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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**(Stock Code: 939)**

**REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR  
DIRECTORS FOR THE YEAR 2022  
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR  
SUPERVISORS FOR THE YEAR 2022  
ADDING QUOTA FOR CHARITABLE DONATIONS IN 2023  
AMENDMENTS TO THE PLAN ON AUTHORIZATION OF THE  
SHAREHOLDERS' GENERAL MEETING TO THE BOARD OF DIRECTORS OF  
CHINA CONSTRUCTION BANK CORPORATION  
AND  
NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING OF 2023**

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The Second EGM of 2023 of the Bank will be convened at 14:50 on 19 December 2023 at No. 25, Financial Street, Xicheng District, Beijing. The notice of the Second EGM of 2023 is enclosed and is also published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

H Shareholders who intend to attend the Second EGM of 2023 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 14:50 on 18 December 2023. Completion and return of the proxy form will not preclude you from attending the Second EGM of 2023 and voting in person if you so wish. H Shareholders who intend to attend the General Meeting in person or by proxy should complete and return the reply slip to Computershare Hong Kong Investor Services Limited on or before 29 November 2023.

2 November 2023

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## TABLE OF CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> . . . . .	1
<b>LETTER FROM THE BOARD</b> . . . . .	2
Introduction . . . . .	3
1. Remuneration distribution and settlement plan for directors for the year 2022 . . . . .	3
2. Remuneration distribution and settlement plan for supervisors for the year 2022 . . . . .	4
3. Adding quota for charitable donations in 2023 . . . . .	6
4. Amendments to the <i>Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation</i> . . . . .	6
The Second EGM of 2023 . . . . .	7
Voting method at the Second EGM of 2023 . . . . .	7
Recommendation . . . . .	7
<b>APPENDIX PLAN ON AUTHORIZATION OF THE SHAREHOLDERS' GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA CONSTRUCTION BANK CORPORATION (VERSION 2023)</b> . . . . .	8
<b>NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING OF 2023</b> . . . . .	15

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## DEFINITIONS

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*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
“A Shareholder(s)”	holder(s) of the A Shares
“Articles of Association”	the Articles of Association of the Bank (as amended from time to time)
“Bank” or “CCB”	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” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“H Share(s)”	overseas listed foreign ordinary 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
“H Shareholder(s)”	holder(s) of the H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Ordinary Shares”	A Shares and H Shares
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of Ordinary Shares
“Second EGM of 2023” or “General Meeting”	the second extraordinary general meeting of 2023 of the Bank to be convened on 19 December 2023

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Tian Guoli  
Mr. Zhang Jinliang  
Mr. Cui Yong  
Mr. Ji Zhihong

*Registered office:*

No. 25, Financial Street  
Xicheng District  
Beijing 100033  
China

*Non-executive Directors:*

Ms. Shao Min  
Mr. Tian Bo  
Mr. Xia Yang  
Ms. Liu Fang  
Ms. Li Lu

*Principal place of business  
in Hong Kong:*

28/F, CCB Tower  
3 Connaught Road  
Central  
Hong Kong

*Independent Non-executive Directors:*

Mr. Kenneth Patrick Chung  
Mr. Graeme Wheeler  
Mr. Michel Madelain  
Mr. William Coen  
Mr. Leung Kam Chung, Antony  
Lord Sassoon

2 November 2023

Dear Sir or Madam,

**REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR  
DIRECTORS FOR THE YEAR 2022  
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR  
SUPERVISORS FOR THE YEAR 2022  
ADDING QUOTA FOR CHARITABLE DONATIONS IN 2023  
AMENDMENTS TO THE PLAN ON AUTHORIZATION OF THE  
SHAREHOLDERS' GENERAL MEETING TO THE BOARD OF DIRECTORS OF  
CHINA CONSTRUCTION BANK CORPORATION  
AND  
NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING OF 2023**

## LETTER FROM THE BOARD

### INTRODUCTION

The purpose of this circular is to give you notice of the Second EGM of 2023 and to provide you with reasonable and necessary information.

