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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)**

**(USD Preference Shares Stock Code: 4606)**

## **NOTICE OF 2016 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2016 Annual General Meeting of China Construction Bank Corporation (the “**Bank**”) will be held at 14:00 on 15 June 2017 at No. 25, Financial Street, Xicheng District, Beijing and InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, to consider and, if thought fit, pass the following resolutions:

### **AS ORDINARY RESOLUTIONS**

1. 2016 report of Board of Directors
2. 2016 report of Board of Supervisors
3. 2016 final financial accounts
4. 2016 profit distribution plan
5. budget of 2017 fixed assets investment
6. remuneration distribution and settlement plan for directors in 2015
7. remuneration distribution and settlement plan for supervisors in 2015
8. election of Sir Malcolm Christopher McCarthy as independent non-executive director of the Bank
9. election of Ms. Feng Bing as non-executive director of the Bank
10. election of Mr. Zhu Hailin as non-executive director of the Bank
11. election of Mr. Wu Min as non-executive director of the Bank

12. election of Mr. Zhang Qi as non-executive director of the Bank
13. election of Mr. Guo You to be re-appointed as shareholder representative supervisor of the Bank
14. appointment of external auditors for 2017

#### **AS SPECIAL RESOLUTIONS**

1. issuance of eligible tier-2 capital instruments in the amount of up to RMB96 billion in equivalent
2. revisions to the Articles of Association
3. revisions to the rules of procedure for the Shareholders' general meeting
4. revisions to the rules of procedure for the Board of Directors
5. revisions to the rules of procedure for the Board of Supervisors

#### **Reference Documents**

Work report of Independent Directors for the year of 2016

Details of the above proposals are set out in the 2016 Annual General Meeting circular of the Bank dated 28 April 2017. Unless otherwise indicated, the capitalised terms used in the notice shall have the same meaning as those defined in the circular.

By order of the Board  
**China Construction Bank Corporation**  
**Wang Zuji**

*Vice Chairman, Executive Director and President*

28 April 2017

*As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Mr. Li Jun, Ms. Hao Aiqun and Mr. Dong Shi; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Mr. Carl Walter, Mr. Chung Shui Ming Timpson, Mr. Wim Kok and Mr. Murray Horn.*

*Notes:*

1. The voting at the 2016 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 2016 Annual General Meeting, the Bank's register of members will be closed from 16 May 2017 to 15 June 2017, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the 2016 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 2017. 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, H Shareholders who intend to attend the 2016 Annual General Meeting by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited by 14:00 on 14 June 2017 (Hong Kong time). The address 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. H Shareholders 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 2017 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.