. All the ordinary shareholders (including the holders of A Shares converted from Preference Shares) registered on the shareholder register by the record date for any dividend distribution on Ordinary Shares may participate in the relevant dividend distribution for the current period.

VIII. Conditional Redemption

1. *Terms of conditional redemption*

The Preference Shares have no maturity date. In accordance with the relevant regulations of CBRC, the Bank currently has no plan to exercise the redemption right for the Preference Shares and the investors shall not have any expectation that the redemption right for the Preference Shares shall be exercised. Any exercise of the redemption right shall be subject to the prior approval of CBRC.

Subject to approval of CBRC and compliance with applicable requirements, the Bank may redeem the Preference Shares in whole or in part at least after five years following completion of the issuance of the Preference Shares. The Shareholders' General Meeting is requested to authorize the Board (whose authority may be sub-delegated) to determine the specific redemption period applicable for any redemption of the Preference Shares in accordance with market conditions. The redemption period for the Preference Shares commences from the issue date to the date when all the Preference Shares have been wholly redeemed or converted.

The Bank's exercise of such redemption right shall be subject to the following requirements: a. the capital of the Bank will be replenished by substitution of the Preference Shares with capital instruments of the same or superior loss absorption quality to the Preference Shares, and such substitution shall only be made at a time at which the Bank has a sustainable income generating capability; or b. the capital position of the Bank immediately after redemption of the Preference Shares will remain significantly higher than the regulatory capital requirements prescribed by CBRC.

2. *Redemption price*

During the redemption period, the Bank is entitled to redeem the Preference Shares in whole or in part at amount equal to the par value of the Preference Shares plus any dividends payable⁶ for the period.

⁶ Mean the dividends payable but not yet paid.

3. Holder of the redemption right

The redemption right for the Preference Shares is at the option of the Bank, subject to the prior approval of CBRC. The Preference Shareholders shall not require the Bank to redeem the Preference Shares. The Preference Shares shall not contain any investor option to put back the Preference Shares to the Bank. The Preference Shareholders shall not have any right to require the Bank to repurchase their Preference Shares.

IX. Voting Right Restrictions and Restoration

1. Voting right restrictions

Pursuant to the Articles of Association, the Preference Shareholders generally have no right to attend any Shareholders' General Meeting, nor shall they have voting rights for the Preference Shares they hold. If any of the following circumstances occur, the Preference Shareholders will be entitled to attend Shareholders' General Meetings and vote on the following matters at a separate class meeting of Preference Shareholders. If any of the following circumstances occur, the Preference Shareholders will have one vote for every Preference Share they hold, but the Preference Shares held by the Bank will not have any voting rights:

- (1) Amendments to the Articles of Association of the Bank that relates to preference shares;
- (2) The Bank reduces its registered capital by more than 10% on an individual or cumulative basis;
- (3) A merger, division, dissolution or change of corporate form of the Bank;
- (4) The Bank issues preference shares; or
- (5) Other events specified in the Articles of Association that change or abrogate the rights of preference shareholders.

Resolutions on the matters above shall require the approval of more than two thirds of the votes held by the Preference Shareholders present at the meeting (excluding the Preference Shareholders with restored voting rights) in addition to the approval of more than two thirds of the votes held by the ordinary shareholders present at the meeting (including the Preference Shareholders with restored voting rights).

2. *Restoration of voting rights*

According to the Articles of Association, if the Bank fails to pay the agreed dividends to the Preference Shareholders for three financial years in aggregate or two consecutive financial years during the time the Preference Shares remain outstanding, the Preference Shareholders will have the right to attend Shareholders' General Meetings and exercise voting rights together with the ordinary shareholders from the next day after the Shareholders' General Meeting resolves that the Bank will not pay the agreed dividend for such year. The voting rights of Domestic Preference Shareholders with restored voting rights shall be calculated according to the formula below:

$R = W/E$, with the restored voting rights rounded down to the nearest whole number.

Where, R denotes the A ordinary share voting rights restored from Domestic Preference Shares held by each Domestic Preference Shareholder; W denotes the total par value of Domestic Preference Shares held by such Domestic Preference Shareholder; E denotes the restored voting right conversion price, being the average trading price of A Shares of the Bank for the 20 trading days preceding the date of publication of the Board resolution in respect of the issuance plan of the Preference Shares. Average trading price of A Shares of the Bank for the 20 preceding trading days = Total trading amount of A Shares of the Bank for the 20 preceding trading days / Total trading volume of A Shares of the Bank for the 20 preceding trading days (RMB5.20 per A ordinary share).

3. *Cancellation of voting right restoration*

After restoration of the voting rights of the Preference Shares, the voting rights shall remain restored until the date when the Bank pays the dividend on the preference share in full for the relevant year. Articles of Association may provide for other circumstances where the voting rights for Preference Shares may be restored.

X. **Repayment Priority and Manner of Liquidation**

According to the Articles of Association, after the payment of liquidation expenses, employees' salary, social labour insurance premiums and statutory compensation, principal and interest of individual deposits, outstanding taxes and the Bank's other debts out of the property of the Bank, the Bank's remaining property after liquidation shall be first used to pay the Preference Shareholders an amount being the sum of the total principal value and any dividends payable but not yet paid on the issued and outstanding Preference Shares. If the remaining property of the Bank is insufficient to pay all such amounts payable to the Preference Shareholders, the Domestic and Offshore Preference Shareholders shall be paid ratably. The Bank's remaining property after such liquidation will be distributed to the ordinary shareholders of the Bank according to the proportion of Ordinary Shares held by such ordinary shareholders.

XI. Rating

The Preference Shares' rating shall be determined according to relevant laws and regulations and relevant market conditions.

XII. Security

No security will be provided for the Preference Shares.

XIII. Trading or Transfer Restriction**1. Lock-up period**

The Preference Shares have no lock-up period.

2. Restrictions on investor eligibility

The investment eligibility standards applicable to any trading or transfer of the Preference Shares will be the same as those applicable at the time of issuance. The total number of investors holding Preference Shares of the same series after any transfer or trading shall not exceed 200.

XIV. Trading Arrangement

The Bank will apply for non-public transfer and trading of the Preference Shares on Shanghai Stock Exchange.

XV. Effective Period of the Resolution on Issuance of Preference Shares

The resolution on the issue of the Preference Shares shall have an effective period of 36 months (or such other effective period required by applicable laws or any regulatory authorities, which shall not exceed 36 months (the effective period of the resolution for the issue of the Preference Shares has been confirmed to be 36 months)), commencing from the date when such resolution is approved by the Shareholders' General Meeting. Issuances of Preference Shares under the issuance plan of the Preference Shares approved by the Shareholders' General Meeting and within the effective period of such resolution will not require additional approval by the holders of then issued and outstanding Preference Shares.