At the Second EGM of 2023, resolutions will be proposed to consider and approve the following as ordinary resolutions: (i) remuneration distribution and settlement plan for directors for the year 2022; (ii) remuneration distribution and settlement plan for supervisors for the year 2022; (iii) adding quota for charitable donations in 2023; and the following as special resolution: (iv) amendments to the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation*.

### REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR DIRECTORS FOR THE YEAR 2022

The remuneration distribution and settlement plan for directors for the year 2022 of the Bank is as follows:

*Unit: RMB10,000*

Name	Title	Total remuneration for 2022 from the Bank (before tax)			Total	Whether obtained remuneration from shareholders or other related parties of the Bank
		Annual remuneration payable (Allowance)	Employer's contribution to social insurances, enterprise annuity, supplemental medical insurance and housing allowances	Other monetary income		
<b>Directors (in office as at the end of 2022)</b>						
Tian Guoli	Chairman, Executive Director	92.62	21.68	-	114.30	No
Zhang Jinliang	Vice Chairman, Executive Director	61.75	14.06	-	75.81	No
Xu Jiandong	Non-executive Director	-	-	-	-	Yes
Tian Bo	Non-executive Director	-	-	-	-	Yes
Xia Yang	Non-executive Director	-	-	-	-	Yes
Shao Min	Non-executive Director	-	-	-	-	Yes
Liu Fang	Non-executive Director	-	-	-	-	Yes
Malcolm Christopher McCarthy	Independent Non-executive Director	41.00	-	-	41.00	No
Kenneth Patrick Chung	Independent Non-executive Director	44.00	-	-	44.00	No
Graeme Wheeler	Independent Non-executive Director	44.00	-	-	44.00	No
Michel Madelain	Independent Non-executive Director	42.00	-	-	42.00	No
William Coen	Independent Non-executive Director	39.00	-	-	39.00	No
Leung Kam Chung, Antony	Independent Non-executive Director	41.00	-	-	41.00	No
<b>Directors Resigned in 2022</b>						
Wang Jiang	Vice Chairman, Executive Director	23.16	5.71	-	28.87	No
Zhang Qi	Non-executive Director	-	-	-	-	Yes

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## LETTER FROM THE BOARD

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*Notes:*

1. From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies of the States relating to the remuneration reform for central enterprises.
2. In accordance with relevant laws and regulations, independent non-executive directors receive allowances from the Bank.
3. The remuneration before tax in the above table refers to the total amount of remuneration of the directors of the Bank for the year 2022, including the "remuneration paid" as disclosed in the Bank's 2022 annual report. This plan is additional information to the remuneration of the directors as disclosed in the Bank's 2022 annual report.
4. In 2022, there were no performance-based remuneration resource deductions for directors of the Bank.
5. Mr. Xu Jiandong, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min, Ms Liu Fang and Mr. Zhang Qi are directors appointed by Central Huijin Investment Ltd. ("**Huijin**"), and they receive their remuneration from Huijin. In addition, some of the Bank's independent non-executive directors hold positions as directors or senior management in other legal entities or organisations, such legal entities or organisations thus become related parties of the Bank. Save as disclosed above, none of the Bank's directors obtained remuneration from related parties of the Bank during the reporting period.
6. Changes in directors:
  - (1) Upon election at the 2021 annual general meeting of the Bank and approval of the Board, Mr. Zhang Jinliang commenced his position as vice chairman and executive director of the Bank from June 2022;
  - (2) Upon election at the 2021 annual general meeting of the Bank, Mr. Tian Bo and Mr. Xia Yang continued to serve as non-executive directors of the Bank from June 2022, and Mr. Graeme Wheeler and Mr. Michel Madelain continued to serve as independent non-executive directors of the Bank from June 2022;
  - (3) Due to change of job, Mr. Wang Jiang ceased to serve as vice chairman and executive director of the Bank from March 2022;
  - (4) Due to change of work, Mr. Zhang Qi ceased to serve as non-executive director of the Bank from December 2022.

