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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)

**ELECTION OF MR. WANG YONGQING AS SHAREHOLDER
REPRESENTATIVE SUPERVISOR OF THE BANK
ELECTION OF MR. MICHEL MADELAIN AS INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE BANK
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
DIRECTORS OF THE BANK IN 2018
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
SUPERVISORS OF THE BANK IN 2018
AUTHORIZATION FOR ADDITIONAL TEMPORARY LIMIT ON
POVERTY ALLEVIATION DONATIONS
AND
NOTICE OF THE FIRST EGM OF 2019**

The First EGM of 2019 of the Bank will be held at No. 25, Financial Street, Xicheng District, Beijing on 30 October 2019 at 11:00 am. The notice of the First EGM of 2019 is enclosed and published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk).

The H Shareholders who intend to attend the First EGM of 2019 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 11:00 am on 29 October 2019. Completion and return of the proxy form will not preclude you from attending the First EGM of 2019 and voting in person if you so wish. H Shareholders 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 10 October 2019.

12 September 2019

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DEFINITIONS

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

“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
“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
“Board of Supervisors”	the board of supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“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
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Supervisor(s)”	supervisor(s) of the Bank
“the First EGM of 2019”	the first extraordinary general meeting of 2019 of the Bank to be convened on 30 October 2019

LETTER FROM THE BOARD



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)

Executive Directors:

Tian Guoli
Liu Guiping
Zhang Gengsheng

Registered office:

No. 25, Financial Street
Xicheng District
Beijing 100033
China

Non-executive Directors:

Feng Bing
Zhu Hailin
Wu Min
Zhang Qi
Tian Bo
Xia Yang

Principal place of business in

Hong Kong:
28/F, CCB Tower
3 Connaught Road Central
Hong Kong

Independent Non-executive Directors:

Anita Fung Yuen Mei
Malcolm Christopher McCarthy
Carl Walter
Kenneth Patrick Chung

Dear Sir or Madam,

**ELECTION OF MR. WANG YONGQING AS SHAREHOLDER
REPRESENTATIVE SUPERVISOR OF THE BANK
ELECTION OF MR. MICHEL MADELAIN AS INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE BANK
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
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POVERTY ALLEVIATION DONATIONS
AND
NOTICE OF THE FIRST EGM OF 2019**

INTRODUCTION

The purpose of this circular is to give you notice of the First EGM of 2019 and to provide you with reasonable and necessary information.

LETTER FROM THE BOARD

At the First EGM of 2019, resolutions will be proposed to consider and approve: (i) election of Mr. Wang Yongqing as shareholder representative supervisor of the Bank; (ii) election of Mr. Michel Madelain as independent non-executive director of the Bank; (iii) remuneration distribution and settlement plan for directors of the Bank in 2018; (iv) remuneration distribution and settlement plan for supervisors of the Bank in 2018; and (v) authorization for additional temporary limit on poverty alleviation donations. The abovementioned resolutions will be proposed as ordinary resolutions.

ELECTION OF MR. WANG YONGQING AS SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of Supervisor proposes to nominate Mr. Wang Yongqing as shareholder representative supervisor of the Bank, whose term of office will be three years and will end on the date of the 2021 annual general meeting of the Bank. Mr. Wang Yongqing satisfies the qualifications and requirements of a supervisor as provided for in relevant laws, regulations and the Articles of Association.

Mr. Wang Yongqing, aged 55, is of Chinese nationality. Mr. Wang has served as vice chairman of the China Federation of Industry and Commerce from December 2016 to July 2019. Mr. Wang has served consecutively as the deputy director (director-general level) and director of the fifth bureau, the director of the sixth bureau of the United Front Work Department of the Central Committee from December 2003 to November 2016. He served consecutively as deputy director of the general office, assistant to the general manager and director of the general office, chief accountant of China International Engineering Consulting Corporation from December 1998 to December 2003. He joined China Development Bank in July 1994. He joined and started to work in Financial Department of the Ministry of Railway in July 1985. Mr. Wang is a senior accountant. He graduated from Hubei Institute of Finance and Economics (湖北財經學院), he obtained a master's degree in economics from Renmin University of China (中國人民大學) and a PhD degree in economics from Beijing Jiaotong University (北京交通大學).

