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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 limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 939)

**2010 FINAL EMOLUMENTS DISTRIBUTION PLAN FOR DIRECTORS
AND SUPERVISORS
AND
SUPPLEMENTAL NOTICE OF 2010 ANNUAL GENERAL MEETING**

The 2010 Annual General Meeting of the Bank will be convened at 10:00 a.m. on 9 June 2011 at Pride International Convention Centre in Chengdu, No. 1 Middle Section, Tianfu Avenue, Chengdu, Sichuan. The notice of the 2010 Annual General Meeting, a proxy form and a reply slip for use at the meeting were published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk) on 25 April 2011.

Entrusted by the Bank, Huijin, a shareholder of the Bank, recently proposed the 2010 final emoluments distribution plan for directors and supervisors of the Bank as the supplemental proposal to the 2010 Annual General Meeting, which is hereby submitted for consideration and approval. The supplemental proposal above will be an ordinary resolution, the details of which are set forth in this circular.

The holders of H shares who intend to attend the 2010 Annual General Meeting by proxy should complete and return the enclosed supplemental proxy form to the Bank's H Share register, Computershare Hong Kong Investor Services Limited not less than 24 hours before the scheduled time for the 2010 Annual General Meeting. Completion and return of the supplemental proxy form will not preclude you from attending the 2010 Annual General Meeting and voting in person if you so wish.

20 May 2011

TABLE OF CONTENTS

DEFINITIONS	1
LETTER FROM THE BOARD	3
INTRODUCTION	3
2010 FINAL EMOLUMENTS DISTRIBUTION PLAN FOR DIRECTORS AND SUPERVISORS	4
SUPPLEMENTAL NOTICE OF 2010 ANNUAL GENERAL MEETING	8

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
“2010 Annual General Meeting”	the 2010 annual general meeting of the Bank to be held on 9 June 2011
“Articles of Association”	the Articles of Association of the Bank
“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: 939) and the Shanghai Stock Exchange (stock code: 601939), respectively
“Board”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank established pursuant to the Company Law of the People’s Republic of China
“Directors”	the directors of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H share(s)”	overseas listed foreign 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
“Huijin”	Central Huijin Investment Ltd.
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the legal currency of the PRC

DEFINITIONS

“Share(s)” ordinary share(s) of RMB1.00 each in the share capital of the Bank, including A share(s) and H share(s)

“Shareholders” holders of the Bank’s Share(s)

“Supervisors” the supervisors of the Bank

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

(Stock Code: 939)

Executive Directors:

Guo Shuqing
Zhang Jianguo
Chen Zuofu
Zhu Xiaohuang

Registered office:

No. 25, Financial Street
Xicheng District
Beijing 100033
China

Non-executive Directors:

Wang Yong
Wang Shumin
Zhu Zhenmin
Li Xiaoling
Sue Yang
Lu Xiaoma
Chen Yuanling

Principal place of business

in Hong Kong:
44th Floor & 45th Floor Tower One
Lippo Centre
89 Queensway
Hong Kong

Independent Non-executive Directors:

Lord Peter Levene
Yam Chi Kwong, Joseph
Dame Jenny Shipley
Elaine La Roche
Zhao Xijun
Wong Kai-Man

Dear Sir or Madam,

**2010 FINAL EMOLUMENTS DISTRIBUTION PLAN FOR DIRECTORS
AND SUPERVISORS
AND
SUPPLEMENTAL NOTICE OF 2010 ANNUAL GENERAL MEETING**

INTRODUCTION

As approved by relevant regulatory authorities, the Bank convened the board meeting on 16 May 2011 to review and approve the 2010 final emoluments distribution plan for directors

LETTER FROM THE BOARD

and supervisors of the Bank. In accordance with time requirement for the supplemental proposal of shareholders' meeting set forth by the relevant laws and regulations and the Articles of Association of the Bank, Huijin, entrusted by the Bank, recently proposed the 2010 final emoluments distribution plan for directors and supervisors of the Bank as the supplemental proposal to the 2010 Annual General Meeting, which is hereby submitted for consideration and approval. The supplemental proposal above will be an ordinary resolution, the details of which as well as the supplemental notice of 2010 Annual General Meeting are set forth in this circular.