This resolution was considered and approved at the meeting of the Board of the Bank held on 23 August 2023 and is submitted to the Second EGM of 2023 for consideration.

### **REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR SUPERVISORS FOR THE YEAR 2022**

The remuneration distribution and settlement plan for supervisors for the year 2022 of the Bank is as follows:

## LETTER FROM THE BOARD

*Unit: RMB10,000*

Name	Title	Total remuneration for 2022 from the Bank (before tax)			Total	Whether obtained remuneration from shareholders or other related parties of the Bank
		Annual remuneration payable (Allowance)	Employer's contribution to social insurances, enterprise annuity, supplemental medical insurance and housing allowances	Other monetary income		
<b>Supervisors (in office as at the end of 2022)</b>						
Wang Yongqing	Chairman of the Board of Supervisors, Shareholder Representative Supervisor	92.62	21.68	-	114.30	No
Lin Hong	Shareholder Representative Supervisor	220.14	26.86	-	247.00	No
Wang Yi	Employee Representative Supervisor	5.00	-	-	5.00	No
Liu Jun	Employee Representative Supervisor	5.00	-	-	5.00	No
Zhao Xijun	External Supervisor	29.00	-	-	29.00	No
Liu Huan	External Supervisor	26.00	-	-	26.00	No
Ben Shenglin	External Supervisor	25.00	-	-	25.00	No

### Supervisor Resigned in 2022

Yang Fenglai	Shareholder Representative Supervisor	201.74	22.94	-	224.68	No
Deng Aibing	Employee Representative Supervisor	4.58	-	-	4.58	No

### Notes:

1. From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies of the States relating to the remuneration reform for central enterprises.
2. In accordance with relevant laws and regulations, employee representative supervisors and external supervisors receive allowances from the Bank.
3. The remuneration before tax in the above table refers to the total amount of remuneration of the supervisors of the Bank for the year 2022, including the "remuneration paid" as disclosed in the Bank's 2022 annual report. This plan is additional information to the remuneration of the supervisors as disclosed in the Bank's 2022 annual report.
4. In 2022, there were no performance-based remuneration resource deductions for supervisors of the Bank.
5. Some of the Bank's external supervisors hold positions as directors or senior management in other legal entities or organisations, such legal entities or organisations thus become related parties of the Bank. Save as disclosed above, none of the Bank's supervisors obtained remuneration from related parties of the Bank during the reporting period.
6. Changes in supervisors:
  - (1) Upon election at the 2021 annual general meeting and meeting of the board of supervisors of the Bank, Mr. Wang Yongqing continued to serve as chairman of the board of supervisors and shareholder representative supervisor of the Bank from June 2022;

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## LETTER FROM THE BOARD

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- (2) Upon election at the 2021 annual general meeting, Mr. Zhao Xijun continued to serve as external supervisor of the Bank from June 2022;
- (3) Due to change of work, Mr. Yang Fenglai ceased to serve as shareholder representative supervisor of the Bank from November 2022;
- (4) By reason of age, Mr. Deng Aibing ceased to serve as employee representative supervisor of the Bank from November 2022.

This resolution was considered and approved at the meeting of the Board of the Bank held on 23 August 2023 and is submitted to the Second EGM of 2023 for consideration.

### **ADDING QUOTA FOR CHARITABLE DONATIONS IN 2023**

Based on the demands for consolidating the achievements in poverty alleviation, supporting rural revitalization and performing other social responsibilities, it is suggested to add quota for charitable donations of the Board in 2023. The specific content is as follows:

CCB proposes that an additional of RMB33.90 million quota be added to the existing RMB100 million quota for charitable donations of the Board of the Bank in 2023 to consolidate the achievements in poverty alleviation, support rural revitalization, etc. and that the Shareholders' general meeting authorize the Board to review and approve donations within the quota. Subject to the authorisation from the Shareholders' general meeting, the Board shall authorise the senior management to review and approve single donations of not more than RMB8 million within the quota.