Saved as disclosed in the biographical details, Mr. Wang Yongqing has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Wang Yongqing 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 Yongqing 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 Hong Kong Listing Rules, 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 Hong Kong Listing Rules. Mr. Wang Yongqing did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

LETTER FROM THE BOARD

Remuneration of Mr. Wang Yongqing shall be implemented pursuant to the relevant regulations. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the remuneration distribution plan, which shall be presented to the Board for consideration and be submitted to the shareholders' general meeting for approval.

This resolution was passed at the meeting of the Board of Supervisors of the Bank held on 28 August 2019 and is submitted to the First EGM of 2019 for consideration.

ELECTION OF MR. MICHEL MADELAIN AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Article of Association, the Board proposes to nominate Mr. Michel Madelain as independent non-executive director of the Bank, whose term of office will be three years, taking effect upon the approval by the CBIRC and terminating on the date of the annual general meeting for the year when such term of office expires. Mr. Michel Madelain satisfies the qualifications and conditions of director as required by relevant laws, regulations and the Articles of Association.

Mr. Michel Madelain, born in January 1956, is of French nationality. Mr. Madelain has been Trustee of the IFRS Foundation since January 2018 and a Member of the Supervisory Board of La Banque Postale in France since April 2018. From June 2016 to December 2018, he was Vice Chairman of Moody's Investors Service (MIS). Concurrently, he chaired several of the European Boards and was a Member of MIS US Board. From May 2008 to June 2016, he was President and Chief Operating Officer of MIS, having previously assumed a number of positions in Europe and the USA with MIS from 1994 to May 2008. From May 1980 to May 1994, he worked with the consulting and audit practices of Ernst & Young in Belgium and France and was promoted to the partnership in 1989. Mr. Madelain is a Qualified Chartered Accountant of France. He obtained a Master's Degree in Management from Kellogg Graduate School of Management of Northwestern University (USA) and a Bachelor's Degree in Business Administration from the Ecole Supérieure de Commerce de Rouen, France.

Saved as disclosed in the biographical details, Mr. Michel Madelain has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Michel Madelain 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. Michel Madelain 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 Hong Kong Listing Rules, 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 Hong Kong Listing Rules. Mr. Michel Madelain did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

LETTER FROM THE BOARD

Remuneration of Mr. Michel Madelain shall be determined pursuant to the Measures on Administration of Allowance for Independent Directors and External Supervisors of China Construction Bank Corporation. The Nomination and Remuneration Committee of the Board shall, after the end of each year, proposes the remuneration distribution plan, which shall be presented to the Board for consideration and be submitted to the shareholders' general meeting for approval.

The nomination is proposed by the Nomination and Remuneration Committee of the Board, in accordance with the provision of the Bank's Article of Association and in consideration of the candidates' past experience, skill background, knowledge, experience, independence and specific needs of the Bank, and has been considered by the Board. Such nomination is submitted to the shareholders' general meeting of the Bank for election and determination. Mr. Michel Madelain has years of experience and good reputation in aspects such as international accounting. Mr. Madelain's serving as an independent non-executive director of the Bank enables the maintenance of the Board's diversity of the Bank, which will contribute extensive expertise and experience to the Board.

This resolution was passed at the meeting of the Board of the Bank held on 20 June 2019 and is submitted to the First EGM of 2019 for consideration.

