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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
FIRST EXTRAORDINARY GENERAL MEETING OF 2025**

NOTICE IS HEREBY GIVEN that the First EGM of 2025 of China Construction Bank Corporation (the “**Bank**”) will be held at 14:45 on 22 April 2025 at No. 25, Financial Street, Xicheng District, Beijing, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. Profit distribution plan for 2024
2. Election of Ms. Li Li as non-executive Director of the Bank
3. Election of Mr. Zhang Weiguo as independent non-executive Director of the Bank
4. Fulfilment of the conditions for the issuance of A Shares to specific target by CCB
5. *The Demonstration and Analysis Report for the Issuance Plan of A Shares to Specific Target by CCB*
6. *The Feasibility Analysis Report on the Use of Proceeds from the Issuance of A Shares to Specific Target by CCB*
7. *The Dilution of Immediate Returns from the Issuance of A Shares by CCB to Specific Target, Mitigation Measures, and Commitments by Relevant Parties*

8. The *Shareholder Return Plan for the Next Three Years (2025-2027) of CCB*
9. Exemption from the preparation of report on the use of proceeds previously raised

AS SPECIAL RESOLUTIONS

10. Annual issuance plan for the Group's financial bonds
11. Issuance plan of A Shares to specific target of CCB (vote on a separate basis)
 - (1) Type and par value of the Shares to be issued
 - (2) Issuance method and time
 - (3) Issuance target and subscription method
 - (4) Issuance price and pricing methods
 - (5) Number of Shares to be issued
 - (6) Arrangement for lock-up period
 - (7) Listing venue
 - (8) Arrangement of accumulated profits before the completion of the issuance
 - (9) Scale and use of proceeds
 - (10) Validity period of the resolution of the issuance
12. The execution of *Share Subscription Agreement with Conditions* between CCB and specific target
13. Introducing strategic investment from the Ministry of Finance of the People's Republic of China for CCB
14. Requesting the Shareholders' general meeting and Shareholders Class Meetings to authorise the Board to deal with matters related to the issuance of A Shares to specific target

Details of the above proposals are set out in the circular regarding the First EGM of 2025 and the First H Shareholders Class Meeting of 2025 of the Bank dated 3 April 2025. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meanings as those defined in the circular.

**The Board of Directors of
China Construction Bank Corporation**

3 April 2025

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

Notes:

1. The voting at the First EGM of 2025 will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the First EGM of 2025, the Bank's register of members for H Shares will be closed from 15 April 2025 to 22 April 2025, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the First EGM of 2025 must lodge 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 16:30 on 14 April 2025. 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. The Board of the Bank has proposed a final cash dividend for 2024 of RMB0.206 per Share (tax-inclusive), totalling approximately RMB51,502 million ("**final dividends**"). If approved by the First EGM of 2025, the final dividends will be distributed to the Shareholders whose names appear on the register of members of the Bank after the closing of the stock market on 8 May 2025. The expected payment date of the H Share final dividends is 28 May 2025. In order to determine the H Shareholders who are entitled to receive the final dividends, the register of members of H Shares of the Bank will be closed from 3 May 2025 to 8 May 2025, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to receive the final dividends must lodge 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 16:30 on 2 May 2025. 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.
4. A Shareholder entitled to attend and vote at the First EGM of 2025 may appoint proxies to attend and vote in his/her place. A proxy need not be a Shareholder of the Bank.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorised 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 authorised attorney(s).

6. To be valid, H Shareholders who intend to attend the First EGM of 2025 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 14:45 on 21 April 2025. 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 First EGM of 2025 if he/she so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked.
7. H Shareholders who intend to attend the First EGM of 2025 in person or by proxy are advised to 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 11 April 2025.
8. Shareholders who intend to attend the First EGM of 2025 may send questions related to the matters to be considered at the First EGM of 2025 or operating results of the Bank via email to the mailbox (ir@ccb.com) of the Investor Relations of the Bank on or before 15 April 2025. The common concerned questions of Shareholders will be answered by the Bank at the First EGM of 2025.
9. The First EGM of 2025 will adopt a combination of both onsite voting and online voting (online voting is only applicable to A Shareholders) in terms of the mechanism for attending and voting at the meeting.
10. The First EGM of 2025 is expected to last for half a day. Shareholders (in person or by proxy) attending the First EGM of 2025 are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the First EGM of 2025 shall present identity documents.