



**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2006 annual general meeting of China Construction Bank Corporation (the “Bank”) will be held at 9:00 a.m. on Wednesday, 13 June 2007 at No. 25, Finance Street, Xicheng District, Beijing, PRC to consider and, if thought fit, pass the following resolutions:

### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the 2006 report of the board of directors of the Bank.
2. To consider and approve the 2006 report of the board of supervisors of the Bank.
3. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to election of members of the second board of directors of the Bank:
  - (1) The re-election of Mr. Guo Shuqing as an executive director of the Bank.
  - (2) The re-election of Mr. Zhang Jianguo as an executive director of the Bank.
  - (3) The re-election of Mr. Zhao Lin as an executive director of the Bank.
  - (4) The re-election of Mr. Luo Zhefu as an executive director of the Bank.
  - (5) The re-election of Ms. Wang Shumin as a non-executive director of the Bank.
  - (6) The re-election of Mr. Wang Yonggang as a non-executive director of the Bank.
  - (7) The re-election of Mr. Liu Xianghui as a non-executive director of the Bank.
  - (8) The re-election of Mr. Zhang Xiangdong as a non-executive director of the Bank.
  - (9) The re-election of Mr. Gregory L. Curl as a non-executive director of the Bank.
  - (10) The re-election of Mr. Song Fengming as an independent non-executive director of the Bank.
  - (11) The re-election of Mr. Tse Hau Yin, Aloysius as an independent non-executive director of the Bank.
  - (12) The re-election of Ms. Elaine La Roche as an independent non-executive director of the Bank.
  - (13) The re-election of Lord Peter Levene as an independent non-executive director of the Bank.
  - (14) The appointment of Mr. Wang Yong as a non-executive director of the Bank.
4. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to election of members of the second board of supervisors of the Bank:
  - (1) The re-election of Mr. Xie Duyang as a supervisor of the Bank.
  - (2) The re-election of Ms. Liu Jin as a supervisor of the Bank.
  - (3) The re-election of Mr. Jin Panshi as a supervisor of the Bank.

- (4) The re-election of Mr. Guo Feng as an external supervisor of the Bank.
- (5) The appointment of Mr. Dai Deming as an external supervisor of the Bank.
5. To consider and approve the 2006 final emoluments distribution plan for directors and supervisors of the Bank.
6. To consider and approve the Bank's audited financial statements for the year ended 31 December 2006 and auditors' report.
7. To consider and approve the Bank's 2006 profit distribution plan and the proposed 2006 dividend.
8. To authorize the board of directors of the Bank to deal with the matters related to the declaration of interim dividend for 2007, which interim dividend should be 45% of the after-tax net profit of the Bank for the six months ending 30 June 2007.
9. To consider and approve the Bank's 2006 final accounts.
10. To consider and approve the Bank's 2007 capital expenditure budget.
11. To consider and approve credit card cooperation with Bank of America Corporation and to authorize the board of directors to determine specific issues regarding such cooperation, including but not limited to, the terms of such cooperation, the preparation and signing of related documentation, and the establishment of a joint venture based on the results of negotiations with Bank of America Corporation and the requirements of regulatory authorities.
12. To authorize the board of directors to deal with matters related to liability insurance of the directors, supervisors and senior management of the Bank in accordance with market practice.
13. To consider and approve the re-appointment of KPMG Huazhen as the Bank's domestic auditors and KPMG as the Bank's international auditors for a term ending at the end of the next annual general meeting, and to authorize the board of directors to determine their remuneration.

#### **AS SPECIAL RESOLUTIONS**

14. To authorize the board of directors to issue subordinated bonds in accordance with the terms and conditions set out in the circular dated 27 April 2007.

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

27 April 2007

*As at the date of this notice, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Zhao Lin and Mr. Luo Zhefu; the non-executive directors of the Bank are Mr. Zhu Zhenmin, Mr. Jing Xuecheng, Ms. Wang Shumin, Mr. Wang Yonggang, Mr. Liu Xianghui, Mr. Zhang Xiangdong and Mr. Gregory L. Curl; and the independent non-executive directors of the Bank are Mr. Song Fengming, Mr. Yashiro Masamoto, Mr. Tse Hau Yin, Aloysius, Ms. Elaine La Roche and Lord Peter Levene.*

## Notes:

1. According to the Articles of Association of the Bank, a resolution will be determined on a show of hands unless before any vote on a show of hands, a poll is demanded. A poll may be demanded by (i) the chairman of the meeting; or (ii) at least two shareholders entitled to vote, present in person or by proxy; or (iii) by one or more shareholders present in person or by proxy representing ten percent or more of all shares carrying the voting rights at the meeting.
2. In order to determine the shareholders who are entitled to attend the 2006 Annual General Meeting and to receive the proposed 2006 cash dividend, the Bank's register of members will be closed from Monday, 14 May 2007 to Tuesday, 12 June 2007, both days inclusive, during which period no transfer of shares will be effected. Holders of H shares whose names appear on the Bank's register of members on Monday, 21 May 2007 are entitled to attend the meeting. In order to qualify for the 2006 cash dividend and to attend and vote at the 2006 annual general meeting, holders of H shares whose transfers have not been registered must deposit transfer documents together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on Friday, 11 May 2007. The address of the H share registrar Computershare Hong Kong Investor Services Limited, is Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. If approved, the 2006 dividend is expected to be paid around 13 July 2007 to the shareholders whose names appear on the register of members of the Bank on 21 May 2007.
3. A shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in his place. A proxy need not 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 authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorisation document must be notarized.
5. In order to be valid, the form of proxy together with the power of attorney or other authorised document (if any) must be deposited at the H share registrar of the Bank not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so wishes. The H share registrar of the Bank is Computershare Hong Kong Investor Services Limited at Room 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
6. Shareholders who intend to attend the meeting in person or by proxy should return the reply slip to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited at Room 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Wednesday, 23 May 2007 by hand, by post or by fax (Fax: (852) 2865 0990).
7. The meeting is expected to be concluded within half a day. Shareholders (or their proxies) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall be required to produce documents evidencing their identity.
8. A circular containing, inter alia, information about the directors and supervisors to be appointed at the 2006 annual general meeting, the credit card cooperation with Bank of America Corporation, the terms and conditions for issue of subordinated bonds and the notice of the 2006 annual general meeting will be dispatched to the shareholders on or about Friday, 27 April 2007.

*Please also refer to the published version of this announcement in **South China Morning Post**.*