XVI. Preference Share Authorization*1. Authorization relating to the preference share issuance*

In order to ensure the successful issuance of the Domestic Preference Shares, the Shareholders' General Meeting is requested to authorize the Board to deal with all matters relating to the issuance of Domestic Preference Shares based on the framework and principles approved by the Shareholders' General Meeting, within the effective period of the resolution on the Domestic Preference Shares (or such other effective period as otherwise required by the regulatory authorities in respect of the authorization given to the Board by the Shareholders' General Meeting (according to the relevant regulatory requirements, the effective period of the authorization in relation to the issuance of Domestic Preference Shares has been confirmed to commence from the date on which the Bank obtains the approval of the CSRC for the proposed issuance of Domestic Preference Shares until the earlier of (i) 24 months thereafter and (ii) the completion of the issuance of the Domestic Preference Shares pursuant to the issuance plan for Domestic Preference Shares), which shall not exceed the effective period of the resolution on the Domestic Preference Shares). These matters include but are not limited to:

- (1) Drafting and implementing the final issuance plan of the Preference Shares, including but without limitation, determining of the number of issuances and the issuance size each time within the approved total issuance size, the method for determining the dividend rate and specific dividend rate, the time of issuance and target investors, determining the specific commencement date of the redemption period with reference to the market conditions prior to issuance, rating arrangements, the special account for issuance proceeds and all other matters relating to the issuance plan;
- (2) Making necessary amendments to the issuance plan of the Preference Shares in accordance with the latest regulatory requirements or regulatory policies and market conditions, except for such matters that must be approved again by the Shareholders' General Meeting according to relevant laws and regulations and the Articles of Association of the Bank;
- (3) Preparing, revising, signing and submitting the reports and documents in relation to the issuance and transfer of the Preference Shares, and dealing with related matters;
- (4) Revising, signing, implementing, submitting and publishing all the agreements, contracts and documents (including but not limited to sponsorship and underwriting agreements, agreements relating to the issuance proceeds, subscription agreements with investors, announcements, circulars and other information disclosure documents) in relation to the issuance of the Preference Shares;

- (5) Revising the provisions of the Articles of Association that relate to the issuance of Preference Shares to the extent permitted by laws and regulations and in accordance with the views of the relevant regulatory authorities and taking into account the Bank's conditions and dealing with matters in relation to filing and registration with the relevant administration for industry and commerce and other matters; and
- (6) Other matters relating to the issuance of Preference Shares.

The above matters may be delegated by the Board to the Chairman, the President or other senior management members of the Bank to individually or jointly handle.

2. Other authorization relating to the preference share issuance

So long as the Preference Shares remain outstanding, the Shareholders' General Meeting is requested to delegate full authority to the Board to deal with the following matters according to laws and regulations, the Articles of Association and the relevant regulatory authorities and in compliance with the framework and principles approved by the Shareholders' General Meeting:

- (1) Dealing with all matters relating to mandatory conversion of the Preference Shares with full authority when a trigger event of mandatory conversion takes place during the conversion term of the Preference Shares. The matters include but are not limited to determination of conversion period, conversion ratio and procedures for conversion, issuance of A Shares on a mandatory conversion, amending the relevant provisions of the Articles of Association and completing the relevant regulatory approval formalities and the registration formalities with the relevant administration for industry and commerce for change of registered capital and other matters;
- (2) Deciding on any redemption of Preference Shares during the redemption period with reference to market conditions and other factors and dealing with all matters relating to redemption of Preference Shares as approved by CBRC; and
- (3) Determining and dealing with matters in relation to dividend payment to Preference Shareholders in accordance with the requirements of the issuance documents. However, cancellation of Preference Share dividends in whole or in part shall still require the approval of the Shareholders' General Meeting.

XVII. Relationship between Domestic Issuance and Offshore Issuance

The domestic issuance and offshore issuance of Preference Shares are independent and not conditional upon each other.

XVIII. Application and Approval Procedures to Be Performed for the Issuance

The issuance plan on the Preference Share is still subject to approval of the Shareholders' General Meeting and separate class meetings of ordinary shareholders. The Board requests the Shareholders' General Meeting and the separate class meetings of ordinary shareholders to approve the issuance plan of the Domestic Preference Shares by means of special resolution. After shareholder approval has been obtained, the Bank will need to obtain the approval of CBRC and make a submission to CSRC for approval. Upon approval by CSRC, the Bank will apply to SSE and CSDC for issuance and transfer of the Preference Shares, and complete all the approval formalities necessary for the issuance.

The Offshore Issuance Plan is written in Chinese, with no official English translation. The English translation is provided solely for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail. The full version of the Offshore Issuance Plan is as follows:

In this Offshore Issuance Plan, unless the context otherwise requires, “Preference Shares” means Offshore Preference Shares and “Preference Shareholders” means Offshore Preference Shareholders.

OFFSHORE ISSUANCE PLAN

I. Type and Number of Preference Shares to Be Issued

The type of securities to be issued are preference shares to be issued in the offshore market. The Offshore Preference Shares to be issued will not exceed 200 million shares (inclusive) or an equivalent of RMB20 billion, which shall be determined within the above amount by the Board (whose authority may be sub-delegated) under the authorization of the Shareholders’ General Meeting.

II. Par Value and Issuance Price

The Preference Shares to be issued have a par value of RMB100 per share. The Preference Shares will be issued at par or premium. The Shareholders’ General Meeting is requested to authorize the Board (whose authority may be sub-delegated) to determine the final issuance currency and issuance price in accordance with applicable laws, regulations and market practice as well as the market conditions at the time of issuance.

III. Maturity Date

The Preference Shares have no maturity date.

IV. Use of Proceeds

Upon approval by relevant regulators, all proceeds from the issuance will, after deduction of expenses relating to the issuance, be used to replenish additional tier 1 capital of the Bank.

V. Issuance Method and Investors

The Preference Shares will be offered by private placement according to relevant rules, and will be issued, subject to the approval by regulatory authorities, in one or multiple tranches according to relevant procedures. If the Preference Shares are issued in multiple tranches, each issuance will not need to separately obtain the approval of any issued and outstanding Preference Shareholders of the Bank.

Investors of the Preference Shares shall be qualified investors meeting relevant regulatory requirements and other laws and regulations, and the number of investors for each issuance of Preference Shares shall not exceed 200. All investors must subscribe for the Preference Shares in cash.

VI. Profit Distribution Method for Preference Shareholders**1. Principles for determining dividend rate**

The Preference Shares may adopt a dividend rate that is adjusted at different intervals (such dividend rate calculated based on the Preference Share issuance price, which shall be similarly construed hereinafter). The dividend rate is the benchmark interest rate plus a fixed interest margin i.e. the dividend rate of the Preference Shares will remain unchanged within a fixed period after issuance of the Preference Shares and will be adjusted after each specified period thereafter (with the dividend rate remaining unchanged during each such specified period).

