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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in China Construction Bank Corporation, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**中国建设银行**

China Construction Bank

中國建設銀行股份有限公司

*China Construction Bank Corporation*

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

**(Stock Code: 939)**

**ELECTION OF MR. WANG JIANG AS EXECUTIVE DIRECTOR OF THE BANK  
CONFIRMING THE DONATIONS OF ANTI-PANDEMIC MATERIALS MADE IN 2020  
ADDITIONAL LIMIT ON POVERTY ALLEVIATION DONATIONS  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

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The First EGM of 2021 of the Bank will be held at 10:00 a.m. on 26 March 2021 at No. 25, Financial Street, Xicheng District, Beijing. The notice of the First EGM of 2021 is enclosed and published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

H Shareholders who intend to attend the First EGM of 2021 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 10:00 a.m. on 25 March 2021. Completion and return of the proxy form will not preclude you from attending the First EGM of 2021 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 6 March 2021.

8 February 2021

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## DEFINITIONS

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*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
“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
“the First EGM of 2021”	the first extraordinary general meeting of 2021 of the Bank to be convened on 26 March 2021

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LETTER FROM THE BOARD

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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

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

**(Stock Code: 939)**

*Executive Directors:*

Tian Guoli  
Lyu Jiajin

*Non-executive Directors:*

Xu Jiandong  
Zhang Qi  
Tian Bo  
Xia Yang  
Shao Min  
Liu Fang

*Registered office:*

No. 25, Financial Street  
Xicheng District  
Beijing 100033  
China

*Principal place of business in*

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

*Independent Non-executive Directors:*

Anita Fung Yuen Mei  
Malcolm Christopher McCarthy  
Carl Walter  
Kenneth Patrick Chung  
Graeme Wheeler  
Michel Madelain

Dear Sir or Madam,

**ELECTION OF MR. WANG JIANG AS EXECUTIVE DIRECTOR OF THE BANK  
CONFIRMING THE DONATIONS OF ANTI-PANDEMIC MATERIALS MADE IN 2020  
ADDITIONAL LIMIT ON POVERTY ALLEVIATION DONATIONS  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

**INTRODUCTION**

The purpose of this circular is to give you notice of the First EGM of 2021 and to provide you with reasonable and necessary information.

At the First EGM of 2021, resolutions will be proposed for consideration and approval, among others, the following as ordinary resolutions: (i) election of Mr. Wang Jiang as executive director of the Bank; (ii) confirming the donations of anti-pandemic materials made in 2020; and (iii) additional limit on poverty alleviation donations.

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## LETTER FROM THE BOARD

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### ELECTION OF MR. WANG JIANG AS EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Article of Association, the Board proposes to nominate Mr. Wang Jiang as executive director of the Bank, whose term of office will be three years, commencing from the date on which the Bank's shareholders' general meeting considers and approves his qualifications as executive director of the Bank and expiring on the date of the annual general meeting for the year when his term of office expires. Mr. Wang Jiang satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. After the shareholders' general meeting of the Bank considers and approves the appointment of Mr. Wang Jiang as executive director of the Bank, it shall be reported to the CBIRC.

Mr. Wang Jiang, born in July 1963, is of Chinese nationality. From January 2020 to February 2021, Mr. Wang served as vice chairman and executive director of Bank of China. From December 2019 to February 2021, Mr. Wang served as president of Bank of China. From March 2020 to February 2021, Mr. Wang concurrently served as vice chairman and non-executive director of BOC Hong Kong (Holdings) Limited. From July 2017 to November 2019, Mr. Wang served as vice-governor of Jiangsu Province. From August 2015 to July 2017, Mr. Wang served as executive vice president of Bank of Communications. From October 2002 to March 2015, Mr. Wang successively served as deputy general manager of Shandong Branch of the Bank, general manager of Hubei Branch of the Bank, general manager of Shanghai Branch of the Bank. Mr. Wang served as general manager of Dezhou Branch in Shandong Province of the Bank from September 2000 to October 2002 and deputy director of Credit Risk Management Division of Shandong Branch of the Bank from June 1999 to September 2000. Mr. Wang graduated from Xiamen University in 1999 with a doctoral degree in economics and Shandong Economics College in 1984 with a bachelor's degree in finance.

Save as disclosed in the biographical details, Mr. Wang Jiang confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) except for holding 15,417 H shares of the Bank indirectly by participating in the employee stock incentive plan of the Bank, he has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) he 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; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

The emoluments of Mr. Wang Jiang shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

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## LETTER FROM THE BOARD

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This resolution was passed at the meeting of the Board of the Bank held on 5 February 2021 and is submitted to the First EGM of 2021 for consideration.

### **CONFIRMING THE DONATIONS OF ANTI-PANDEMIC MATERIALS MADE IN 2020**

In 2020, in order to support the pandemic prevention and control at home and abroad, according to the resolution of 2019 shareholders' general meeting, the Bank's donation of anti-pandemic materials could be implemented upon the approval by the management, as delegated by the Board with the authorization of the shareholders' general meeting, and should be confirmed subsequently based on the fact after going through the corporate governance procedure as required.

