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If you have sold or transferred all your shares in China Construction Bank Corporation, you should at once hand this circular and the enclosed proxy form and reply slip 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: 00939)

**REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
DIRECTORS FOR THE YEAR 2024
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
SUPERVISORS FOR THE YEAR 2024
ELECTION OF MR. SUN XIAOKUN
AS EXECUTIVE DIRECTOR OF THE BANK
AND
NOTICE OF THE FIRST EXTRAORDINARY
SHAREHOLDERS' MEETING OF 2026**

The First Extraordinary Shareholders' Meeting of 2026 of the Bank will be convened at 14:50 on 29 April 2026 at No. 25, Financial Street, Xicheng District, Beijing. The notice of the First Extraordinary Shareholders' Meeting of 2026 is set out in this circular and is also published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

H Shareholders who intend to attend the First Extraordinary Shareholders' Meeting of 2026 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 28 April 2026. Completion and return of the proxy form will not preclude you from attending the First Extraordinary Shareholders' Meeting of 2026 and voting in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked. H Shareholders who intend to attend the First Extraordinary Shareholders' Meeting of 2026 in person or by proxy are advised to complete and return the reply slip to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, on or before 19 April 2026.

10 April 2026

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DEFINITIONS

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

“A Share(s)”	domestic listed 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”	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: 00939) and the Shanghai Stock Exchange (stock code: 601939), respectively
“Board” or “Board of Directors”	the board of directors 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“NFRA”	National Financial Regulatory Administration
“Ordinary Shares”	A Shares and H Shares
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Ordinary Shares
“First Extraordinary Shareholders’ Meeting of 2026” or “Meeting”	the first extraordinary shareholders’ meeting of 2026 of the Bank to be held on 29 April 2026

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

(Stock Code: 00939)

Executive Directors:

Mr. Zhang Jinliang

Mr. Zhang Yi

Mr. Ji Zhihong

Non-executive Directors:

Ms. Xin Xiaodai

Ms. Liu Fang

Ms. Li Lu

Ms. Li Li

Mr. Dou Hongquan

Mr. Shi Jian

Registered office:

No. 25, Financial Street

Xicheng District

Beijing 100033

China

Principal place of business in Hong Kong:

28/F, CCB Tower

3 Connaught Road Central

Hong Kong

Independent Non-executive Directors:

Mr. William Coen

Mr. Leung Kam Chung, Antony

Lord Sassoon

Mr. Lin Zhijun

Mr. Zhang Weiguo

10 April 2026

Dear Sir or Madam,

**REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
DIRECTORS FOR THE YEAR 2024
REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR
SUPERVISORS FOR THE YEAR 2024
ELECTION OF MR. SUN XIAOKUN
AS EXECUTIVE DIRECTOR OF THE BANK
AND
NOTICE OF THE FIRST EXTRAORDINARY
SHAREHOLDERS' MEETING OF 2026**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notice of the First Extraordinary Shareholders' Meeting of 2026 and to provide you with reasonable and necessary information.

At the First Extraordinary Shareholders' Meeting of 2026, resolutions will be proposed to consider and approve the following as ordinary resolutions: (i) Remuneration distribution and settlement plan for directors for the year 2024; (ii) Remuneration distribution and settlement plan for supervisors for the year 2024; and (iii) Election of Mr. Sun Xiaokun as executive director of the Bank.

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR DIRECTORS FOR THE YEAR 2024

The remuneration distribution and settlement plan for directors for the year 2024 of the Bank is as follows:

Unit: RMB10,000

Name	Title	Total remuneration before tax for 2024 from the Bank			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	
Directors (in office as at the end of 2024)					
Zhang Jinliang	Chairman, Executive Director	93.30	24.37	–	No
Zhang Yi	Vice Chairman, Executive Director	62.20	17.11	–	No
Ji Zhihong	Executive Director	83.97	23.59	–	No
Tian Bo	Non-executive Director	–	–	–	Yes
Xia Yang	Non-executive Director	–	–	–	Yes
Liu Fang	Non-executive Director	–	–	–	Yes
Li Lu	Non-executive Director	–	–	–	Yes
Graeme Wheeler	Independent Non-executive Director	44.00	–	–	No
Michel Madelain	Independent Non-executive Director	44.00	–	–	No
William Coen	Independent Non-executive Director	40.00	–	–	No

LETTER FROM THE BOARD

Name	Title	Total remuneration before tax for 2024 from the Bank			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	
Leung Kam Chung, Antony	Independent Non-executive Director	41.00	–	–	No
Lord Sassoon	Independent Non-executive Director	39.00	–	–	No
Lin Zhijun	Independent Non-executive Director	13.00	–	–	No

Directors Resigned in 2024

Tian Guoli	Chairman, Executive Director	23.32	5.45	–	No
Shao Min	Non-executive Director	–	–	–	Yes
Kenneth Patrick Chung	Independent Non-executive Director	22.00	–	–	No