The authorisation shall be effective since the date of approval by the Shareholders' general meeting till 31 December 2023.

This resolution was considered and approved at the meeting of the Board of the Bank held on 23 August 2023 and is submitted to the Second EGM of 2023 for consideration.

### **AMENDMENTS TO THE PLAN ON AUTHORIZATION OF THE SHAREHOLDERS' GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA CONSTRUCTION BANK CORPORATION**

In order to further enhance the corporate governance mechanism, optimize the authorization management system, effectively control the risks and improve the operational efficiency, the Bank amended the current *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation*, and formulated the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation (Version 2023)* pursuant to the laws and regulations of the state, policies of relevant governmental departments, regulatory guidance and requirements of Shareholders, and in the light of the actual needs of the Bank regarding its strategic development, operation and management. Please refer to the Appendix to this circular for details of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation (Version 2023)*.

This resolution was considered and approved at the meeting of the Board of the Bank held on 26 October 2023 and is submitted to the Second EGM of 2023 for consideration.

Based on the work schedule for authorization and delegation of the authorization in a coordinated manner, the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation (Version 2023)* shall come into force on 1 March 2024 after being approved by the shareholders' general meeting.



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## LETTER FROM THE BOARD

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### THE SECOND EGM OF 2023

The notice of the Second EGM of 2023 of the Bank to be held at 14:50 on 19 December 2023 at No. 25, Financial Street, Xicheng District, Beijing, is set out in this circular. Registration of the meeting will start from 14:10 to 14:50 on 19 December 2023.

In order to determine the H Shareholders who are entitled to attend the Second EGM of 2023, the Bank's register of members for H Shares will be closed from 19 November 2023 to 19 December 2023, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the Second EGM of 2023 must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 16:30 on 17 November 2023. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A proxy form and a reply slip for use at the Second EGM of 2023 are despatched together with this circular and published on the HKEXnews website of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). To be valid, H Shareholders who intend to attend the Second EGM of 2023 by proxy should complete and return the enclosed proxy form to Computershare Hong Kong Investor Services Limited before 14:50 on 18 December 2023. 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 Second EGM of 2023 and voting in person if you so wish. H Shareholders who intend to attend the Second EGM of 2023 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 29 November 2023. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

### VOTING METHOD AT THE SECOND EGM OF 2023

The voting at the Second EGM of 2023 will be taken by way of registered poll.

### 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 Second EGM of 2023.

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

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**APPENDIX                      PLAN ON AUTHORIZATION OF THE SHAREHOLDERS’  
GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA  
CONSTRUCTION BANK CORPORATION (VERSION 2023)**

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**PLAN ON AUTHORIZATION OF THE SHAREHOLDERS’ GENERAL  
MEETING TO THE BOARD OF DIRECTORS  
OF CHINA CONSTRUCTION BANK CORPORATION (VERSION 2023)**

In accordance with relevant requirements of the *Company Law of the People’s Republic of China*, the *Commercial Banking Law of the People’s Republic of China*, the *Corporate Governance Standards for Banking and Insurance Institutions*, the *Guidelines for Internal Control of Commercial Banks*, and the *Articles of Association of China Construction Bank Corporation*, the following powers are granted to the Board of Directors by the Shareholders’ General Meeting of China Construction Bank Corporation (“CCB”):

**I.        EQUITY INVESTMENT**

If the new equity investment (including debt-for-equity swaps, mergers and acquisitions, etc.) in the current year, on a single-project basis, does not exceed 2% of the latest audited net assets value (on the Group’s consolidated basis, same hereinafter), the Board of Directors shall be authorized to review and approve such transaction. Where it is approved by the Board of Directors, it shall be passed by at least two-thirds of directors.