The Bank will determine the dividend rate of the Preference Shares according to the market pricing. Subject to the authorization of the Shareholders' General Meeting, the Board (whose authority may be sub-delegated) shall make a final determination on the dividend rate with reference to market conditions, specific circumstances of the bank and investors' requirements and other factors at the time of issuance. The dividend rate of the Preference Shares shall not be higher than the weighted average return on equity of the Bank in most recent two financial years⁷.

2. Conditions for dividend distribution

- (1) The Bank may distribute dividends to its Preference Shareholders on the condition that its capital position meets the regulatory capital requirements for commercial banks and if the Bank has distributable after-tax profit⁸ after making up losses in accordance with law and setting aside statutory common reserve and general reserve. The Offshore Preference Shareholders have the same ranking as the Domestic Preference Shares in dividend distribution, both having priority over ordinary shareholders. Dividend payment shall not be linked to or vary with the Bank's ratings.
- (2) The Bank shall be entitled to cancel the dividend distribution for the Preference Shares without being deemed as default. The Bank may use the dividends for Preference Shares so cancelled to repay other matured debts at its discretion.

⁷ Weighted average return on equity is determined according to the Rules for Compilation of Information Disclosure by Companies Offering Securities to the Public No. 9: Calculation and Disclosure of Return on Equity and Earnings per Share (2010 Revision) and calculated on the basis of profits attributable to ordinary shareholders.

⁸ Distributable after-tax profit is the retained profit in the financial statements of the Bank prepared in accordance with the PRC Accounting Standards for Business Enterprises or the International Financial Reporting Standards, whichever is lower.

- (3) If the Bank fully or partly cancels dividends for the Preference Shares, it will not distribute profits to ordinary shareholders from the next day following the resolution is adopted at the Shareholders' General Meeting to cancel such dividends to the day when the payment of dividends has been resumed in full⁹. Except for the restrictions on the distribution of profits on Ordinary Shares, cancellation of dividend distribution for Preference Shares shall not have any other restrictions on the Bank.

3. Method of dividend payment

Dividends of the Preference Shares shall be calculated based on the total amount of the relevant series of Offshore Preference Shares issued and outstanding (i.e. the product of the issuance price of the Offshore Preference Shares and the number of Offshore Preference Shares in the relevant series that are issued and outstanding, which shall be similarly construed hereinafter). Dividends for the Preference Shares shall be paid annually in cash and are denominated and announced in RMB. Dividends shall be calculated from the payment due date of the relevant series of Offshore Preference Shares.

4. Method of dividend accumulation

Dividends of the Preference Shares are non-cumulative. Any amount of dividends not fully distributed to the Preference Shareholders in any year will not be accumulated to the next year.

5. Distribution of remaining profit

Except for the specified dividends that the Preference Shareholders are entitled to, the Preference Shareholders shall not participate in the distribution of any remaining profit to the ordinary shareholders.

VII. Mandatory Conversion

1. Trigger conditions for mandatory conversion

- (1) Upon the occurrence of an Additional Tier 1 Capital Trigger Event (that is, the core tier 1 capital adequacy ratio falling to 5.125% (or below)), the Bank shall have the right to convert (without the consent of the Preference Shareholders) in whole or in part the issued and outstanding Preference Shares into H Shares according to their terms, so as to restore the Bank's core equity tier 1 capital adequacy ratio to above the trigger point (i.e. 5.125%). In the case of partial conversion, the Preference Shares shall be converted ratably and on the same conditions. After the Preference Shares have been converted into H Shares, such H Shares shall not be converted back into Preference Shares in any event.

⁹ Payment of dividends has been resumed in full when the Bank decides to resume payment of dividends in full to Preference Shareholders after any period where the payment of dividends have been cancelled. Since the payment of dividends on the Preference Shares are non-cumulative, the above circumstance does not mean the Bank will pay dividends which have been cancelled in previous years.

- (2) Upon the occurrence of a Tier 2 Capital Trigger Event, the Bank has the right to convert (without the consent of the Preference Shareholders) all of all the issued and outstanding Preference Shares into H Shares according to their terms. After the Preference Shares have been converted into H Shares, such H Shares shall not be converted back into Preference Shares in any event. A Tier 2 Capital Trigger Event means either of the following circumstances occurs (whichever is earlier): a. the CBRC having decided that a conversion or write-off is necessary, without which the Bank would become non-viable; or b. any relevant authority having decided that a public sector injection of capital or equivalent support is necessary, without which the Bank would become non-viable.
- (3) Upon the occurrence of any event requiring the mandatory conversion of the Preference Shares into Ordinary Shares, the Bank shall report such event to the CBRC for review and determination, and shall comply with the relevant obligations for information disclosure, including interim reports and announcements, according to the relevant regulatory requirements.

2. *Mandatory conversion term*

The mandatory conversion period of the Preference Shares commences on the first trading day after completion of the issuance and ends on the date when the Preference Shares are wholly redeemed or converted.

3. *Mandatory conversion price*

The initial mandatory conversion price of the Preference Shares shall be the average trading price of H Shares of the Bank for the 20 trading days preceding the date of publication of the Board resolution in respect of the issuance plan of the Preference Shares.

Average trading price of the H Shares of the Bank for the 20 preceding trading days = Total trading amount of H Shares of the Bank for the 20 preceding trading days/Total trading volume of H Shares of the Bank for the 20 preceding trading days, i.e. HKD5.98 per share.

Assuming the maximum number of Preference Shares under the issuance plan are all issued in one tranche and the Preference Shares are issued at a par value of RMB100 per share, then based on the initial mandatory conversion price and assuming the Preference Shares are converted in full, the maximum number of H Shares that would be issued is 4,239,424,014 shares.

After the issuance plan for the Preference Shares is approved by the Board, in the event that the Bank distributes bonus shares, recapitalizes, issues new shares at a price lower than the market price (excluding any increase in share capital due to conversion of financing instruments that are issued by the Bank and which are convertible into Ordinary Shares) or makes a rights issue in respect of the H Shares, the Bank will adjust the mandatory conversion price to reflect each of the events above on a cumulative basis and in the order of occurrence; however, the adjustment shall not be made for the distribution of cash dividends for Ordinary Shares. Specific adjustment method is as follows:

Distribution of bonus shares or recapitalization: $P1^* = P0^* \times N^*/(N^* + n^*)$;

Issuance of new H Shares at a price lower than the market price or by a rights issue:
 $P1^* = P0^* \times (N^* + k^*) / (N^* + n^*)$; $k^* = n^* \times A^* / M^*$;

Where, $P0^*$ denotes the mandatory conversion price effective before such adjustment; N^* denotes the total number of H Shares of the Bank prior to such distribution of bonus shares and recapitalization, issuance of new shares or rights issue; n^* denotes the number of H Shares issued in such distribution of bonus shares, recapitalization, issuance of new shares or rights issue; A^* denotes the price of new H Shares issued in such issuance of new shares or rights issue; M^* denotes the closing price of H Shares on the trading day immediately preceding the announcement of such issuance of new shares or rights issue (being the announcement on such issuance or rights issue that has taken effect and is irrevocable); $P1^*$ denotes the mandatory conversion price effective after such adjustment.

