THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

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)

INTERIM PROFIT DISTRIBUTION PLAN FOR 2025
ISSUANCE OF CAPITAL INSTRUMENTS AND TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL DEBT INSTRUMENTS
AND
NOTICE OF THE SECOND EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025

The Second Extraordinary Shareholders' Meeting of 2025 of the Bank will be convened at 14:50 on 27 November 2025 at No. 25, Financial Street, Xicheng District, Beijing. The notice of the Second Extraordinary Shareholders' Meeting of 2025 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 Second Extraordinary Shareholders' Meeting 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 14:50 on 26 November 2025. Completion and return of the proxy form will not preclude you from attending the Second Extraordinary Shareholders' Meeting of 2025 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 Shareholders' Meeting 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 17 November 2025.

7 November 2025

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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
"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
"Group"	the Bank and its subsidiaries
"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
"Second Extraordinary Shareholders' Meeting of 2025" or "Shareholders' Meeting"	the second extraordinary shareholders' meeting of 2025 of the Bank to be held on 27 November 2025

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

Independent Non-executive Directors:
Mr. William Coen
Mr. Leung Kam Chung, Antony
Lord Sassoon
Mr. Lin Zhijun
Mr. Zhang Weiguo

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

7 November 2025

Dear Sir or Madam,

**INTERIM PROFIT DISTRIBUTION PLAN FOR 2025
ISSUANCE OF CAPITAL INSTRUMENTS AND TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL DEBT INSTRUMENTS
AND
NOTICE OF THE SECOND EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025**

INTRODUCTION

The purpose of this circular is to give you notice of the Second Extraordinary Shareholders' Meeting of 2025 and to provide you with reasonable and necessary information.

At the Second Extraordinary Shareholders' Meeting of 2025, resolutions will be proposed to consider and approve the following as ordinary resolution: (i) Interim profit distribution plan for 2025; and the following as special resolution: (ii) Issuance of capital instruments and total loss-absorbing capacity non-capital debt instruments.

INTERIM PROFIT DISTRIBUTION PLAN FOR 2025

Pursuant to the reviewed half-year financial statements of 2025 prepared in accordance with the PRC Generally Accepted Accounting Principles and the International Financial Reporting Standards, the Board proposes the following interim profit distribution plan for 2025:

Under the Group's standard, RMB162,076 million after-tax profit was attributable to Shareholders of the Bank in the first half of 2025. A total of RMB48,605 million of cash dividends is to be distributed to all ordinary Shareholders (whose names appear on the register of members after the closing of the stock market on 10 December 2025) at RMB1.858 per 10 shares (tax-inclusive) ("**interim dividends**"). The dividend distribution ratio is 30.0%. The senior management is responsible for the specific implementation of the interim profit distribution plan for 2025 in accordance with the relevant provisions of laws, regulations, requirements of relevant national ministries, regulatory requirements and the Articles of Association.

Dividends on Ordinary Shares of the Bank will be denominated and declared in RMB, and will be paid in RMB or in HKD equivalent, and the H Shareholders are provided with the option of dividend distribution in RMB. The H Shareholders have the right to choose to receive the H Shares interim dividends in RMB or HKD in whole (HKSCC Nominees Limited may choose to receive the dividends in whole or in part). The exchange rate of the H Shares interim dividends shall be determined based on the average of the reference rates of RMB against HKD published daily at 11:00 a.m. by China Money (www.chinamoney.com.cn) for the five working days prior to the commencement date for the Shareholders' currency election (excluding the commencement date). Upon the interim profit distribution plan for 2025 being approved by the Second Extraordinary Shareholders' Meeting of 2025, the Bank will issue the currency election form for the H Shares interim dividends to the H Shareholders as and when appropriate.

If approved by the Second Extraordinary Shareholders' Meeting of 2025, the interim dividends is to be distributed to the Shareholders whose names appear on the register of members after the closing of the stock market on 10 December 2025. The expected payment date of the H Shares interim dividends is 26 January 2026. In order to determine the H Shareholders who are entitled to receive the interim dividends, the register of members of H Shares of the Bank will be closed from 5 December 2025 to 10 December 2025, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to receive the interim 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 4 December 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.

ISSUANCE OF CAPITAL INSTRUMENTS AND TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL DEBT INSTRUMENTS

To further enhance the ability to serve the real economy and prevent and resolve risks, strengthen capital strength, and support the sound development of various businesses, the following proposal is hereby put forward for the matters about issuing capital instruments and total loss-absorbing capacity ("**TLAC**") non-capital debt instruments by the Bank:

1. It was agreed that the Bank, subject to the approvals of the shareholders' meeting and relevant regulatory authorities, issues capital instruments and TLAC non-capital debt instruments in accordance with the following terms and conditions:

   (1) Total issuance amount: a value equivalent to no more than RMB700 billion, of which capital instruments shall not exceed a value equivalent to RMB450 billion, and TLAC non-capital debt instruments shall not exceed a value equivalent to RMB250 billion.

   (2) Instrument types: write-down undated capital bond or write-down eligible tier 2 capital instruments, which comply with the relevant provisions of the *Rules on Capital Management of Commercial Banks* and can be used to supplement the capital of commercial banks; write-down TLAC non-capital debt instruments, which comply with the relevant provisions of the *Measures for the Administration of Total Loss-absorbing Capacity of Global Systematically Important Banks* and can be used to supplement total loss-absorbing capacity of commercial banks.