A single project refers to a single investment target (excluding SPV). For equity investments of portfolios or asset pools (including private equity investment funds), the underlying investment target shall be revealed in conformity with the principle of the penetration management.

The equity investments of CCB and its consolidated subsidiaries (including SPVs) in a single project shall be fully calculated on a cumulative basis.

SPV (Special Purpose Vehicle) refers to an institution without a standalone office site and full-time staff that does not expand business and does not set operation performance objective. If explicit provisions on the SPV are stipulated by regulators, such provisions shall prevail.

**II.        ISSUANCE OF FINANCIAL BONDS**

The Group shall develop an annual plan for issuing bonds (with limits) and submit it to the Shareholders’ General Meeting for review and approval. Such authority of approval shall not be delegated to the Board of Directors.

If the amount of bonds to be issued is within the limit of the annual issuance plan approved by the Shareholders’ General Meeting, the Board of Directors shall be authorized to review and approve the issuance of the bonds, unless otherwise specified by the relevant financial regulatory authorities of the state.

If the amount of bonds exceeds the limit, such issuance shall be submitted to the Shareholders’ General Meeting for review and approval.

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**APPENDIX                      PLAN ON AUTHORIZATION OF THE SHAREHOLDERS’  
GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA  
CONSTRUCTION BANK CORPORATION (VERSION 2023)**

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**III. BOND INVESTMENT**

The Board of Directors shall be authorized to review and approve the investments in the PRC treasury bonds, central bank bills, bonds of international financial institutions, government bonds of sovereign states and regions with rating at the investment grade and above, local government bonds (including special bonds of local government), bonds of China Development Bank, bonds of policy banks and government-sponsored (agency) bonds.

Apart from the aforementioned bond investments, if the investment balance of a single bond issuer (the issuer refers to the debtor) does not exceed 10% of the latest audited net assets, or if the investment balance of a single bond issuer with the rating of bond below investment grade and without sufficient guarantee, does not exceed 1% of the latest audited net assets, the Board of Directors shall be authorized to review and approve such investments.

**IV. ASSET PURCHASE**

**i. Credit assets**

The Board of Directors shall be fully authorized to review and approve the purchase of credit assets (including loans, guarantees and bill discounting, etc.).

The purchase of assets under the credit business such as inter-bank investment and financing under credit, and derivative transactions on behalf of customers shall be implemented in accordance with this clause.

**ii. Fixed assets**

Within the annual budget as approved by the Shareholders’ General Meeting, if the amount of fixed asset, on a single-project basis, does not exceed RMB5 billion, the Board of Directors shall be authorized to review and approve such transaction.

**iii. Technology systems**

Within the annual budget as approved by the Shareholders’ General Meeting, if the procurement of technology systems (including procurement of systems developed independently and technology equipment, etc.), on a single-project basis, does not exceed RMB5 billion, the Board of Directors shall be authorized to review and approve such transaction.

**iv. Other non-credit assets**

If the amount of assets, on a single-project basis, does not exceed RMB2.5 billion, the Board of Directors shall be authorized to review and approve such transaction.

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**APPENDIX                      PLAN ON AUTHORIZATION OF THE SHAREHOLDERS’  
GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA  
CONSTRUCTION BANK CORPORATION (VERSION 2023)**

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Other non-credit assets refer to those assets other than credit assets, fixed assets, equity assets, and bonds, such as intangible assets including accounts receivable or land use rights, but do not include currencies or precious metals.

**V.      DISPOSAL OF ASSETS**

**i.      Credit assets**

The Board of Directors shall be fully authorized to review and approve the disposal of the credit assets. Where relevant provisions of the regulatory authorities of the state shall be fulfilled, the disposal shall be managed in accordance with such relevant requirements.

