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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)

**2010 REPORT OF BOARD OF DIRECTORS
2010 REPORT OF BOARD OF SUPERVISORS
2010 FINAL FINANCIAL ACCOUNTS
2011 FIXED ASSETS INVESTMENT BUDGET
2010 PROFIT DISTRIBUTION PLAN
APPOINTMENT OF AUDITORS FOR 2011
APPOINTMENT OF MR. DONG SHI AS NON-EXECUTIVE DIRECTOR
PURCHASE OF HEAD OFFICE BUSINESS PROCESSING CENTRE
AND
NOTICE OF 2010 ANNUAL GENERAL MEETING**

The 2010 Annual General Meeting of the Bank will be convened at 10:00 a.m. on 9 June 2011 at Pride International Convention Centre in Chengdu, No. 1 Middle Section, Tianfu Avenue, Chengdu, Sichuan. The notice of the 2010 Annual General Meeting, 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.hkex.com.hk).

The holders of H shares who intend to attend the 2010 Annual General Meeting 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 for the 2010 Annual General Meeting. Completion and return of the proxy form will not preclude you from attending the 2010 Annual General Meeting and voting in person if you so wish. Holders of the 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 20 May 2011.

25 April 2011

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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
“2010 Annual General Meeting”	the 2010 annual general meeting of the Bank to be held on 9 June 2011
“Article of Association”	the Article of Association of the Bank
“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 established pursuant to the Company Law of the People’s Republic of China
“Directors”	the directors of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the legal currency of the PRC
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Bank, including A share(s) and H share(s)

DEFINITIONS

“Shareholders”	holders of the Bank’s Share(s)
“Supervisors”	the supervisors 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:

Guo Shuqing
Zhang Jianguo
Chen Zuofu
Zhu Xiaohuang

Registered office:

No. 25, Financial Street
Xicheng District
Beijing 100033
China

Non-executive Directors:

Wang Yong
Wang Shumin
Zhu Zhenmin
Li Xiaoling
Sue Yang
Lu Xiaoma
Chen Yuanling

*Principal place of business
in Hong Kong:*

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

Independent non-executive Directors:

Lord Peter Levene
Yam Chi Kwong, Joseph
Dame Jenny Shipley
Elaine La Roche
Zhao Xijun
Wong Kai-Man

Dear Sir or Madam,

**2010 REPORT OF BOARD OF DIRECTORS
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AND
NOTICE OF 2010 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the 2010 Annual General Meeting and to provide you with reasonable and necessary information.

LETTER FROM THE BOARD

At the 2010 Annual General Meeting, ordinary resolutions will be proposed to (among others) consider and approve (i) 2010 report of Board of Directors; (ii) 2010 report of Board of Supervisors; (iii) 2010 final financial accounts; (iv) 2011 fixed assets investment budget; (v) 2010 profit distribution plan; (vi) appointment of auditors for 2011; (vii) appointment of Mr. Dong Shi as Non-executive Director of the Bank; and (viii) purchase of head office business processing centre.

2010 REPORT OF BOARD OF DIRECTORS

Please refer to the relevant section of the 2010 annual report of the Bank for the 2010 Report of Board of Directors of China Construction Bank Corporation.

2010 REPORT OF BOARD OF SUPERVISORS

Please refer to the relevant section of the 2010 annual report of the Bank for the 2010 Report of Board of Supervisors of China Construction Bank Corporation.

2010 FINAL FINANCIAL ACCOUNTS

Please refer to the financial report in the 2010 annual report of the Bank for the 2010 final financial accounts of China Construction Bank Corporation.

2011 FIXED ASSETS INVESTMENT BUDGET

In accordance with the principle of proactively implementing the Bank's development strategies, effectively supporting business transformation, channel building, flow optimization and development of key regions, enhancing information technology, consolidating operational and managerial foundation, and further leveraging on the efficacy of resources, the Bank has budgeted RMB26 billion for investment in fixed assets in 2011. The fixed assets investment of the Bank in 2011 will focus on supporting business transformation and channel building; focused and consistent commitment of resources will be made to such aspects as business outlets, self-service banking facilities, online banking, business support centers, science and technology projects and fundamental projects; due arrangements will be made to inject resources into productive and operational infrastructure such as construction and reconstruction of comprehensive business properties; reasonable control will be imposed on spending on vehicles, office equipments and other common fixed assets. As to the fixed assets investment budget, RMB9.0 billion will be used for the construction of business outlets, RMB3.25 billion will be used for the construction of production infrastructure and its maintenance, RMB3.74 billion will be used for the improvement and renovation of general administration offices, RMB3.4 billion will be used for IT equipment and technological projects, RMB1.36 billion will be used for the construction of electronic delivery channels, RMB1.25 billion will be used for business and administrative supporting expenditures, and RMB4.00 billion will be used for the purchase of land for head office comprehensive business building and for other preparatory matters.