In the event of cancellation of repurchased shares, merger, division or other circumstances that may lead to changes in the Bank's share class, number and/or shareholders' equity and thereby affect the rights and interests of the Preference Shareholders, the Bank shall have the right to adjust the mandatory conversion price in a fair and equitable manner so as to fully protect and balance the rights and interests of the Preference Shareholders and the ordinary shareholders. In that event the mandatory conversion price adjustment mechanism shall be determined in accordance with relevant requirements.

4. Mandatory conversion rate, number and determination principles

In the event of mandatory conversion of the Preference Shares, the number of shares to be converted is calculated according to the formula: $Q^* = V^* / P^* \times$ conversion exchange rate.

Where, Q^* denotes the number of H Shares that shall be mandatorily converted from the Offshore Preference Shares held by each Offshore Preference Shareholder; V^* denotes the total par value of Offshore Preference Shares held by each Offshore Preference Shareholder that is subject to mandatory conversion and subject to the mandatory conversion as determined under the principle that losses will be absorbed ratably between the Domestic Preference Shares and Offshore Preference Shares; P^* denotes the effective mandatory conversion price at the time of mandatory conversion. Conversion exchange rate is calculated based on the rate between Hong Kong dollars and the currency in which the Offshore Preference Shares are denominated based on the CNY Central Parity Rate published by China Foreign Exchange Trading Center on the trading day prior to announcement of the Board's resolution in respect of the issuance plan of the Offshore Preference Shares.

Any fractional share arising from the mandatory conversion of the Preference Shares shall be handled by the Bank according to relevant regulatory requirements.

Upon the occurrence of a trigger event, the issued and outstanding Preference Shares shall be mandatorily converted into H Shares in whole or in part (as determined in accordance with the principle that any losses will be absorbed ratably) according to the formula above.

5. *Attribution of relevant dividends in the year of mandatory conversion*

The H Shares issued by the Bank upon the mandatory conversion of the Preference Shares shall be entitled to the same rights to those of existing H Shares. All the ordinary shareholders (including the holders of H Shares converted from Preference Shares) registered on the shareholder register by the record date for any dividend distribution on Ordinary Shares may participate in the relevant dividend distribution for the current period.

VIII. Conditional Redemption

1. *Terms of conditional redemption*

The Preference Shares have no maturity date. In accordance with the relevant regulations of CBRC, the Bank currently has no plan to exercise the redemption right for the Preference Shares and investors shall not have any expectation that the redemption right for the Preference Shares shall be exercised. Any exercise of the redemption right shall be subject to the prior approval of CBRC.

Subject to approval of CBRC and compliance with applicable requirements, the Bank may redeem the Preference Shares in whole or in part at least after five years following completion of the issuance of the Preference Share. The Shareholders' General Meeting is requested to authorize the Board (whose authority may be sub-delegated) to determine the specific redemption period applicable for any redemption of the Preference Shares in accordance with market conditions. the redemption period for the Preference Shares commences from the issue date to the date when all the Preference Shares have been wholly redeemed or converted.

The Bank's exercise of such redemption right shall be subject to the following requirements: a. the capital of the Bank will be replenished by substitution of the Preference Shares with capital instruments of the same or superior loss absorption quality to the Preference Shares, and such substitution shall only be made at a time at which the Bank has a sustainable income generating capability; or b. the amount of capital position of the Bank immediately after redemption of the Preference Shares will remain significantly higher than the regulatory capital requirements prescribed by CBRC.

2. *Redemption price*

During the redemption period, the Bank is entitled to redeem the Preference Shares in whole or in part at an amount equal to the issuance price of the Preference Shares plus any dividends payable¹⁰ for the period.

3. *Holder of the redemption right*

The redemption right for the Preference Shares is at the option of the Bank, subject to the prior approval of CBRC. The Preference Shareholders shall not require the Bank to redeem the Preference Shares. The Preference Shares shall not contain any investor option to put back the preferences shares to the Bank. The Preference Shareholders shall not have any right to require the Bank to repurchase their Preference Shares.

IX. Voting Right Restrictions and Restoration

1. *Voting right restrictions*

Pursuant to the Articles of Association, the Preference Shareholders generally have no right to attend any Shareholders' General Meeting, nor shall they have voting rights for the Preference Shares they hold. If any of the following circumstances occur, the holders of preferred shares will be entitled to attend Shareholders' General Meetings and vote on the following matters at a separate class meeting of Preference Shareholders. If any of the following circumstances occur, the holders of preferred shares will have one vote for each share they hold, but Preference Shares held by the Bank will not have any voting rights.

- (1) Amendments to the Articles of Association of the Bank that relates to preference shares;
- (2) The Bank reduces its registered capital by more than 10% on an individual or cumulative basis;
- (3) A merger, division, dissolution or change of corporate form of the Bank;
- (4) The Bank issues preference shares; or
- (5) Other events specified in the Articles of Association that change or abrogate the rights of preference shareholders.

Resolutions on the matters above shall require the approval of more than two thirds of the votes held by the Preference Shareholders present at the meeting (excluding the Preference Shareholders with restored voting rights) in addition to the approval of more than two thirds of the votes held by the ordinary shareholders present at the meeting (including the Preference Shareholders with restored voting rights).

¹⁰ Mean the dividends payable but not yet paid.

2. *Restoration of voting rights*

According to the Articles of Association, if the Bank fails to pay the agreed dividends to the Preference Shareholders for three financial years in aggregate or two consecutive financial years during the time the Preference Shares remain outstanding, the Preference Shareholders will have the right to attend Shareholders' General Meetings and exercise voting rights together with the ordinary shareholders from the next day after the Shareholders' General Meeting resolve that the Bank will not pay the agreed dividend for such year. The voting rights of Offshore Preference Shareholders with restored voting rights shall be calculated according to the formula below:

$R^* = W^*/E^* \times \text{conversion exchange rate}$, with the restored voting rights rounded down to the nearest whole number. Where, R^* denotes the H ordinary share voting rights restored from Offshore Preference Shares held by each Offshore Preference Shareholder; W^* denotes the total amount of Offshore Preference Shares held by such Offshore Preference Shareholder; E^* denotes the restored voting right conversion price, being the average trading price of H Shares of the Bank in 20 trading days preceding the date of publication of the Board resolution in respect of the issuance plan of the Preference Shares; conversion exchange rate is calculated based on the rate between Hong Kong dollars and the currency in which the Offshore Preference Shares are denominated based on the CNY Central Parity Rate published by China Foreign Exchange Trading Center on the trading day prior to announcement of the Board's resolution in respect of the issuance plan of the Offshore Preference Shares.