Notes:

1. From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies 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 2024, including the "remuneration paid" as disclosed in the Bank's 2024 annual report. This plan is additional information to the remuneration of directors as disclosed in the Bank's 2024 annual report.
4. In 2024, there were no performance-based remuneration recourse deductions for directors.
5. Ms. Shao Min, Mr. Tian Bo, Mr. Xia Yang, Ms. Liu Fang and Ms. Li Lu are directors appointed by Central Huijin Investment Ltd., and they receive their remuneration from Central Huijin Investment Ltd. In addition, some of the Bank's independent non-executive directors hold positions as directors or senior management members 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 as shown in the table above:
 - (1) Upon election by the Board of the Bank and approval of NFRA, Mr. Zhang Jinliang commenced his position as chairman of the Bank and ceased to serve as vice chairman of the Bank from March 2024;

LETTER FROM THE BOARD

- (2) Upon election at the 2023 annual general meeting of the Bank, Mr. Zhang Yi commenced his position as executive director of the Bank from June 2024; upon election by the Board of the Bank and approval of NFRA, Mr. Zhang Yi commenced his position as vice chairman of the Bank from July 2024;
- (3) Upon election at the 2023 annual general meeting of the Bank, Mr. William Coen and Mr. Leung Kam Chung, Antony continued to serve as independent non-executive directors of the Bank from June 2024;
- (4) Upon election at the 2023 annual general meeting of the Bank and approval of NFRA, Mr. Lin Zhijun commenced his position as independent non-executive director of the Bank from September 2024;
- (5) By reason of age, Mr. Tian Guoli ceased to serve as chairman and executive director of the Bank from March 2024;
- (6) Due to change of job, Ms. Shao Min ceased to serve as non-executive director of the Bank from August 2024;
- (7) Due to expiry of term of office, Mr. Kenneth Patrick Chung ceased to serve as independent non-executive director of the Bank from June 2024.

This resolution was considered and approved at the meeting of the Board of the Bank held on 23 December 2025, and is submitted to the First Extraordinary Shareholders' Meeting of 2026 for consideration.

REMUNERATION DISTRIBUTION AND SETTLEMENT PLAN FOR SUPERVISORS FOR THE YEAR 2024

The remuneration distribution and settlement plan for supervisors for the year 2024 of the Bank is as follows:

Unit: RMB10,000

Name	Title	Total remuneration before tax for 2024 from the Bank			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	
Supervisors (in office as at the end of 2024)					
Lin Hong	Shareholder Representative Supervisor	112.64	29.64	–	No
Liu Jun	Employee Representative Supervisor	5.00	–	–	No
Zhao Xijun	External Supervisor	29.00	–	–	No
Liu Huan	External Supervisor	27.00	–	–	No
Ben Shenglin	External Supervisor	25.00	–	–	No

LETTER FROM THE BOARD

Notes:

1. From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies 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 2024, including the "remuneration paid" as disclosed in the Bank's 2024 annual report. This plan is additional information to the remuneration of supervisors as disclosed in the Bank's 2024 annual report.
4. In 2024, there were no performance-based remuneration recourse deductions for supervisors.
5. Some of the Bank's external supervisors hold positions as directors or senior management members 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. The Bank has approved the *Resolution on Cancellation of the Board of Supervisors* and the *Resolution on Amendments to the Articles of Association of China Construction Bank Corporation* at the 2024 annual general meeting held on 27 June 2025. The revised Articles of Association has been approved by the NFRA. In accordance with the provisions of the Articles of Association, the Bank has cancelled the Board of Supervisors since 23 September 2025. The Audit Committee of the Board will assume the functions and powers of the Board of Supervisors according to the law. Mr. Lin Hong, Mr. Liu Jun, Mr. Zhao Xijun, Mr. Liu Huan and Mr. Ben Shenglin ceased to serve as supervisors of the Bank.

This resolution was considered and approved at the meeting of the Audit Committee of the Board of the Bank held on 23 December 2025, and is submitted to the First Extraordinary Shareholders' Meeting of 2026 for consideration.

ELECTION OF MR. SUN XIAOKUN AS EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board proposes to nominate Mr. Sun Xiaokun as executive director of the Bank. Mr. Sun Xiaokun's term of office will be three years taking effect upon the approval by the NFRA of his appointment qualifications as director. Mr. Sun Xiaokun satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. After the approval by the shareholders' meeting of this proposal and the approval by the NFRA of his appointment qualifications, Mr. Sun Xiaokun will serve as executive director, member of each of the Strategy Development Committee and the Risk Management Committee of the Board of the Bank.