**ii.     Fixed assets**

If the net book value of the asset, on a single-project basis, does not exceed RMB4 billion, and the sum of its net book value and that of fixed assets disposed of in the past four months does not exceed 33% of the latest audited net book value of fixed assets, the Board of Directors shall be authorized to review and approve such transaction.

The disposal of fixed assets includes the transfer, swap, and bestowment of assets, excluding provision of guarantee with fixed assets.

**iii.    Equity assets**

If the original value of the asset, on a single-project basis, does not exceed 1% of the latest audited net asset value (including policy debt-to-equity swaps and equity for debt settlements), the Board of Directors shall be authorized to review and approve such transaction. Where it is approved by the Board of Directors, it shall be passed by at least two-thirds of directors.

The equity for settling debts in this item refers to the equity paid to CCB by the debtor, guarantor or third party through the exercise of creditor’s rights or property rights on the collaterals in accordance with laws.

**iv.    Bond assets**

The Board of Directors shall be fully authorized to review and approve the disposal of bond assets.

**v.      Other non-credit assets**

The Board of Directors shall be fully authorized to review and approve the disposal of other non-credit assets.

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**APPENDIX                      PLAN ON AUTHORIZATION OF THE SHAREHOLDERS’  
GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA  
CONSTRUCTION BANK CORPORATION (VERSION 2023)**

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According to the *Guiding Opinions on Regulating the Asset Management Business of Financial Institutions* and the requirements of relevant provisions, the Board of Directors shall be fully authorized to review and approve the disposal of relevant wealth management assets.

**VI. WRITE-OFF OF ASSETS**

**i. Credit assets**

If the principal of a single contract does not exceed RMB2.5 billion, the Board of Directors shall be authorized to review and approve such matter.

The principal of a single contract shall be the balance of the principal as of the date of application for write-off.

**ii. Fixed assets**

If the net book value of the asset, on a single-project basis, does not exceed RMB600 million, the Board of Directors shall be authorized to review and approve such matter.

The write-off of fixed assets includes the write-off for losses, scrapping, and inventory losses of fixed assets.

**iii. Equity assets**

If the original value of the asset, on a single-project basis, does not exceed 0.5% of the latest audited net asset value (including policy debt-for-equity swaps and equity for settling debts, etc.), the Board of Directors shall be authorized to review and approve such matter. Where it is approved by the Board of Directors, it shall be passed by at least two-thirds of directors.

**iv. Bond assets**

The Board of Directors shall be fully authorized to review and approve the write-off of bond assets.

**v. Other non-credit assets**

The Board of Directors shall be authorized to review and approve the write-off for other non-credit asset with net book value of the asset, on a single-project basis, not exceeding RMB400 million.

According to the *Guiding Opinions on Regulating the Asset Management Business of Financial Institutions* and relevant provisions, if the written-off asset involved in the remediation of relevant wealth management business does not exceed RMB2 billion in a single transaction, the Board of Directors shall be authorized to review and approve such matter.

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**APPENDIX                      PLAN ON AUTHORIZATION OF THE SHAREHOLDERS’  
GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA  
CONSTRUCTION BANK CORPORATION (VERSION 2023)**

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The net book value in this item refers to the balance of the book value of the asset after deducting depreciation or amortization, and impairment of the asset.

**VII. ASSET MORTGAGE AND OTHER NON-COMMERCIAL BANKING GUARANTEE**

If the amount in a single transaction used for external mortgage or other non-commercial banking guarantee does not exceed RMB1 billion, the Board of Directors shall be authorized to review and approve such transaction.

Events that may impose material guarantee liability on CCB, such as issuance of liquidity support letters, margin filling letters, commitment letters, comfort letters, to external parties, as well as events that may affect the brand image of CCB, such as issuance of keepwell deed to relevant entities, shall be managed in accordance with the authorization of the aforementioned guarantees.

The amount of guarantees of CCB and its consolidated subsidiaries (including SPVs) to the same entity shall be fully calculated on a cumulative basis.

