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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)

**ANNOUNCEMENT ON
CHANGES IN SHARE CAPITAL AS A RESULT OF
THE A SHARE RIGHTS ISSUE IN 2010
AND LISTING OF THE A RIGHTS SHARES**

This announcement is made pursuant to the disclosure requirements under Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Unless otherwise defined herein, capitalised terms and expressions used in this announcement shall have the same meanings as defined in the announcement relating to the proposed Rights Issue dated 2 November 2010 (the “**Launch Announcement**”) by China Construction Bank Corporation (the “**Bank**” or the “**Issuer**”).

I. IMPORTANT REPRESENTATIONS AND NOTICE

Any opinion expressed by the Shanghai Stock Exchange or other governmental authorities in respect of the listing of the Shares of the Bank and other relevant issues does not represent any warranty in respect of the Bank.

The Bank and the A Share listing sponsors hereby remind investors to refer to the full text of the A Share Rights Issue Prospectus and the related documents, which were published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) on 2 November 2010, for any information not contained in this announcement.

Pursuant to the relevant provisions of the Securities Law of the PRC, Huijin, being the controlling Shareholder, undertakes that, within 6 months from the listing date of the newly issued shares under the A Share Rights Issue, it shall not dispose of any Shares, failing which any gain arising from such disposal will be retained by the Bank.

All monetary sums stated in this announcement are expressed in RMB.

II. INFORMATION CONCERNING THE LISTING OF THE A RIGHTS SHARES

This announcement is prepared in accordance with the Company Law of the PRC, the Securities Law of the PRC, the Administrative Measures on the Issuance of Stocks by Listed Companies, the Rules Governing the Listing of Securities on the Shanghai Stock Exchange and other relevant laws and regulations.

The A Share Rights Issue has been approved by the CSRC under the document *Zheng Jian Xu Ke [2010] No. 1490* issued on 28 October 2010.

As approved by the Shanghai Stock Exchange, the RMB-denominated ordinary Shares totaling 593,657,606 Shares under the A Share Rights Issue will be listed for trading from 19 November 2010. Investors should note that the A Rights Shares will be credited to the accounts of the investors before the listing and commencement of trading on 19 November 2010.

Set out below is the information on the listing of the A Rights Shares:

1. Venue of listing: The Shanghai Stock Exchange
2. Listing date of the new Shares: 19 November 2010
3. Stock name: 建設銀行(China Construction Bank)
4. Stock code: 601939
5. Total number of A Shares before the A Share Rights Issue: 9,000,000,000 A Shares
6. The number of A Rights Shares under the A Share Rights Issue: 593,657,606 A Shares
7. Total number of A Shares upon completion of the A Share Rights Issue: 9,593,657,606 A Shares
8. Trading restrictions and lock-up period for the A Shares held by the A Shareholders prior to the A Share Rights Issue: All A Shares are not subject to any trading restriction prior to the A Share Rights Issue
9. Lock-up arrangement of the A Rights Shares: no lock-up arrangement for the A Rights Shares and no trading restrictions
10. A Share registrar: China Securities Depository and Clearing Corporation Limited (Shanghai Branch)
11. A Share listing sponsors: China International Capital Corporation Limited and Haitong Securities Company Limited

III. PARTICULARS OF THE ISSUER, SHAREHOLDERS AND EFFECTIVE CONTROLLERS

(1) General information of the Issuer

Company name:	中國建設銀行股份有限公司
Stock code(s):	601939 (The Shanghai Stock Exchange) 939 (The Hong Kong Stock Exchange)
Company name in English:	CHINA CONSTRUCTION BANK CORPORATION

Legal representative:	Guo Shuqing
Secretary to the Board:	Chen Caihong
Registered address:	No. 25, Finance Street, Xicheng District, Beijing
Business address:	No. 25, Finance Street, Xicheng District, Beijing
Post code:	100033
Telephone:	(010) 6621 5533
Facsimile:	(010) 6621 8888
Company website:	www.ccb.com