   (3) Issuance market: including domestic and overseas markets.

   (4) Issuance term: the duration of undated capital bond is consistent with that of the Bank's going concern, while that of write-down eligible tier 2 capital instruments is no less than five years; duration of TLAC non-capital debt instruments is no less than one year.

   (5) Loss absorption mode: write-down is adopted to absorb the loss when the trigger event agreed in the issuance document happens.

   (6) Issuing interest rate: determined as per the market interest rate.

   (7) Purpose of fund raising: raised funds of undated capital bonds are used to supplement the Bank's additional tier 1 capital, while those of eligible tier 2 capital instruments are used to supplement the Bank's tier 2 capital; raised funds of TLAC non-capital debt instruments are used to supplement the Bank's total loss-absorbing capacity.

   (8) Validity period of the resolution: from the date of approval by the shareholders' meeting to 24 months after approval by the NFRA.

2. It was agreed to submit to the shareholders' meeting to review for approval and authorise the Board, and for the Board to delegate the authority to the senior management to determine, in accordance with the regulations and approval requirements issued by the relevant regulatory

authorities, and considering specific circumstances, the issuance plan and terms of the capital instruments and TLAC non-capital debt instruments, including but not limited to, bond names, bond types, issuance time, issuance scale, term, interest rate, currency, issuance method, issuance scope and targets, and the use of proceeds, as well as handling specific matters such as regulatory reporting and issuance. The validity period of the above authorisation is from the date of approval by the shareholders' meeting to 24 months after approval by the NFRA. At the same time, it is to authorise the Board, and for the Board to delegate the authority to the senior management to handle all related matters such as interest payment, redemption and write-down within the duration of the above-mentioned instruments in accordance with the regulations and approval requirements issued by relevant regulatory authorities.

THE SECOND EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025

The notice of the Second Extraordinary Shareholders' Meeting of 2025 of the Bank to be held at 14:50 on 27 November 2025 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 27 November 2025.

In order to determine the H Shareholders who are entitled to attend the Second Extraordinary Shareholders' Meeting of 2025, the Bank's register of members for H Shares will be closed from 24 November 2025 to 27 November 2025, both days inclusive, during which period no transfer of H Shares will be effected. The record date is 27 November 2025. Unregistered H Shareholders who wish to attend the Second Extraordinary Shareholders' Meeting 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 21 November 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.

A proxy form and a reply slip for use at the Second Extraordinary Shareholders' Meeting of 2025 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 Second Extraordinary Shareholders' Meeting 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 14:50 on 26 November 2025. 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 Extraordinary Shareholders' Meeting of 2025 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 Second Extraordinary Shareholders' Meeting of 2025 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 17 November 2025. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE SECOND EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025

The voting at the Second Extraordinary Shareholders' Meeting of 2025 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 Extraordinary Shareholders' Meeting of 2025.

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
China Construction Bank Corporation

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00939)

NOTICE OF THE SECOND EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025

NOTICE IS HEREBY GIVEN that the Second Extraordinary Shareholders' Meeting of 2025 of China Construction Bank Corporation (the "**Bank**") will be held at 14:50 on 27 November 2025 at No. 25, Financial Street, Xicheng District, Beijing, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTION

1. Interim profit distribution plan for 2025

AS SPECIAL RESOLUTION

2. Issuance of capital instruments and total loss-absorbing capacity non-capital debt instruments

Details of the above proposals are set out in the circular regarding the Second Extraordinary Shareholders' Meeting of 2025 of the Bank dated 7 November 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

7 November 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 Ms. Xin Xiaodai, Ms. Liu Fang, Ms. Li Lu, Ms. Li Li and Mr. Dou Hongquan; 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.

Notes:

1. The voting at the Shareholders' Meeting will be taken by way of registered poll.

2. In order to determine the H Shareholders who are entitled to attend the Second Extraordinary Shareholders' Meeting of 2025, the Bank's register of members for H Shares will be closed from 24 November 2025 to 27 November 2025, both days inclusive, during which period no transfer of H Shares will be effected. The record date is 27 November 2025. Unregistered H Shareholders who wish to attend the Shareholders' 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, at or before 16:30 on 21 November 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 an interim cash dividend for 2025 of RMB1.858 per 10 shares (tax-inclusive), totalling RMB48,605 million ("**interim dividends**"). If approved by the Second Extraordinary Shareholders' Meeting of 2025, the interim 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 10 December 2025. The expected payment date of the H Shares interim dividends is 26 January 2026. In order to determine the H Shareholders who are entitled to receive the interim dividends, the register of members of H Shares of the Bank will be closed from 5 December 2025 to 10 December 2025, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to receive the interim 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 4 December 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 Shareholders' Meeting 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 Shareholders' 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 26 November 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 Shareholders' Meeting 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 Shareholders' 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 17 November 2025.

8. Shareholders who intend to attend the Shareholders' Meeting may send questions related to the matters to be considered at the Shareholders' 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 24 November 2025. The common concerned questions of Shareholders will be answered by the Bank at the Shareholders' Meeting.

9. The Shareholders' Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the Shareholders' Meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the Shareholders' Meeting shall present identity documents.

10. The Shareholders' 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.