As of 31 December 2021, the Bank has made donations of 11.5 million pieces of anti-pandemic materials, with a total amount of RMB137 million. The details are as follows:

9.47 million pieces were donated to domestic areas, with a total amount of RMB103 million;

2.03 million pieces were donated to 22 countries and regions abroad, with a total amount of RMB34 million.

This resolution was passed at the meeting of the Board of the Bank held on 5 February 2021 and is submitted to the First EGM of 2021 for consideration.

### **ADDITIONAL LIMIT ON POVERTY ALLEVIATION DONATIONS**

According to the needs of the Bank to fulfill its social responsibilities and poverty alleviation work, it is hereby proposed that the Bank will increase the donation limit for poverty alleviation by RMB32 million to support the consummation of poverty alleviation work and consolidate achievements in poverty alleviation.

This resolution was passed at the meeting of the Board of the Bank held on 22 December 2020 and is submitted to the First EGM of 2021 for consideration.

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## LETTER FROM THE BOARD

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### FIRST EGM OF 2021

The notice of the First EGM of 2021 to be held at 10:00 a.m. on 26 March 2021 at No. 25, Financial Street, Xicheng District, Beijing, is set out in this circular. Registration of the meeting will start from 9:20 a.m. to 10:00 a.m. on 26 March 2021.

In order to determine the H Shareholders who are entitled to attend the First EGM of 2021, the register of members of H Shares will be closed from 24 February 2021 to 26 March 2021, 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 2021 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 p.m. on 23 February 2021. 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 2021 are despatched together with this circular and published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). To be valid, H Shareholders who intend to attend the First EGM of 2021 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 10:00 a.m. on 25 March 2021. 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 2021 and voting in person if you so wish. H Shareholders who intend to attend the First EGM of 2021 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 6 March 2021. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

### VOTING METHOD AT THE FIRST EGM OF 2021

The voting at the First EGM of 2021 will be taken by way of registered poll.

### 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 shareholders to vote in favour of the relevant resolutions to be proposed at the First EGM of 2021.

**The Board of Directors of  
China Construction Bank Corporation**

8 February 2021



**中国建设银行**

China Construction Bank

中國建設銀行股份有限公司

*China Construction Bank Corporation*

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

**(Stock Code: 939)**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

**NOTICE IS HEREBY GIVEN** that the First EGM of 2021 of China Construction Bank Corporation (the “**Bank**”) will be held at 10:00 a.m. on 26 March 2021 at No. 25, Financial Street, Xicheng District, Beijing to consider and, if thought fit, pass the following resolutions:

**AS ORDINARY RESOLUTIONS**

1. Election of Mr. Wang Jiang as executive director of the Bank
2. Confirming the donations of anti-pandemic materials made in 2020
3. Additional Limit on Poverty Alleviation Donations

Details of the above proposals are set out in the circular regarding the First EGM of 2021 of the Bank dated 8 February 2021. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meanings as those defined in the circular.

**The Board of Directors of  
China Construction Bank Corporation**

8 February 2021

*As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli and Mr. Lyu Jiajin; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Zhang Qi, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min and Ms. Liu Fang; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Sir Malcolm Christopher McCarthy, Mr. Carl Walter, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler and Mr. Michel Madelain.*

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

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*Notes:*

1. The voting at the First EGM of 2021 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 2021, the Bank's register of members for H Shares will be closed from 24 February 2021 to 26 March 2021, 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 2021 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 p.m. on 23 February 2021. 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/her place. A proxy 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/her 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 10:00 a.m. on 25 March 2021. 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 6 March 2021.
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 documents.
8. The meeting will adopt a combination of both onsite voting and online voting (online voting is only applicable to A shareholders) in terms of the mechanism for attending and voting at the meeting. In order to facilitate shareholders in exercising their voting rights at the general meeting, avoid mass gathering and safeguard the physical wellness of shareholders, A shareholders are recommended to consider appointing the chairman of the meeting or the secretary to the Board as their proxies to vote on their behalf on site, or to attend and vote at the meeting by way of online voting; and H Shareholders are recommended to consider appointing the chairman of the meeting as their proxies to vote on their behalf on site.
9. Notes for the meeting:

Shareholders should pay attention to the following matters if they wish to attend the meeting on site:

- (1) Please complete and sign the reply slip in accordance with the relevant instructions provided in the notice and reply slip of the First EGM of 2021 published by the Bank on 8 February 2021, and deliver it to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, in person or by post, or by fax, so that the Bank can ascertain the number of attendees of the meeting and orderly arrange the seats at the venue in advance in accordance with the relevant policies in Beijing for the prevention and control of pandemic.
- (2) Please contact the Board of Directors Office of the Bank no later than two days before the meeting (i.e. before 10:00 a.m. on 24 March 2021, Beijing time) and communicate and register information regarding health condition and recent itineraries in order to enter the meeting venue.
- (3) Please follow and comply with instructions on pandemic prevention requirements, including attendee registration, health information inquiry and authentication and temperature check, upon arrival at the meeting venue, strictly comply with the pandemic prevention requirements of local governmental departments. Please wear masks during the whole process and keep necessary distance according to the arrangements of the meeting.
- (4) Contact details for the Meeting:  
Board of Directors Office of China Construction Bank Corporation  
Address: No. 25, Financial Street, Xicheng District, Beijing  
Postcode: 100033 Telephone: (8610) 66215533  
Facsimile: (8610) 66218888