LETTER FROM THE BOARD

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR DIRECTORS OF THE BANK IN 2018

The remuneration distribution and settlement plan for directors of the Bank in 2018 is as follows:

Unit: RMB10,000

Name	Position	Period of holding positions	Total remuneration received from the Bank 2018 (before tax)				Whether obtained remuneration from shareholders or other related party(ies)
			Annual remuneration payable (Allowances)	Social insurances, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income	Other	
Directors (in office as at the end of 2018)							
Tian Guoli	Chairman, Executive Director	October 2017 until now	79.25	16.53	–	No	
Wang Zuji	Vice Chairman, Executive Director	July 2015 – March 2019	79.25	16.53	–	No	
Zhang Gengsheng	Executive Director	August 2015 until now	71.32	16.15	–	No	
Feng Bing	Non-executive Director	July 2017 until now	–	–	–	Yes	
Zhu Hailin	Non-executive Director	July 2017 until now	–	–	–	Yes	
Li Jun	Non-executive Director	September 2015 – May 2019	–	–	–	Yes	
Wu Min	Non-executive Director	July 2017 until now	–	–	–	Yes	
Zhang Qi	Non-executive Director	July 2017 until now	–	–	–	Yes	
Anita Fung Yuen Mei	Independent Non-executive Director	October 2016 until now	41.25	–	–	No	
Malcolm Christopher McCarthy	Independent Non-executive Director	August 2017 until now	41.00	–	–	No	

LETTER FROM THE BOARD

Name	Position	Period of holding positions	Total remuneration received from the Bank 2018 (before tax)				Whether obtained remuneration from shareholders company(ies) or other related party(ies)
			Annual remuneration payable (Allowances)	Social insurances, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income	Other	
Carl Walter	Independent Non-executive Director	October 2016 until now	44.00	–	–	No	
Chung Shui Ming Timpson	Independent Non-executive Director	October 2013 – June 2019	44.00	–	–	No	
Kenneth Patrick Chung	Independent Non-executive Director	November 2018 until now	7.00	–	–	No	
Murray Horn	Independent Non-executive Director	December 2013 – September 2019	47.00	–	–	No	
Directors Resigned in 2018							
Pang Xiusheng	Executive Director	August 2015 – September 2018	53.48	11.70	–	No	
Hao Aiqun	Non-executive Director	July 2015 – June 2018	–	–	–	Yes	

Notes:

- From 2015 onwards, remuneration of the Bank's leaders administered by central authorities has been paid in accordance with relevant policies relating to the central remuneration reform.
- In accordance with relevant laws and regulations, independent non-executive directors receive allowances from the Bank.
- The remuneration before tax in the above table refers to the total amount of remuneration of the directors of the Bank for the year 2018, including the "remuneration paid" as disclosed in the Bank's 2018 annual report. This plan is additional information to the remuneration of the directors as disclosed in the Bank's 2018 annual report.
- Ms. Feng Bing, Mr. Zhu Hailin, Mr. Li Jun, Mr. Wu Min, Mr. Zhang Qi and Ms. Hao Aiqun are dispatched by Central Huijin Investment Ltd., and they receive their remuneration from Central Huijin Investment Ltd. In addition, some of the Bank's independent non-executive directors hold positions as directors or senior management in other legal entities or organisations, such legal entities or organisations thus become related parties of the Bank. Save as disclosed above, none of the Bank's directors obtained remuneration from related parties of the Bank during the reporting period.

LETTER FROM THE BOARD

5. Changes in directors:

- (1) Upon election at the 2017 annual general meeting of the Bank and approval by the CBIRC, Mr. Kenneth Patrick Chung commenced his position as independent non-executive director of the Bank from November 2018.
- (2) Due to change of job, Mr. Murray Horn ceased to serve as independent non-executive director of the Bank from September 2019.
- (3) Due to expiration of his term of office, Mr. Chung Shui Ming Timpson ceased to serve as independent non-executive director of the Bank from June 2019.
- (4) Due to retirement, Mr. Li Jun ceased to serve as non-executive director of the Bank from May 2019.
- (5) By reason of his age, Mr. Wang Zuji ceased to serve as vice chairman and executive director of the Bank from March 2019.
- (6) By reason of his age, Mr. Pang Xiusheng ceased to serve as executive director of the Bank from September 2018.
- (7) Due to the expiration of her term of office, Ms. Hao Aiqun ceased to serve as non-executive director of the Bank from June 2018.

This resolution was passed at the meeting of the Board of the Bank held on 28 August 2019 and is submitted to the First EGM of 2019 for consideration.

