



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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 939)

**FORM OF PROXY FOR THE 2009 ANNUAL GENERAL MEETING
TO BE HELD ON 24 JUNE 2010**

I/We ^(Note 1) _____ of _____,

being the registered holder(s) of _____ H shares ^(Note 2)

RMB1.00 each in the share capital of China Construction Bank Corporation (the "Bank") HEREBY APPOINT THE
CHAIRMAN OF THE MEETING ^(Note 3) or _____

of _____

as my/our proxy to attend and act for me/us at the 2009 Annual General Meeting (the "Meeting") to be held at InterContinental Hotel Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Thursday, 24 June 2010 at 2:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of the 2009 Annual General Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below. ^(Note 4)

	ORDINARY RESOLUTION(S)	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
1	To consider and approve the 2009 report of board of directors			
2	To consider and approve the 2009 report of board of supervisors			
3	To consider and approve the 2009 final financial accounts			
4	To consider and approve the 2010 fixed assets investment budget			
5	To consider and approve the profit distribution plan for 2009			
6	To consider and approve the 2009 final emoluments distribution plan for directors and supervisors			
7	To consider and approve the appointment of auditors for 2010			
	SPECIAL RESOLUTION(S)	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
8	To consider and approve the proposed Rights Issue of A Shares and H Shares			
8.1	Type and nominal value of Rights Shares			
8.2	Proportion and number of Shares to be issued			
8.3	Subscription Price of the Rights Issue			
8.4	Target subscribers			
8.5	Use of Proceeds			
8.6	Arrangement for the accumulated undistributed profits of the Bank prior to the Rights Issue			
8.7	Effective period of the resolution			
9	To consider and approve the authorisations for the Rights Issue of A shares and H shares			

	ORDINARY RESOLUTION(S)	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAIN <i>(Note 4)</i>
10	To consider and approve the feasibility report on the proposed use of proceeds raised from the rights issue of A shares and H shares			
11	To consider and approve the report on the use of proceeds from the previous A share issue			
12	To consider and approve the mid-term plan of capital management			
13	To consider and approve the election of directors			
13.1	To elect Mr. Guo Shuqing to continue serving as executive director of the Bank			
13.2	To elect Mr. Zhang Jianguo to continue serving as executive director of the Bank			
13.3	To elect Lord Peter Levene to continue serving as independent non-executive director of the Bank			
13.4	To elect Dame Jenny Shipley to continue serving as independent non-executive director of the Bank			
13.5	To elect Ms. Elaine La Roche to continue serving as independent non-executive director of the Bank			
13.6	To elect Mr. Wong Kai-Man to continue serving as independent non-executive director of the Bank			
13.7	To elect Ms. Sue Yang to serve as non-executive director of the Bank			
13.8	To elect Mr. Yam Chi Kwong, Joseph to serve as independent non-executive director of the Bank			
13.9	To elect Mr. Zhao Xijun to serve as independent non-executive director of the Bank			
14	To consider and approve the election of supervisors			
14.1	To elect Mr. Xie Duyang to continue serving as shareholder representative supervisor of the Bank			
14.2	To elect Ms. Liu Jin to continue serving as shareholder representative supervisor of the Bank			
14.3	To elect Mr. Guo Feng to continue serving as external supervisor of the Bank			
14.4	To elect Mr. Dai Deming to continue serving as external supervisor of the Bank			
14.5	To elect Mr. Song Fengming to serve as shareholder representative supervisor of the Bank			

Dated this _____ day of 2010

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Bank registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A member may appoint one proxy to attend and vote instead of him. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of the 2009 Annual General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to sign the same.
6. In the case of joint holders of any share, any one of such joint holders may vote at the Meeting. If more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
7. To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) must be deposited to the Bank's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the Meeting.
8. The proxy need not be a shareholder of the Bank but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.