**VIII. RELATED-PARTY TRANSACTIONS**

The Board of Directors shall be fully authorized to review and approve such transactions.

If provisions of laws, regulations, normative documents and local listing rules provide otherwise in terms of the approval of related-party transactions, such provisions shall prevail.

**IX. SETTING UP AND ADJUSTMENT OF INSTITUTIONS**

The Board of Directors shall be fully authorized to review and approve such matters.

If provisions of laws, regulations, normative documents, and other clauses of the Letter of Authorization provide otherwise in terms of the relevant matters, such provisions shall prevail.

**X. SIGNIFICANT EVENTS OF LEGAL PERSON INSTITUTIONS**

The Board of Directors shall be fully authorized to review and approve such matters.

If provisions of laws, regulations, normative documents, and other clauses of the Letter of Authorization provide otherwise in terms of the relevant matters, such provisions shall prevail.

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**APPENDIX                      PLAN ON AUTHORIZATION OF THE SHAREHOLDERS’  
GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA  
CONSTRUCTION BANK CORPORATION (VERSION 2023)**

---

**XI. APPROVAL AUTHORITY OF EXTERNAL DONATION**

If the external donation, on a single-project basis, does not exceed RMB8 million, and the total amount of external donations in the current year does not exceed RMB25 million plus three thousandths of the net profit of CCB in the last year (if the sum exceeds RMB100 million, the amount shall be calculated as RMB100 million), the Board of Directors shall be authorized to review and approve such matter.

The total amount of external donations in the current year shall be fully aggregated according to the consolidated financial statements of the Group.

If the aid offered to areas encountering major emergencies exceeds the total amount or the limit for a single transaction mentioned above, the Board of Directors shall be authorized to review and approve such matter. Where it is approved by the Board of Directors, it shall be passed by at least two-thirds of directors.

**XII. EXPENSES**

The Board of Directors shall be fully authorized to review and approve the expenses.

**XIII. EXPENSES ON CIVIL CASES**

The Board of Directors shall be fully authorized to review and approve the expenses on civil cases.

**XIV. ORDINARY AND USUAL COURSE OF OPERATION MANAGEMENT AND APPROVAL AUTHORITY**

Except for issues that shall be approved by the Shareholders’ General Meeting as explicitly specified in the Articles of Association, the Rules of Procedures of the Shareholders’ General Meeting and the Rules of Procedure of the Board of Directors, and issues stipulated in the aforementioned clauses, other authorities for operation management and decision-making shall be exercised by the Board of Directors and the Senior Management in compliance with corresponding regulations, resolutions of the Shareholders’ General Meeting, and resolutions of the Board of Directors.

**XV. OTHERS**

- i. If provisions of laws, regulations, normative documents and listing rules of the listing places provide otherwise in terms of the relevant matters, such provisions shall prevail.
- ii. In the Letter of Authorization, the relevant amount excludes value-added tax in RMB, and foreign currencies shall be converted into equivalent RMB; for amounts or proportions involved, the term “less than” shall exclude the principal amount and the term “not exceed” shall include the principal amount; the total assets, net assets, and net profits, unless otherwise specified, are accounting data under the Group’s consolidation criteria.

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**APPENDIX                                PLAN ON AUTHORIZATION OF THE SHAREHOLDERS'  
GENERAL MEETING TO THE BOARD OF DIRECTORS OF CHINA  
CONSTRUCTION BANK CORPORATION (VERSION 2023)**

