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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 limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 939)

**Election of Shareholder Representative Supervisor
and
Notice of the First EGM of 2010**

The First EGM of 2010 of the Bank will be convened at 10:00 a.m. on 15 September 2010 at No. 25 Finance Street, Xicheng District, Beijing. The notice of the First EGM of 2010, a proxy form and a reply slip for use at the meeting are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk).

The holders of H Shares who intend to attend the First EGM of 2010 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the scheduled time of the First EGM of 2010. Completion and return of the proxy form will not preclude you from attending the First EGM of 2010 and voting in person if you so wish. The holders of H Shares 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 26 August 2010.

30 July 2010

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DEFINITIONS

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

“The First EGM of 2010”	the first extraordinary general meeting of 2010 of the Bank to be held on 15 September 2010
“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, whose H Shares and A Shares are listed on Hong Kong Stock Exchange (Stock Code: 939) and Shanghai Stock Exchange (Stock Code: 601939) respectively
“Board”	the board of directors of the Bank
“Directors”	the directors of the Bank
“H Share(s)”	overseas listed foreign 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the A and H Shares of the Bank

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

(Stock Code: 939)

Executive Directors:

Mr. Guo Shuqing
Mr. Zhang Jianguo
Mr. Chen Zuofu
Mr. Zhu Xiaohuang

Registered office:

No. 25, Finance Street
Xicheng District
Beijing 100033
China

Independent non-executive Directors:

Lord Peter Levene
Dame Jenny Shipley
Ms. Elaine La Roche
Mr. Wong Kai-Man

Principal place of business

in Hong Kong:
44th Floor & 45th Floor Tower One
Lippo Centre
89 Queensway
Hong Kong

Non-executive Directors:

Mr. Wang Yong
Ms. Wang Shumin
Ms. Li Xiaoling

Dear Sir or Madam,

**ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR
AND
NOTICE OF THE FIRST EGM OF 2010**

INTRODUCTION

The purpose of this circular is to notify you of the First EGM of 2010 and to provide you with reasonable and necessary information.

The Board recently received a proposal from Central Huijin Investment Ltd., a Shareholder holding approximately 57% of issued shares of the Bank, to nominate Mr. Zhang Furong to act as the shareholder representative supervisor of the Bank.

LETTER FROM THE BOARD

The seventh meeting of the board of directors of the Bank of 2010 was held in Beijing on 30 July 2010. There were 11 directors eligible for attending the board meeting and 9 directors were present at the board meeting. Mr. Chen Zuofu, director, has appointed and authorized Ms. Wang Shumin, director, as his proxy to attend and vote on his behalf; Dame Jenny Shipley, director, has appointed and authorized Ms. Elaine La Roche, director, as her proxy to attend and vote on her behalf. The quorum constituted for the meeting was in compliance with the provisions stipulated in the *Company Law of the People's Republic of China* and the Articles of Association of the Bank. The meeting considered and approved the proposal to convene the First EGM of 2010, the voting result of which were as follows: voted in favour: 11 votes; voted against: 0 vote; abstained from voting: 0 vote. The proposal to elect Mr. Zhang Furong to act as the shareholder representative supervisor of the Bank will be considered at the First EGM of 2010 of the Bank. Details of the above mentioned proposal are set forth in this circular.

ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR

Pursuant to relevant laws and regulations and the Articles of Association of the Bank, Central Huijin Investment Ltd. proposed to nominate Mr. Zhang Furong to act as the shareholder representative supervisor of the Bank.

Mr. Zhang Furong meets the conditions to serve as supervisor as prescribed by relevant laws and regulations and the Articles of Association of the Bank. The term of office of Mr. Zhang Furong will expire on the date of the 2012 annual general meeting of the Bank. Mr. Zhang Furong's Curriculum Vita is as follows:

Mr. Zhang Furong, aged 58, Chinese, served as executive director and vice president of Industrial and Commercial Bank of China Limited (ICBC) from October 2005 to July 2010. Mr. Zhang became vice president of ICBC in 2000, he became assistant to president of ICBC and general manager of Human Resources Department in 1997. In 1994, Mr. Zhang concurrently served as vice president of ICBC Liaoning Branch and president of ICBC Dalian Branch. From 1986 he worked successively as chief of the Accounting Division and vice president of ICBC Liaoning Branch. Mr. Zhang joined ICBC in 1984, he joined the People's Bank of China in 1971. Mr. Zhang is also vice chairman of the Banking Accounting Society of China, vice chairman of Financial Planning Standards Council of China, chairman and non-executive director of Industrial and Commercial Bank of China (Canada). Mr. Zhang graduated from Liaoning Finance and Economics College and received a Master's degree in economics and a Doctorate degree in finance from Dongbei University of Finance and Economics.