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR SUPERVISORS OF THE BANK IN 2018

The remuneration distribution and settlement plan for supervisors of the Bank in 2018 is as follows:

Unit: RMB10,000

Name	Position	Period of holding positions	Total remuneration received from the Bank in 2018 (before tax)				Whether obtained remuneration from shareholders or other related party(ies)
			Annual remuneration payable (Allowances)	Social insurances, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income	Other	
Supervisors (in office as at the end of 2018)							
Wu Jianhang	Shareholder Representative Supervisor	June 2018 until now	93.56	9.88	-		No

LETTER FROM THE BOARD

Name	Position	Period of holding positions	Total remuneration received from the Bank in 2018 (before tax)			Whether obtained remuneration from shareholders company(ies) or other related party(ies)
			Annual remuneration payable (Allowances)	Social insurances, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income	
Fang Qiuyue	Shareholder Representative Supervisor	June 2018 until now	93.59	10.34	–	No
Lu Kegui	Employee Representative Supervisor	May 2018 until now	2.92	–	–	No
Cheng Yuanguo	Employee Representative Supervisor	May 2018 until now	2.92	–	–	No
Wang Yi	Employee Representative Supervisor	May 2018 until now	2.92	–	–	No
Bai Jianjun	External Supervisor	June 2013 – June 2019	25.00	–	–	No
Supervisors Resigned in 2018						
Guo You	Chairman of the Board of Supervisors	June 2014 – April 2018	26.42	4.93	–	No
Liu Jin	Shareholder Representative Supervisor	September 2004 – June 2018	93.59	9.16	–	No
Li Xiaoling	Shareholder Representative Supervisor	June 2013 – June 2018	93.59	4.89	–	No
Li Xiukun	Employee Representative Supervisor	January 2016 – May 2018	2.08	–	–	No
Jin Yanmin	Employee Representative Supervisor	January 2016 – May 2018	2.08	–	–	No
Li Zhenyu	Employee Representative Supervisor	January 2016 – May 2018	2.08	–	–	No

LETTER FROM THE BOARD

Notes:

1. From 2015 onwards, remuneration of the Bank's leaders administered by central authorities has been paid in accordance with relevant policies relating to the central remuneration reform.
2. In accordance with relevant laws and regulations, employee representative supervisors and external supervisors receive allowances from the Bank.
3. The remuneration before tax in the above table refers to the total amount of remuneration of the supervisors of the Bank for the year 2018, including the "remuneration paid" as disclosed in the Bank's 2018 annual report. This plan is additional information to the remuneration of the supervisors as disclosed in the Bank's 2018 annual report.
4. Some of the Bank's external supervisors hold positions as directors or senior management in other legal entities or organisations, such legal entities or organisations thus become related parties of the Bank. Save as disclosed above, none of the Bank's supervisors obtained remuneration from related parties of the Bank during the reporting period.
5. Changes in supervisors:
 - (1) Upon election at the 2017 annual general meeting of the Bank, Mr. Wu Jianhang and Mr. Fang Qiuyue commenced their positions as shareholder representative supervisors of the Bank from June 2018.
 - (2) Upon election at the third meeting of the fourth session employee representatives' meeting, Mr. Lu Kegui, Mr. Cheng Yuanguo and Mr. Wang Yi commenced their positions as employee representative supervisors of the Bank from May 2018.
 - (3) Due to expiration of his term of office, Mr. Bai Jianjun ceased to serve as external supervisor of the Bank from June 2019.
 - (4) Due to work arrangements, Ms. Liu Jin and Ms. Li Xiaoling ceased to serve as shareholder representative supervisors of the Bank from June 2018.
 - (5) Due to work arrangements, Mr. Li Xiukun, Mr. Jin Yanmin and Mr. Li Zhenyu ceased to serve as employee representative supervisors of the Bank from May 2018.
 - (6) By reason of his age, Mr. Guo You ceased to serve as chairman of the board of supervisors and shareholder representative supervisor of the Bank from April 2018.

This resolution was passed at the meeting of the Board of the Bank held on 28 August 2019 and is submitted to the First EGM of 2019 for consideration.