Average trading price of H Shares of the Bank for the 20 preceding trading days = Total trading amount of H Shares of the Bank for the 20 preceding trading days/Total trading volume of H Shares of the Bank for the 20 preceding trading days, i.e. HKD5.98 per share.

3. *Cancellation of voting right restoration*

After restoration of the voting rights of the Preference Shares, the voting rights shall remain restored until the date when the Bank pays the dividend on the preference share in full for the relevant year. Articles of Association may provide for other circumstances where the voting rights for Preference Shares may be restored.

X. **Repayment Priority and Manner of Liquidation**

According to the Articles of Association, after the payment of liquidation expenses, employees' salary, social labour insurance premium and statutory compensation, principal and interest on of individual deposits, outstanding taxes and the Bank's other debts out of the property of the Bank, the Bank's remaining property after liquidation shall be first used to pay the Preference Shareholders an amount being equal to the total principal value and any

dividends payable but not yet paid on the issued and outstanding Preference Share. If the remaining property of the Bank is insufficient to pay all such amounts payable to the Preference Shareholders, the Domestic and Offshore Preference Shareholders shall be paid ratably. The Bank's remaining property after such liquidation will be distributed to the ordinary shareholders of the Bank according to the proportion of Ordinary Shares held by such ordinary shareholders.

XI. Rating

The Preference Shares' rating shall be determined according to relevant laws, regulations and the relevant market conditions.

XII. Security

No security will be provided for the Preference Shares.

XIII. Lock-up period

The Preference Shares have no lock-up period.

XIV. Effective Period of the Resolution on Issuance of Preference Shares

The resolution on the issue of the Preference Shares shall have an effective period of 36 months (or such other effective period required by applicable laws or any regulatory authorities, which shall not exceed 36 months (the effective period of the resolution for the issue of the Preference Shares has been confirmed to be 36 months)), commencing from the date when such resolution is approved by the Shareholders' General Meeting. Issuances of Preference Shares under the issuance plan of the Preference Shares approved by the Shareholders' General Meeting and within the effective period of such resolution will not require additional approval by the holders of then issued and outstanding Preference Shares.

XV. Trading/Listing Arrangement

The trading/listing arrangement for the Preference Shares will be specified in the issuance documents.

XVI. Preference Share Authorization***1. Authorization relating to the preference share issuance***

In order to ensure the successful issuance of the Offshore Preference Shares, the Shareholders' General Meeting is requested to authorize the Board to deal with all matters relating to the issuance of Offshore Preference Shares based on the framework and principles approved by the Shareholders' General Meeting, within the effective period of the resolution on the Offshore Preference Shares (or such other effective period as

otherwise required by the regulatory authorities in respect of the authorization given to the Board by the Shareholders' General Meeting (according to the relevant regulatory requirements, the effective period of the authorization in relation to the issuance of Offshore Preference Shares has been confirmed to be 12 months commencing from the date on which the Shareholders' General Meeting passes this issuance proposal. If the issuance is not completed before the expiry of such authorization, the Board may, based on the actual status on the issuance of Offshore Preference Shares, request a new mandate from Shareholders), which shall not exceed the effective period of the resolution on the Offshore Preference Shares). These matters include but are not limited to:

- (1) Drafting and implementing the final issuance plan of the Preference Shares, including but without limitation, determining the number of issuances and the issuance size each time within the approved total issuance size, the method of determining the dividend rate and specific dividend rate, the relevant tax arrangements in respect of dividend payments, the time of issuance and target investors, determining the issuance price at par or at premium with reference to the market conditions prior to issuance, issuance currency, subscription currency, determining the specific commencement date of the redemption period and the specific issuance method, rating arrangements, the special account for issuance proceeds, and all the other matters relating to the issuance plan;
- (2) Making necessary adjustments to the issuance plan of the Preference Shares in accordance with the latest regulatory requirements or regulatory policies and market conditions, except for the such matters that must be approved again by the Shareholders' General Meeting according to relevant laws, regulations and the Articles of Association of the Bank;
- (3) Preparing, revising, signing and submitting the reports and documents in relation to the issuance and transfer of the Preference Shares, and dealing with the matters relating to listing of Preference Shares;
- (4) Revising, signing, implementing, submitting and publishing all the agreements, contracts and documents (including but not limited to sponsorship and underwriting agreements, agreements relating to the issuance proceeds, subscription agreements signed with investors, announcements, circulars and other information disclosure documents) in relation to the issuance of Preference Shares;
- (5) Revising the provisions of the Articles of Association that relate to the issuance of Preference Shares to the extent permitted by laws and regulations and in accordance with the views of the relevant regulatory authorities and taking into account the Bank's conditions and dealing with matters in relation to filing and registration with the relevant administration for industry and commerce and other matters; and
- (6) Other matters relating to the issuance of Preference Shares.

The above matters may be delegated by the Board to the Chairman, the President or other senior management members of the Bank to individually or jointly handle.

2. *Other authorization relating to the issuance of preference shares*

So long as the Preference Shares remain outstanding, the Shareholders' General Meeting is requested to delegate full authority to the Board to deal with the following matters according to laws, regulations, the Articles of Association and the relevant regulatory authorities and in compliance with the framework and principles approved by the Shareholders' General Meeting:

- (1) Dealing with all matters relating to mandatory conversion of the Preference Shares with full authority when a trigger event of mandatory conversion takes place during the conversion term of the Preference Shares. The matters include but are not limited to determination of conversion period, conversion ratio and procedures for conversion, issuance of H Shares on a mandatory conversion, amending the relevant provisions of the Articles of Association and completing the relevant regulatory approval formalities and the registration formalities with the relevant administration for industry and commerce for change of registered capital;
- (2) Deciding on any redemption of Preference Shares during the redemption period with reference to market conditions and other factors and dealing with all matters relating to redemption of Preference Shares as approved by CBRC; and
- (3) Determining and dealing with matters in relation to dividend payment to Preference Shareholders in accordance with the requirements of the issuance documents. However, cancellation of Preference Share dividends in whole or in part shall still require the approval of the Shareholders' General Meeting.