Scope of business: taking deposits from the public; granting short, medium and long term loans; handling domestic and foreign settlements; accepting and discounting negotiable instruments; issuing financial bonds; acting as agent for the issue and encashment of, and underwriting government bonds; trading government bonds and financial bonds; engaging in inter-bank lending and borrowing; buying and selling foreign exchanges; acting as agent for buying and selling foreign exchanges; engaging in bank cards business; providing letters of credit and guarantees services; providing agency collections and payments services; selling bank assurances; providing safe deposit box services; and other businesses approved by the competent China banking regulatory authorities.

(2) Shareholdings in A Shares by the Directors, supervisors and senior management of the Bank

The shareholdings in A Shares by the Directors, supervisors and senior management of the Bank remained unchanged and none of them hold any A Shares prior to and after the A Share Rights Issue.

(3) Particulars of controlling Shareholder and effective controllers of the Issuer

Huijin, the controlling Shareholder, was incorporated on 16 December 2003 as a wholly state-owned company with the approval of the State Council according to the Company Law of the PRC with a registered capital of RMB552,116,627,183.88. As a state-owned company, Huijin exercises its rights and takes obligations as an investor of major state-owned financial institutions, including the Bank, on behalf of the PRC government. The principal activity of Huijin is equity investment as authorised by the State Council, without engaging in any other commercial operations.

Huijin is a wholly owned subsidiary of China Investment Corporation (hereinafter referred to as “CIC”). As approved by the State Council, CIC was established pursuant to the Company Law of the PRC on 29 September 2007 as a wholly state-owned company engaging in foreign currency investment and management with a registered capital of US\$200 billion. After the incorporation of CIC, Huijin continues to independently exercise its rights and takes obligations as an investor of major financial institutions according to the PRC laws on behalf of the PRC government.

As at 30 June 2010, Huijin held 133,406,891,989 Shares, representing 57.09% of the issued Shares before the A Share Rights Issue. Such Shares are not subject to any pledge or charge or other interest dispute.

(4) Changes in shareholding upon completion of the A Share Rights Issue

The changes in shareholding of A Shares before and after the A Share Rights Issue is set out as follows:

Class of Shares	Before the A Share Rights Issue		Increase as a result of the A Share Rights Issue	After the A Share Rights Issue	
	Number of shares	Percentage (%)		Number of shares	Percentage (%)
I. Transferrable Shares which are subject to trading restrictions					
(1) State-owned Shares	—	—	—	—	—
(2) Shares held by state-owned legal person	—	—	—	—	—
Total of transferrable Shares which are subject to trading restrictions	—	—	—	—	—
II. Transferrable Shares which are not subject to trading restrictions					
A Shares	9,000,000,000	100%	593,657,606	9,593,657,606	100%
Total of transferrable Shares which are not subject to trading restrictions	9,000,000,000	100%	593,657,606	9,593,657,606	100%
III. Total A Shares	9,000,000,000	100%	593,657,606	9,593,657,606	100%

Note: The Shares under the Rights Issue are placed to A Shareholders and H Shareholders on the basis of 0.7 Rights Shares for every 10 existing Shares held. The number of Shares available for subscription under the H Share Rights Issue is 15,728,235,880 Shares and the H Share Rights Issue will be fully underwritten. The H Share Rights Issue is expected to complete in December 2010.