Mr. Zhang's emoluments shall be determined pursuant to the *Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation*. The Nomination and Compensation Committee of the Board shall, at the end of each year, propose the emoluments distribution plan, which shall be presented to the Board for consideration and be subject to implementation upon the approval by the shareholders' meeting.

Other than the above, Mr. Zhang has no relationship with the Bank's directors, supervisors, senior management, major shareholders or controlling shareholders. As at the date of this circular, Mr. Zhang is not holding any equity interest in the Bank as defined in Section XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), is not in possession of any information that is required to be disclosed by rule 13.51(2)(h) to rule 13.51(2)(v) of Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, 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 Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. Save for disclosed herein, Mr. Zhang does not hold any directorships in other listed companies in the last three years, nor is he holding any positions in the

LETTER FROM THE BOARD

hold any directorships in other listed companies in the last three years, nor is he holding any positions in the members of the Group. Other than the above, there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

This proposal is submitted as an ordinary proposal for consideration at the shareholders' meeting.

THE FIRST EGM OF 2010

The notice convening the First EGM of 2010 to be held at 10:00 am on 15 September 2010 at No. 25 Finance Street, Xicheng District, Beijing is set out in this circular. The First EGM of 2010 will start at 10:00 a.m., registration for the meeting will be from 9:20 a.m. to 10:00 a.m. on 15 September 2010.

In order to determine the holders of H Shares who are entitled to attend the First EGM of 2010, the share registrar for H Shares will be closed from 16 August 2010 to 15 September 2010, both days inclusive, during which no transfer of H Shares will be effected. The holders of H Shares who intend to attend the First EGM of 2010 must deposit transfer documents together with the relevant share certificates no later than 4:30 p.m. on 13 August 2010, at the share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The reply slip and proxy form for use at the First EGM of 2010 are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). The holders of H Shares who intend to attend the First EGM of 2010 by proxy should complete and return the enclosed proxy form(s) to Computershare Hong Kong Investor Services Limited not less than 24 hours before the time fixed for holding the First EGM of 2010. Completion and return of the proxy form(s) will not preclude Shareholders from attending the First EGM of 2010 and voting in person if you so wish. Holders of H Shares who intend to attend the meeting in person or by proxy should complete and return the reply slip on or before 26 August 2010 by courier, by post or by fax to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE FIRST EGM OF 2010

Voting at the First EGM of 2010 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 all the Shareholders. Accordingly, the Board recommends that Shareholders to vote in favour of the relevant resolution on the First EGM of 2010.

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

30 July 2010



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Notice of the First Extraordinary General Meeting of 2010

NOTICE IS HEREBY GIVEN by the China Construction Bank Corporation (“**the Bank**”) that the First Extraordinary General Meeting of 2010 (the “**First EGM of 2010**”) will be convened at 10:00 am on 15 September 2010 at No. 25 Finance Street, Xicheng District, Beijing to consider and, if thought fit, to pass the following resolution. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Bank regarding the First EGM of 2010 dated 30 July 2010.

AS ORDINARY RESOLUTION:

1. To elect shareholder representative supervisor of the Bank

Pursuant to the proposal by Central Huijin Investment Ltd. and the resolution of the seventh meeting of the board of directors of the Bank of 2010, the proposal to elect Mr. Zhang Furong as shareholder representative supervisor of the Bank will be considered at the First EGM of 2010.

By order of the Board

China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President

30 July 2010

As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Dame Jenny Shipley, Ms. Elaine La Roche and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Ms. Wang Shumin and Ms. Li Xiaoling.

Notes:

1. Details of the proposals are set out in the circular published by the Bank on 30 July 2010.
2. The voting at the First EGM of 2010 shall be conducted by way of registered poll.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2010

3. In order to determine the holders of H Shares who are entitled to attend the First EGM of 2010, the share registrar for H Shares will be closed from 16 August 2010 to 15 September 2010, both days inclusive, during which no transfer of H Shares will be effected. The holders of H Shares who intend to attend the First EGM of 2010 must deposit transfer documents together with the relevant share certificates no later than 4:30 p.m. on 13 August 2010, at the share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
4. Each Shareholder entitled to attend and vote at the First EGM of 2010 may appoint one proxy to attend and vote on his behalf. The proxy need not be a Shareholder.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s).
6. The holders of H Shares who intend to attend the First EGM of 2010 by proxy, must complete the proxy form and return the proxy form to the Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the scheduled time for the First EGM of 2010. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the First EGM of 2010 if he so wishes.
7. The holders of H Shares who intend to attend the First EGM of 2010 in person or by proxy should return the reply slip to Computershare Hong Kong Investor Services Limited by courier, by post or by fax on or before 26 August 2010. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, the fax number is (852) 2865 0990.
8. The First EGM of 2010 is expected to last for half a day. Shareholders (whether attending in person or by their proxies) attending the First EGM of 2010 are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the meeting shall present identity certification.