XVII. Relationship between Domestic Issuance and Offshore Issuance

The domestic issuance and offshore issuance of Preference Shares are independent and not conditional upon each other.

XVIII. Application and Approval Procedures to Be Performed for the Issuance

The issuance plan on the Preference Share is still subject to approval by the Shareholders' General Meeting and separate class meetings of ordinary shareholders. The Board requests the Shareholders' General Meeting and the separate class meetings of ordinary shareholders to approve the issuance plan of the Offshore Preference Shares by means of special resolution. After shareholder approval has been obtained, the Bank will need to obtain the approval of CBRC and make a submission to CSRC for approval.

In 2015, independent directors of China Construction Bank Corporation (hereinafter the “Bank”) faithfully and diligently performed their duties, actively fulfilled their responsibilities, and made decisions at their own discretion, substantially protecting the interests of the Bank and all Shareholders. Relevant information is herein reported as follows:

I. BASIC INFORMATION OF INDEPENDENT DIRECTORS

As at 31 December, 2014, the Bank had six independent non-executive directors in total. The Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Social Responsibility and Related Party Transactions Committee under the Board of Directors are all chaired by independent directors. Independent directors of the Bank neither had any business or financial interests with the Bank and its subsidiaries nor assumed any management duties in the Bank, which provided strong guarantee for their independence. Therefore, the independence of the Bank’s independent directors satisfies relevant regulatory requirements.

Resumes of independent directors of the Bank are as follows:

Mr. Zhang Long, aged 49, has served as director of the Bank since January 2014. Mr. Zhang is currently chairman of Zhongbao Ruixin Investment Co., Ltd. Mr. Zhang was president of Inner Mongolia Ruifeng Mining Industries Co., Ltd. from 2007 to 2009, secretary to the board of directors of the Bank from December 2006 to May 2007, and controller of Investment and Wealth Management Banking of the Bank from May 2006 to May 2007. He was executive vice chairman of the Bank’s Investment and Wealth Management Banking Committee from March 2006 to May 2006, general manager of Credit Approval Department and head of Management Mechanism Reform Office of the Bank from December 2004 to March 2006. He served consecutively as deputy head and head of Office of Credit Management Committee of the Bank, head of Credit Approval Office under Risk Control & Management Committee of the Bank and general manager of Credit Approval Department of the Bank from August 1998 to December 2004. Mr. Zhang was regional economist and investment officer of Asia Bureau of International Finance Corporation from December 1995 to August 1998, regional economist of Central Asia, Middle East and North Africa Bureau of International Finance Corporation from August 1994 to December 1995, and senior research analyst of Brookings Research Institute from October 1992 to August 1994. Mr. Zhang obtained a bachelor’s degree in engineering physics from Tsinghua University in 1985, a master’s degree in business administration from University of Chicago in 1989 and a Ph.D. degree in economics from University of California in 1996.

Ms. Elaine La Roche, aged 65, has served as director of the Bank since September 2012. She currently serves as the Senior Advisor of the China International Capital Corporation Limited (US). Since March 2012, she has served as independent non-executive director of Marsh and McLennan Companies, a global risk management and human resources professional services company. In 2014 she was elected independent non-executive director of Harsco Corporation, a diversified global manufacturing company. Ms. La Roche previously served as

independent non-executive director of the Bank from June 2005 to June 2011, and Vice Chairman of J.P. Morgan (China) Securities from 2008 to 2010. From 1978 to 2000, Ms. Elaine La Roche consecutively held management and executive positions at Morgan Stanley in the U.S., UK and China. In 1998, she was seconded from Morgan Stanley to serve as Chief Executive Officer of China International Capital Corporation Limited (Beijing). Thereafter, she served as Chief Executive Officer of Salisbury Pharmacy Group and non-executive Chairman of the Board of Linktone, a NASDAQ listed company. Ms. La Roche graduated from Georgetown University School of Foreign Service with a bachelor's degree in international affairs and from American University with a master's degree in business administration in finance.

Mr. Chung Shui Ming Timpson, aged 63, has served as director of the Bank since October 2013. Mr. Chung currently serves as independent non-executive director of China Unicom (Hong Kong) Limited, Miramar Hotel and Investment Company Limited, Glorious Sun Enterprises Limited, China State Construction Engineering Corporation, China Overseas Grand Oceans Group Limited, Henderson Land Development Company Limited and China Everbright Limited. Mr. Chung served as independent non-executive director of China Everbright Bank from 2006 to 2012. Formerly, he served in various companies and public institutions, consecutively as chairman of the Council of the City University of Hong Kong, chief executive officer of Shimao International Holdings Limited, chairman of the Hong Kong Housing Society, a member of the Executive Council of the Hong Kong Special Administrative Region, executive director of the Land Fund Advisory Committee of Hong Kong Special Administrative Region Government, and independent non-executive director of Nine Dragons Paper Holdings Limited. From 1979 to 1983, he was a senior audit director of Coopers & Lybrand Consulting. Mr. Chung is a senior fellow member of the Hong Kong Institute of Certified Public Accountants. He obtained a bachelor of science degree from University of Hong Kong in 1976 and a master's degree in business administration from Chinese University of Hong Kong in 1987. Mr. Chung received the title of Justice of the Peace from the Hong Kong Special Administrative Region Government in 1998 and was awarded the Gold Bauhinia Star by the Hong Kong Special Administrative Region Government in 2000.

Mr. Wim Kok, aged 76, has served as director of the Bank since October 2013. In 2003, Mr. Wim Kok was appointed as Minister of State of the Netherlands. Mr. Wim Kok served two consecutive terms as Prime Minister of the Netherlands from 1994 to 2002. He was leader of the Dutch Labour Party from 1986 to 2002, Minister of Finance and Deputy Prime Minister of the Netherlands from 1989 to 1994, president of the European Trade Union Confederation from 1979 to 1982, and president of the Netherlands Confederation of Trade Unions from 1973 to 1985. From January 2010 to January 2014, he served as president of the Club de Madrid, composing of former Heads of State and Government. In 2004, he headed a High Level Group advising the European Council on revitalising the European economy and improving its competitiveness. After having stepped down as Prime Minister in 2002, Mr. Wim Kok served as non-executive director of various large international companies, such as Royal Dutch Shell, ING Group, TNT, Post NL and KLM. He also held positions in various non-profit organisations, including as chairman of the board of trustees of the Anne Frank Foundation, member of the board of trustees of the International Crisis Group (ICG) and member of the International Commission on Missing Persons (ICMP). Mr. Wim Kok graduated from the Nijenrode Business School.