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- iii. The Board of Directors shall conduct annual statistical analysis on the implementation of this authorization plan and report it to the Shareholders' General Meeting. The Shareholders' General Meeting and the Board of Directors may supplement or adjust the corresponding authorization through resolutions based on the actual situation.
- iv. CCB shall further fulfill the main responsibility for risk prevention and control, strengthen internal control over the write-off of assets and transfer of non-performing assets, and operate rigorously in accordance with relevant regulations; improve the accountability mechanism, and ensure the effective and compliant responsibility identification and accountability for write-off and transfer; make appropriate arrangements for the recovery after write-off, adhere to the principle that "though accounts are written off, the rights of credit still remain with an aim of full recovery of debts", strive to maximize the recovery value; and report the management situation of write-off to the Board of Directors in accordance with relevant regulations. The Board of Directors shall regularly assess the recovery after write-off, and on this basis, dynamically adjust the authorized amount for write-off by the Senior Management.
- v. Where the matters falling within the scope defined by the Letter of Authorization shall be submitted to the Shareholders' General Meeting of CCB for review and approval and the authorization to the Board of Directors is not allowed according to the applicable laws and regulations or the requirements of the regulatory authorities entitled to exercise jurisdiction over CCB or the relevant matters (including securities regulatory departments and stock exchanges in the places where CCB's shares are listed), such provisions or regulatory requirements shall prevail.
- vi. From the effective date of the Letter of Authorization, except for the *Articles of Association of China Construction Bank Corporation*, in case of any inconsistency between provisions on authorization in CCB Group's existing rules and regulations and the Letter of Authorization, the Letter of Authorization shall prevail. The Letter of Authorization shall come into effect from the date of approval by the Shareholders' General Meeting or a specific date determined by the Shareholders' General Meeting, and shall terminate upon the approval of amendments to the plan of the authorization by the Shareholders' General Meeting or on a specific date as determined by the Shareholders' General Meeting.



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# NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

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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)**

## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

**NOTICE IS HEREBY GIVEN** that the Second EGM of 2023 of China Construction Bank Corporation (the “**Bank**”) will be held at 14:50 on 19 December 2023 at No. 25, Financial Street, Xicheng District, Beijing, to consider and, if thought fit, pass the following resolutions:

### AS ORDINARY RESOLUTIONS

1. Remuneration distribution and settlement plan for directors for the year 2022
2. Remuneration distribution and settlement plan for supervisors for the year 2022
3. Adding quota for charitable donations in 2023

### AS SPECIAL RESOLUTION

4. Amendments to the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation*

Details of the above proposals are set out in the circular regarding the Second EGM of 2023 of the Bank dated 2 November 2023. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meanings as those defined in the circular.

By order of the Board

**China Construction Bank Corporation**

**Zhang Jinliang**

*Vice Chairman, Executive Director and President*

2 November 2023

*As at the date of this notice, the executive directors of the Bank are Mr. Tian Guoli, Mr. Zhang Jinliang, Mr. Cui Yong and Mr. Ji Zhihong; the non-executive directors of the Bank are Ms. Shao Min, Mr. Tian Bo, Mr. Xia Yang, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen, Mr. Leung Kam Chung, Antony and Lord Sassoon.*

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

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*Notes:*

1. The voting at the General Meeting will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the Second EGM of 2023, the Bank's register of members for H Shares will be closed from 19 November 2023 to 19 December 2023, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the General Meeting must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 16:30 on 17 November 2023. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. A Shareholder entitled to attend and vote at the General Meeting may appoint proxy to attend and vote in his/her/its 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/her/its 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, H Shareholders who intend to attend the General Meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 14:50 on 18 December 2023. The address of Computershare Hong Kong Investor Services Limited 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 the General Meeting if he/she so wishes.
6. H Shareholders who intend to attend this General Meeting in person or by proxy should return the reply slip in person, by post or by fax ((852) 2865 0990) 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 29 November 2023.
7. Shareholders or their proxies who intend to attend the General Meeting may send questions related to the matters to be considered at the General Meeting or operating results of the Bank via email to the mailbox (ir@ccb.com) of the Investor Relations of the Bank by 29 November 2023. The common concerned questions of Shareholders will be answered by the Bank at the General Meeting.
8. The General Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the General Meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the General Meeting shall present identity documents.