Mr. Sun Xiaokun, born in July 1968, is of Chinese nationality. Mr. Sun has served as Deputy Party Secretary of the Bank since March 2026. From September 2023 to March 2026, he served as vice president of the Agricultural Development Bank of China. From May 2023 to September 2023, he served as general manager of the information technology department at China Development Bank. From August 2020 to May 2023, he served as chairman of China Development Bank Securities Company Limited. From April 2019 to August 2020, he served as director of the office of the leading group for inspection at China Development Bank. From May 2017 to April 2019, he served as chairman of the board of supervisors of China

LETTER FROM THE BOARD

Development Bank Securities Company Limited. From June 2016 to May 2017, he served as chairman of the board of supervisors of China-Africa Development Fund Co., Ltd. From October 2010 to June 2016, he held a number of positions successively at China Development Bank, including deputy director-general of the risk management bureau, deputy director-general of the information technology bureau and concurrently director of the data operations center, deputy director-general of the information technology bureau and concurrently director of the development and testing center, and deputy director-general of the human resources bureau. Mr. Sun is a senior economist. He obtained his bachelor's degree in science from Fudan University in 1990, and obtained his master's degree in economics from Jinan University in 2004.

Save as disclosed in the biographical details, Mr. Sun Xiaokun confirms that: (i) he has no other relationship with the Bank's directors, senior management, substantial Shareholders or controlling Shareholder; (ii) he has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the Group; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, and there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

The emoluments of Mr. Sun Xiaokun shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' meeting for approval. The Bank will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

This resolution was considered and approved at the meeting of the Board of the Bank held on 9 April 2026, and is submitted to the First Extraordinary Shareholders' Meeting of 2026 for consideration.

THE FIRST EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

The notice of the First Extraordinary Shareholders' Meeting of 2026 of the Bank to be held at 14:50 on 29 April 2026 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 29 April 2026.

In order to determine the H Shareholders who are entitled to attend the First Extraordinary Shareholders' Meeting of 2026, the Bank's register of members for H Shares will be closed from 24 April 2026 to 29 April 2026, both days inclusive, during which period no transfer of H Shares will be effected. The record date is 29 April 2026. Unregistered H Shareholders who wish to attend the First Extraordinary Shareholders' Meeting of 2026 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 23 April 2026. 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.

LETTER FROM THE BOARD

A proxy form and a reply slip for use at the First Extraordinary Shareholders' Meeting of 2026 are published together with this circular and published on the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.hk). To be valid, H Shareholders who intend to attend the First Extraordinary Shareholders' Meeting of 2026 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 28 April 2026. 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 First Extraordinary Shareholders' Meeting of 2026 and voting in person if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked. H Shareholders who intend to attend the First Extraordinary Shareholders' Meeting of 2026 in person or by proxy are advised to complete and 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, on or before 19 April 2026. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE FIRST EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

The voting at the First Extraordinary Shareholders' Meeting of 2026 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 First Extraordinary Shareholders' Meeting of 2026.

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



中国建设银行

China Construction Bank

中國建設銀行股份有限公司

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(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00939)

**NOTICE OF THE FIRST EXTRAORDINARY
SHAREHOLDERS' MEETING OF 2026**

NOTICE IS HEREBY GIVEN that the First Extraordinary Shareholders' Meeting of 2026 of China Construction Bank Corporation (the "**Bank**") will be held at 14:50 on 29 April 2026 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 2024
2. Remuneration distribution and settlement plan for supervisors for the year 2024
3. Election of Mr. Sun Xiaokun as executive director of the Bank

Details of the above proposals are set out in the circular regarding the First Extraordinary Shareholders' Meeting of 2026 of the Bank dated 10 April 2026. 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**

10 April 2026

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 Ms. Xin Xiaodai, Ms. Liu Fang, Ms. Li Lu, Ms. Li Li, Mr. Dou Hongquan and Mr. Shi Jian; and the independent non-executive directors of the Bank are Mr. William Coen, Mr. Leung Kam Chung, Antony, Lord Sassoon, Mr. Lin Zhijun and Mr. Zhang Weiguo.

NOTICE OF THE FIRST EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

Notes:

1. The voting at the Meeting will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the First Extraordinary Shareholders' Meeting of 2026, the Bank's register of members for H Shares will be closed from 24 April 2026 to 29 April 2026, both days inclusive, during which period no transfer of H Shares will be effected. The record date is 29 April 2026. Unregistered H Shareholders who wish to attend the First Extraordinary Shareholders' Meeting of 2026 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 23 April 2026. 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 Meeting may appoint proxies to attend and vote in his/her 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/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).
5. To be valid, H Shareholders who intend to attend the 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 28 April 2026. 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 Meeting if he/she so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked.
6. H Shareholders who intend to attend the Meeting 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 19 April 2026.
7. Shareholders who intend to attend the Meeting may send questions related to the matters to be considered at the Meeting or operating results of the Bank via email to the mailbox (ir@ccb.com) of the Investor Relations of the Bank on or before 26 April 2026. The common concerned questions of Shareholders will be answered by the Bank at the Meeting.
8. The Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the Meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the Meeting shall present identity documents.
9. The Meeting 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.