Mr. Murray Horn, aged 60, has served as director of the Bank since December 2013. Mr. Murray Horn currently serves as chairman of the Wynyard Group, and director of Spark New Zealand (former Telecom New Zealand). He also consults to government agencies in many countries. Mr. Murray Horn held positions in public organisations in New Zealand and other regions, including as chairman of the National Health Board and the Health Innovation Hub, chairman of the New Zealand Business Roundtable, member of the NZ Tourism Board, member of the Board of the Centre for Independent Studies in Australia and member of the Trilateral Commission. Mr. Murray Horn was previously managing director of ANZ Bank in New Zealand and director of ANZ's Global Institutional Banking business, based in Sydney, Australia. He was Secretary to the New Zealand Treasury from 1993 to 1997. Mr. Murray Horn holds a Ph.D. degree from Harvard University in Political Economy and Government, a Master's degree in Commerce and a Bachelor's degree in Commerce (Agriculture) from Lincoln University. Lincoln University awarded him the Bledisloe Medal in 2000. He also made a Companion of the New Zealand Order of Merit in 2013.

Ms. Margaret LEUNG KO May Yee, aged 62, has served as director of the Bank since December 2013. Ms. Leung is a member of the Board of Directors and the Finance Committee of the Hospital Authority. She is a council member, Treasurer and Chairperson of the Finance Committee of the University of Hong Kong. Ms. Leung is Vice-Chairperson and Managing Director of Chong Hing Bank Limited, Independent Non-Executive Director of First Pacific Company Limited, HKEx Group, Li & Fung Limited, Sun Hung Kai Properties Limited and QBE Insurance Group Limited. Ms. Leung was Vice-Chairperson and Chief Executive of Hang Seng Bank Limited, Chairperson of Hang Seng Bank (China) Limited, Director of various subsidiaries of Hang Seng Bank Limited, Director of The Hongkong and Shanghai Banking Corporation Limited, and the Group General Manager of HSBC Holdings Ltd prior to her retirement from the HSBC Group in June 2012. She was Chairperson of the Board of Governors of Hang Seng Management College and Hang Seng School of Commerce, a member of the Advisory Board and chairperson of the Investment Committee of the Hong Kong Export Credit Insurance Corporation, a member of the Advisory Committee of the Securities and Futures Commission and the Banking Review Tribunal of the Hong Kong Special Administrative Region, and Independent Non-Executive Director of Swire Pacific Limited and Hutchison Whampoa Limited. Ms. Leung holds a bachelor degree in Economics, Accounting and Business Administration from the University of Hong Kong. Ms. Leung was awarded Silver Bauhinia Star and Justice of the Peace by the Hong Kong Special Administrative Region Government.

**APPENDIX VII WORK REPORT OF INDEPENDENT DIRECTORS
OF CHINA CONSTRUCTION BANK FOR 2014**

II. ANNUAL DUTY PERFORMANCE

In 2014, independent directors actively attended the Shareholders' general meetings, the meetings of the Board of Directors and its special committees. They reviewed the resolutions of the Board of Directors and its special committees.

In 2014, the Bank convened one Shareholders' general meeting and seven meetings of the Board of Directors. The attendance of the independent directors is specified as follows:

**Attendance of Independent Directors in Shareholders'
General Meetings and Meetings of Board of Directors**

Name	Shareholders' General Meeting In-person Attendance	Meeting of Board of Directors In-person Attendance	Attendance by delegate
	Mr. Zhang Long	1/1	7/7
Ms. Elaine La Roche	1/1	6/7	1/7
Mr. Chung Shui Ming, Timpson	1/1	6/7	1/7
Mr. Wim Kok	1/1	6/7	1/7
Mr. Murray Horn	1/1	7/7	0/7
Ms. Margaret Leung Ko May Yee	1/1	7/7	0/7

Independent Director Resigned in 2014

Mr. Zhao Xijun	–	1/1	0/1
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Attendance of Independent Directors in Meetings of Special Committees in 2014

Name	Strategy Development Committee		Audit Committee		Risk Management Committee		Nomination and Remuneration Committee		Related Party Transactions Committee	
	In-person Attendance	Attendance by delegate	In-person Attendance	Attendance by delegate	In-person Attendance	Attendance by delegate	In-person Attendance	Attendance by delegate	In-person Attendance	Attendance by delegate
	Mr. Zhang Long	–	–	6/6	0/6	4/4	0/4	–	–	4/4
Ms. Elaine La Roche	6/7	1/7	6/6	0/6	–	–	5/5	0/5	–	–
Mr. Chung Shui Ming, Timpson	–	–	6/6	0/6	3/4	1/4	4/5	1/5	4/4	0/4
Mr. Wim Kok	6/7	1/7	–	–	–	–	4/5	1/5	–	–
Mr. Murray Horn	7/7	0/7	6/6	0/6	4/4	0/4	5/5	0/5	–	–
Ms. Margaret Leung Ko May Yee	7/7	0/7	–	–	4/4	0/4	5/5	0/5	–	–

**Independent
Director Resigned
in 2014**

Mr. Zhao Xijun	–	–	1/1	0/1	1/1	0/1	–	–	1/1	0/1
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Independent directors of the Bank come from Chinese mainland, Hong Kong, US, Holland, New Zealand and other countries and regions. They are former senior government officials, renowned scholars, professional supervisors, senior executives of commercial banks and professional accountants, etc. Making full use of their rich working experience and expertise, independent directors listened to a number of reports on operation and management of the Bank, conducted on-site surveys in such fields as overseas business development, internet finance and management of product innovation. They also made forward-looking reflection on issues such as strategies and innovation, comprehensive risk management framework, capital adequacy ratio, internal control construction, construction of the new-generation core system and connected transactions management, and came up with constructive opinions, playing an important role in the decision making process of the Board of Directors. To constantly upgrade their professional knowledge and improve duty performance capabilities, independent directors duly kept a close watch on changes in regulatory policies, paid continuous attention to opinions of the regulators and diligently attended trainings. The work of independent directors was actively supported and coordinated by the Management.