LETTER FROM THE BOARD

2010 PROFIT DISTRIBUTION PLAN

Pursuant to the audited financial statements for the financial year ended 31 December 2010 prepared in accordance with the PRC GAAP and the International Financial Reporting Standards, the Board proposes the following plan for the distribution of profit:

1. On the basis of the after-tax profit of the Bank for 2010 in the amount of RMB132.604 billion, 10% of such profit (being RMB13.26 billion) be appropriated to the statutory surplus reserve fund of the Bank;
2. RMB5.983 billion be set aside as general provisions for 2010;
3. On the basis of the after-tax profit of the Bank for 2010 in the amount of RMB132.604 billion, 40% of such profit (being RMB53.052 billion) be distributed to all the shareholders (whose names appear on the shareholder register as of 23 June 2011) as cash dividend. The cash dividend per share hence would be RMB0.2122 (inclusive of taxes);
4. No transfer from the capital reserve fund will be made for 2010 to increase the share capital of the Bank.

APPOINTMENT OF AUDITORS FOR 2011

The Board proposes that the Bank appoint PricewaterhouseCoopers Zhongtian Certified Public Accountants Co., Ltd. as the domestic auditors of the Bank and its major domestic subsidiaries and PricewaterhouseCoopers as the international auditors of the Bank and its overseas subsidiaries in 2011 for a term of one year, commencing from the date on which this proposed resolution is adopted at the 2010 Annual General Meeting and ending on the date of the next annual general meeting. The audit expenses shall not exceed RMB140,000,000.

APPOINTMENT OF MR. DONG SHI AS NON-EXECUTIVE DIRECTOR OF THE BANK

The Board proposes to appoint Mr. Dong Shi as Non-executive Director of the Bank. Mr. Dong meets the qualification requirements to serve as director as stipulated in relevant laws, regulations and the Articles of Associations, the term of office shall be three years and will expire on the date of the 2013 annual general meeting. Mr Dong's CV is as follows:

Mr. Dong Shi, aged 46, a Chinese national, has served as a director of both China Reinsurance (Group) Corporation and China Reinsurance Asset Management Co., Ltd. since October 2008. Mr. Dong served consecutively as Assistant Special Inspector of the State Council, Division-Chief of the Supervisory Committee of Central Enterprises Working Commission and Deputy Director-General of the Foreign Affairs Bureau under the State-owned Assets Supervision and Administration Commission from August 1998 to September 2008. Mr. Dong was Deputy Division-Chief of the Inspection and Supervision Bureau of the People's

LETTER FROM THE BOARD

Bank of China from July 1988 to July 1998. Mr. Dong is a senior economist and accountant. Mr. Dong graduated from Zhengzhou University with a bachelor's degree in finance in 1988 and obtained a master's degree in economic law from the Renmin University of China in 2002. Mr. Dong made a study visit to the Federal Reserve of the United States in 1994 and studied at RMIT University in Australia in 1996. Mr. Dong is currently an employee of Central Huijin Investment Ltd.

Emoluments of the directors of the Bank shall be determined with reference to Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation. The Nomination and Compensation Committee shall, at the end of each year, propose the emoluments distribution plan and decide the amount of the emoluments, which shall be presented to the Board for consideration and be subject to implementation upon the approval of the Shareholders' meeting.

Besides the above stated, Mr. Dong has no relationship with the Bank's directors, supervisors, senior management, major Shareholders or controlling Shareholders and as at the date of this circular, Mr. Dong 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 as disclosed herein, Mr. Dong did not hold any directorships in other listed companies in the last three years or 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.

PURCHASE OF HEAD OFFICE BUSINESS PROCESSING CENTRE

To meet business development demands and to further enhance the comprehensive competitiveness of the Bank, we plan to purchase Head Office Business Processing Centre in Beijing with a total estimated investment of RMB13.5 billion.

In accordance with the relevant provisions of Company Law of PRC and other laws and regulations, as well as the Articles of Association of the Bank, the Board submits the following issues to the shareholders' general meeting for consideration:

1. Agree with the purchase of the Head Office Business Processing Centre;
2. Authorize the Board to handle the relevant matters related to the purchase of Head Office Business Processing Centre within RMB13.5 billion.