AUTHORIZATION FOR ADDITIONAL TEMPORARY LIMIT ON POVERTY ALLEVIATION DONATIONS

Taking into consideration of the needs of the Bank to fulfill its social responsibilities and to implement poverty alleviation work, the Board proposes the authorization for additional temporary limit on poverty alleviation donations. Details of the proposal are as follows:

Based on the current RMB100 million external donations limit of the Board of the Bank, additional RMB35 million donation limit will be granted to support the poverty alleviation. The limit on external donations of the Board of the Bank for the year is of RMB135 million with the additional temporary limit on poverty alleviation donations. The authorization will take effect upon the consideration and approval of the shareholders' meeting and will terminate on the date of 31 December 2019.

This resolution was passed at the meeting of the Board of the Bank held on 28 August 2019 and is submitted to the First EGM of 2019 for consideration.

LETTER FROM THE BOARD

THE FIRST EGM OF 2019

The notice of the First EGM of 2019 to be held at No. 25, Financial Street, Xicheng District, Beijing on 30 October 2019 at 11:00 am is set out in this circular. The First EGM of 2019 will commence at 11:00 am on 30 October 2019. Registration of the meeting will start from 10:20 am to 11:00 am on 30 October 2019.

In order to determine the H Shareholders who are entitled to attend the First EGM of 2019, the register of members of H Shares will be closed from 30 September 2019 to 30 October 2019, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the First EGM of 2019 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 4:30 pm on 27 September 2019. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A proxy form and a reply slip for use at the First EGM of 2019 are despatched together with this circular and published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk). To be valid, H Shareholders who intend to attend the First EGM of 2019 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 11:00 am on 29 October 2019. 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 First EGM of 2019 and voting in person if you so wish. H Shareholders 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 10 October 2019. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE FIRST EGM OF 2019

The voting at the First EGM of 2019 will be taken by way of registered poll.

RECOMMENDATION

The Board considers that the proposal mentioned above is 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 First EGM of 2019.

Yours faithfully,
For and on behalf of the Board

Liu Guiping

Vice Chairman, Executive Director and President

12 September 2019

NOTICE OF THE FIRST EGM OF 2019



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 FIRST EGM OF 2019

NOTICE IS HEREBY GIVEN that the First EGM of 2019 of China Construction Bank Corporation (the “**Bank**”) will be held at No. 25, Financial Street, Xicheng District, Beijing on 30 October 2019 at 11:00 am, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. Election of Mr. Wang Yongqing as Shareholder Representative Supervisor of the Bank
2. Election of Mr. Michel Madelain as Independent Non-executive Director of the Bank
3. Remuneration Distribution and Settlement Plan for Directors of the Bank in 2018
4. Remuneration Distribution and Settlement Plan for Supervisors of the Bank in 2018
5. Authorization for Additional Temporary Limit on Poverty Alleviation Donations

Details of the above proposal are set out in the circular regarding the First EGM of 2019 of the Bank dated 12 September 2019. 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 of Directors
China Construction Bank Corporation
Liu Guiping

Vice Chairman, Executive Director and President

12 September 2019

As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Liu Guiping and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Feng Bing, Mr. Zhu Hailin, Mr. Wu Min, Mr. Zhang Qi, Mr. Tian Bo and Mr. Xia Yang; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Sir Malcolm Christopher McCarthy, Mr. Carl Walter and Mr. Kenneth Patrick Chung.

NOTICE OF THE FIRST EGM OF 2019

Notes:

1. The voting at the First EGM of 2019 will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the First EGM of 2019, the Bank's register of members for H Shares will be closed from 30 September 2019 to 30 October 2019, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the First EGM of 2019 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 4:30 pm on 27 September 2019. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. A shareholder entitled to attend and vote at this general meeting may appoint 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 this 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, before 11:00 am on 29 October 2019. 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 general meeting if he so wishes.
6. H Shareholders who intend to attend this general meeting in person or by proxy should return the reply slip in person, by post or by fax ((852) 2865 0990) 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 10 October 2019.
7. This general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this general meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending this general meeting shall present identity certification.