III. FOCUS OF DUTY PERFORMANCE OF THE YEAR

i. Connected transactions

During the reporting period, independent non-executive directors of the Bank regularly reviewed connected transactions and their management in accordance with relevant laws, regulations and regulatory rules. They also promoted the development of connected transaction system, promoted the level of technology application in connected transaction management, and supervised that connected transactions were conducted in compliance with laws, regulations and business principles.

ii. External guarantee and capital occupation

The external guarantee business provided by the Bank has been approved by the People's Bank of China and the China Banking Regulatory Commission, and is part of the ordinary business of the Bank. With regard to the risks arising from guarantee business, the Bank formulated specific management measures, operational processes and approval procedures, and carried out the business accordingly. The guarantee business of the Bank is mainly in the form of letter of guarantee. As at 31 December 2014, the balance of letters of guarantee issued by the Group was approximately RMB665.234 billion.

iii. Use of proceeds

The Bank issued subordinated bonds amounting to RMB40 billion in November 2012, the proceeds raised from which was used to replenish the supplementary capital of the Bank. The Bank issued tier-2 capital bonds amounting to RMB20 billion and RMB2 billion in August and November 2014 respectively, all the proceeds raised from which were used to replenish the tier-2 capital of the Bank.

iv. Nomination and Remuneration of Senior Management members

In 2014, the Board of Directors reviewed and approved multiple proposals, including appointment of Mr. Huang Yi as Executive Vice President of the Bank, appointment of Mr. Xu Yiming as Chief Financial Officer of the Bank, appointment of Mr. Yu Jingbo as Executive Vice President of the Bank. The Board of Directors reviewed and approved the *Compensation Distribution and Settlement Plan for Senior Management Members for 2013* and the *Performance Evaluation Plan for Senior Management Members for 2014*, specifying and implementing remuneration policies for the senior management members for implementation.

Independent directors all agreed on the matters about the nomination and remuneration of the senior management members of the Bank.

v. Results forecast and preliminary results estimate

During the reporting period, there was no results forecast or preliminary results estimate of the Bank to be disclosed.

vi. Engagement or change of external auditors

During the reporting period, in accordance with relevant requirements on preparation of the annual report, independent directors kept sound communication with external auditors and conscientiously performed relevant responsibilities and duties. Independent directors concluded that the auditors engaged by the Bank strictly followed the professional conduct standards of independence, fairness and justice in the audit, and satisfactorily completed all tasks. Independent directors agreed on further engagement of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers

vii. Cash dividends and other returns to investors

The Bank has sound procedures and mechanism for the decision-making of profit distribution, attaches great importance to the return to Shareholders, and constantly pays cash dividends to the Shareholders. During the process of drafting the profit distribution plan, the Board extensively collected opinions and demands from the Shareholders, protected the legal rights and interests of the small and medium investors, and submitted the profit distribution plan to the general meeting of Shareholders for approval. Independent directors diligently performed their duties and played their due roles in the decision-making process of the profit distribution plan. In 2014, the Bank distributed 2013 cash dividends to all shareholders amounted to about RMB75.003 billion, with the ratio of RMB0.300 per share (before-tax).

viii. Commitments fulfilled by the Bank and Shareholders

Independent directors attach great importance to the commitments made by the Bank and its Shareholders and conclude that the Bank and its Shareholders have actively fulfilled their previous commitments.

ix. Implementation of information disclosure

The Bank duly and fully disclosed regular reports such as the annual, interim and quarterly reports, as well as extraordinary announcements, in accordance with the laws and regulations and the Articles of Association. Independent directors actively fulfilled their duties in the preparation and disclosure of the annual report and fully communicated and discussed with external auditors on annual audit work of the Bank.

x. Implementation of internal control

In 2014, the Bank continued to push forward the construction and implementation of internal control regulations. Independent directors paid attention to internal control assessment and reviewed the *Internal Control Assessment Report* and the *Internal Control Assessment Plan*.

xi. Operation of the Board of Directors and its special committees

There are five committees established under the Board: the Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Social Responsibility and Related Party Transactions Committee. In 2014, independent Directors diligently attended meetings of the Board of Directors and its special committees and actively put forward suggestions, which promoted the scientific and efficient decision-making of the Board.

IV. OVERALL EVALUATION AND SUGGESTIONS

In 2014, independent directors fulfilled their duties in an honest, diligent and independent manner in accordance with relevant provisions of relevant laws and regulations and the Articles of Association of the Bank. This effectively enhanced the level of scientific decision-making of the Board of Directors and its special committees, promoted the construction of corporate governance and protected the legal rights and interests of the Bank and its Shareholders. In 2015, independent directors will continue to improve their duty performance ability, fulfill their duties diligently, and propose suggestions in an independent and objective manner, so as to effectively protect the legal rights and interests of Shareholders.

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

March 2015



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

NOTICE OF 2014 ANNUAL GENERAL MEETING

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

NOTICE OF 2014 ANNUAL GENERAL MEETING

- 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.

NOTICE OF 2014 ANNUAL GENERAL MEETING

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.

NOTICE OF 2014 ANNUAL GENERAL MEETING

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.



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 H SHAREHOLDERS CLASS MEETING OF 2015

NOTICE IS HEREBY GIVEN that the First H Shareholders Class Meeting of 2015 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, to pass the following resolutions:

AS SPECIAL RESOLUTIONS

1. each of the following items of the proposal on the plan of issuance of Domestic Preference Shares by the Bank:
 - (1) type and number of preference shares to be issued
 - (2) par value and issue price
 - (3) maturity date
 - (4) use of proceeds
 - (5) issuance method and investors
 - (6) profit distribution method for preference shareholders
 - (7) mandatory conversion
 - (8) conditional redemption
 - (9) voting rights restriction and restoration
 - (10) repayment priority and manner of liquidation
 - (11) rating

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2015

- (12) security
 - (13) trading or transfer restriction
 - (14) trading arrangement
 - (15) effective period of the resolution on issuance of preference shares
 - (16) preference share authorization
 - (17) relationship between domestic issuance and offshore issuance
 - (18) application and approval procedures to be performed for the issuance
2. each of the following items of the proposal on the plan of issuance of Offshore Preference Shares by the Bank:
- (1) type and number of preference shares to be issued
 - (2) par value and issue price
 - (3) maturity date
 - (4) use of proceeds
 - (5) issuance method and investors
 - (6) profit distribution method for preference shareholders
 - (7) mandatory conversion
 - (8) conditional redemption
 - (9) voting rights restriction and restoration
 - (10) repayment priority and manner of liquidation
 - (11) rating
 - (12) security
 - (13) lock-up period
 - (14) effective period of the resolution on issuance of preference shares

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2015

- (15) trading/listing arrangement
- (16) preference share authorization
- (17) relationship between domestic issuance and offshore issuance
- (18) application and approval procedures to be performed for the issuance.

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.

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2015

Notes:

1. The voting at the First H Shareholders Class Meeting of 2015 will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the First H Shareholders Class Meeting of 2015, 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 First H Shareholders Class Meeting of 2015 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 the First H Shareholders Class Meeting of 2015 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 First H Shareholders Class Meeting of 2015 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 First H Shareholders Class Meeting of 2015. 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 class meeting if he so wishes.
6. Holders of H Shares who intend to attend the First H Shareholders Class Meeting of 2015 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. The First H Shareholders Class Meeting of 2015 is expected to last for half a day. Shareholders (in person or by proxy) attending the First H Shareholders Class Meeting of 2015 are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the First H Shareholders Class Meeting of 2015 shall present identity certification.