2010 ANNUAL GENERAL MEETING

The notice convening the 2010 Annual General Meeting to be held at 10:00 a.m. on 9 June 2011 at Pride International Convention Centre in Chengdu, No. 1 Middle Section, Tianfu Avenue, Chengdu, Sichuan is set out in this circular. The 2010 Annual General Meeting will start at 10:00 a.m., registration for the meeting will be from 9:20 a.m. to 10:00 a.m. on 9 June 2011.

LETTER FROM THE BOARD

In order to determine the Shareholders of the H shares who are entitled to attend the 2010 Annual General Meeting, the share registrar for H shares will be closed from 10 May 2011 to 9 June 2011, both days inclusive, during which period no transfer of H shares will be effected. Holders of H shares of the Bank who wish to attend the 2010 Annual General Meeting must deposit 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 9 May 2011. The address of the share registrar Computershare Hong Kong Investor Services Limited is Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

In order to determine the Shareholders of the H shares who are entitled to receive the 2010 cash dividends, the share registrar for H shares will be closed from 18 June 2011 to 23 June 2011, both days inclusive, during which period no transfer of H shares will be effected. Holders of H shares who wish to receive the 2010 cash dividends must deposit 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 17 June 2011. The address of the share registrar Computershare Hong Kong Investor Services Limited is Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The last trading day of the Bank's H shares before the ex-dividend date will be 15 June 2011, and the dividends will be excluded from 16 June 2011. If approved, the 2010 cash dividends will be paid around 15 July 2011 to the Shareholders.

A proxy form and a reply slip for use at the 2010 Annual General Meeting is enclosed and is also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). To be valid, holders of H shares who intend to attend the 2010 Annual General Meeting 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 for holding the 2010 Annual General Meeting. 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 2010 Annual General Meeting 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 in person, by post or by fax to Computershare Hong Kong Investor Services Limited on or before 20 May 2011. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE 2010 ANNUAL GENERAL MEETING

The voting at the 2010 Annual General Meeting will be taken by way of registered poll.

LETTER FROM THE BOARD

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 that Shareholders vote in favour of the relevant resolutions to be proposed at the 2010 Annual General Meeting.

Yours faithfully,

For and on behalf of the Board of Directors

China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President

25 April 2011

NOTICE OF 2010 ANNUAL GENERAL MEETING



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)

NOTICE OF 2010 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 Annual General Meeting of China Construction Bank Corporation (the “Bank”) will be held at 10:00 a.m. on 9 June 2011 at Pride International Convention Centre in Chengdu, No. 1 Middle Section, Tianfu Avenue, Chengdu, Sichuan to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the 2010 report of board of directors;
2. To consider and approve the 2010 report of board of supervisors;
3. To consider and approve the 2010 final financial accounts;
4. To consider and approve 2011 fixed assets investment budget;
5. To consider and approve the 2010 profit distribution plan;
6. To consider and approve the appointment of auditors for 2011;
7. To consider and approve the appointment of Mr. Dong Shi as Non-executive Director; and
8. To consider and approve the purchase of head office business processing centre.

Details of the above proposals are set out in the 2010 Annual General Meeting circular of the Bank dated 25 April 2011. Unless otherwise indicated, the capitalised terms used in the notice shall have the same meaning as those defined in the circular.

By order of the Board

China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President

25 April 2011

NOTICE OF 2010 ANNUAL GENERAL MEETING

As at the date of this circular, 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, 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 of the Bank are Mr. Wang Yong, Ms. Wang Shumin, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Ms. Sue Yang, Mr. Lu Xiaoma and Ms. Chen Yuanling.

Notes:

1. The voting at the 2010 Annual General Meeting will be taken by way of registered poll.
2. In order to determine the Shareholders of the H shares who are entitled to attend the 2010 Annual General Meeting, the Bank's register of members will be closed from 10 May 2011 to 9 June 2011, both days inclusive, during which period no transfer of H shares will be effected. Holders of H shares who wish to attend the 2010 Annual General Meeting must deposit 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 9 May 2011. The address of the share registrar Computershare Hong Kong Investor Services Limited is Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. A Shareholder entitled to attend and vote at this annual general meeting may appoint one proxy to attend and vote in his 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 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, holders of H shares who intend to attend the 2010 Annual General Meeting 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 for holding the 2010 Annual General Meeting. The address 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 annual general meeting if he so wishes.
6. Holders of H shares who intend to attend this annual general meeting in person or by proxy should return the reply slip in person, by post or by fax 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 20 May 2011 by hand, by mail or by fax (Fax: (852) 2865 0990).
7. This annual general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this annual general meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending this annual general meeting shall present identity certification.