(5) Shareholdings of the top ten A Shareholders upon the A Share Rights Issue

As of 12 November 2010, the shareholdings of the top ten A Shareholders and their percentages to the total A Share capital after the A Share Rights Issue were as follows:

Number	Name of Shareholder	Number of Shares	Percentage to total A Share capital (%)
1	Baosteel Group Corporation	318,860,498	3.32%
2	China Life Insurance Company Limited — Participating — Individual participating — 005L — FH002SH	275,515,879	2.87%
3	China Life Insurance Company Limited — Traditional — Ordinary insurance products — 005L — CT001SH	207,773,395	2.17%
4	Ping An Life Insurance Company of China — Traditional — Ordinary insurance products	186,403,397	1.94%
5	Bank of China — China AMC Return Fund	184,506,565	1.92%
6	Central Huijin Investment Limited	154,879,777	1.61%
7	Industrial and Commercial Bank of China — China 50 ETF	151,439,516	1.58%
8	UBS AG	130,382,571	1.36%
9	China Pacific Life Insurance Company Limited — Traditional — Ordinary insurance products	109,091,254	1.14%
10	Bank of China — China AMC Return II Fund	99,915,325	1.04%

IV. Information of the listing of the A Rights Shares

- (1) Number of A Rights Shares issued:** 593,657,606 A Shares.
- (2) Issue price:** RMB3.77 per A Share.
- (3) Forms of issue:** Online pricing and issuance.
- (4) Total proceeds raised and verification of the received capital by the registered accountants:** Total proceeds raised under the A Share Rights Issue was RMB2,238,089,174.62 (before deducting issuance expenses). KPMG Hua Zhen has issued a verification report (KPMG-A(2010)CR No.0027) whereby the received capital is verified.
- (5) Total issuance expenses and issuance expenses per Share:** Total issuance expenses (including sponsors' fee, underwriting and financial advisory fees, fees for auditing and capital verification, attorney's fee, registration fee, information disclosure expenses and stamp duty) amounted to RMB12,065,527.58, and the issuance expenses per share was RMB0.02.
- (6) Net proceeds raised:** RMB2,226,023,647.04

V. Other important matters

There is no other important matter which might have a material impact on the Bank during the period from the date of the posting of the A Share Rights Issue Prospectus to the date of the publication of this announcement.

VI. A Share listing sponsors and their opinions

(1) A Share listing sponsors

1. China International Capital Corporation Limited

Name:	China International Capital Corporation Limited
Legal representative:	Li Jiange
Business address:	27th & 28th Floors, China World Tower Two, No.1 Jianguomenwai Avenue, Chaoyang District, Beijing
Contact No. (Tel):	(010) 65051166
Contact No. (Fax):	(010) 65051156
Representatives of sponsor:	Chen Jie (陳潔), Liu Dan (劉丹)

2. Haitong Securities Company Limited

Name:	Haitong Securities Company Limited
Legal representative:	Wang Kaiguo
Business address:	No. 98 Huaihai Zhong Road, Shanghai
Contact No. (Tel):	(021) 2321 9000
Contact No. (Fax):	(021) 6341 1627
Representative of sponsor:	Liu Hao (劉昊), Sun Wei (孫煒)
Project coordinator:	Yang Nan (楊楠)

(2) Opinions of the A Share listing sponsors

The A Share listing sponsors have verified the information contained in the A Share Rights Issue listing documents of the Bank and consider that the listing of A Shares applied by the Issuer is in compliance with the laws and regulations under the Company Law of the PRC, the Securities Law of the PRC, the Administrative Measures on the Issuance of Stocks by Listed Companies, the Rules Governing the Listing of Securities on the Shanghai Stock Exchange and other applicable PRC laws and regulations. The A Shares of the Bank has fulfilled the listing requirements of the Shanghai Stock Exchange.

The A Share listing sponsors agree to sponsor the listing of the A Shares on the Shanghai Stock Exchange and assume any sponsor's liabilities relating thereto.

By order of the Board
China Construction Bank Corporation
Zhang Jianguo
Vice Chairman, Executive Director and President

16 November 2010

As at the date of this announcement, the executive Directors are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive Directors are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive Directors are Mr. Wang Yong, Ms. Wang Shumin, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Ms. Sue Yang, Mr. Lu Xiaoma and Ms. Chen Yuanling.