Please refer to the circular and notice of the 2010 Annual General Meeting published by the Bank on 25 April 2011, which together with this circular, set forth details of proposed resolutions to be submitted to the 2010 Annual General Meeting for consideration and approval.

2010 FINAL EMOLUMENTS DISTRIBUTION PLAN FOR DIRECTORS AND SUPERVISORS (THE SUPPLEMENTAL PROPOSAL)

The 2010 final emoluments distribution plan for directors and supervisors of the Bank is as follows:

Unit: RMB Yuan

Name	Annual	Annual	Allowance	Welfare	Total	Deferred	Actual	Other
	Basic	Performance				Annual		
	Salary	Bonus			(before	payment	(before	or allowances
	1	2	3	4	tax)	for the	tax)	from
					5=1+2+3+4	Bonus	7=5-6	shareholders
						6		or other
								connected
								entities
Directors								
Guo Shuqing	427,500	1,079,900	-	319,032	1,826,432	539,951	1,286,481	No
Zhang Jianguo	384,750	1,061,910	-	318,928	1,765,588	530,956	1,234,632	No
Chen Zuofu	363,375	1,001,825	-	275,613	1,640,813	500,914	1,139,899	No
Zhu Xiaohuang	363,375	1,002,552	-	275,052	1,640,979	501,277	1,139,702	No
Wang Yong	-	-	-	-	-	-	-	Yes
Wang Shumin	-	-	-	-	-	-	-	Yes
Zhu Zhenmin	-	-	-	-	-	-	-	Yes
Li Xiaoling	-	-	-	-	-	-	-	Yes
Sue Yang ²	-	-	162,500	-	162,500	-	162,500	Yes
Lu Xiaoma	-	-	-	-	-	-	-	Yes

LETTER FROM THE BOARD

Name	Annual	Annual	Allowance	Welfare	Total	Deferred	Actual	Other
	Basic	Performance			(before	Annual		
	Salary	Bonus			tax)	Performance	payment	or allowances
	1	2	3	4	5=1+2+3+4	Bonus	(before	from
						6	tax)	corporate
							7=5-6	shareholders
								or other
								connected
								entities
Chen Yuanling	-	-	-	-	-	-	-	Yes
Lord Peter Levene	-	-	360,000	-	360,000	-	360,000	No
Yam Chi Kwong, Joseph	-	-	158,333	-	158,333	-	158,333	No
Rt Hon Dame Jenny Shipley	-	-	390,000	-	390,000	-	390,000	No
Elaine La Roche	-	-	425,000	-	425,000	-	425,000	No
Zhao Xijun	-	-	170,833	-	170,833	-	170,833	No
Wong Kai-Man	-	-	415,000	-	415,000	-	415,000	No
Supervisors								
Zhang Furong	156,750	432,473	-	139,051	728,274	216,238	512,036	No
Liu Jin	277,875	766,101	-	236,783	1,280,759	383,052	897,707	No
Song Fengming ³	-	-	135,000	-	135,000	-	135,000	No
Jin Panshi ⁴	138,938	382,913	13,000	114,060	648,911	191,458	457,453	No
Li Weiping ⁵	-	-	13,000	-	13,000	-	13,000	No
Huang Shuping ⁵	-	-	13,000	-	13,000	-	13,000	No
Guo Feng	-	-	250,000	-	250,000	-	250,000	No
Dai Deming	-	-	270,000	-	270,000	-	270,000	No
Directors resigned during the year								
Wang Yonggang	-	-	-	-	-	-	-	Yes
Liu Xianghui	-	-	-	-	-	-	-	Yes
Zhang Xiangdong	-	-	-	-	-	-	-	Yes
Gregory L.Curl ²	-	-	195,000	-	195,000	-	195,000	Yes
Song Fengming ³	-	-	220,000	-	220,000	-	220,000	No
Tse Hau Yin, Aloysius	-	-	220,000	-	220,000	-	220,000	No

LETTER FROM THE BOARD

Name	Annual	Annual	Allowance	Welfare	Total	Deferred	Actual	Other
	Basic	Performance				payment		
	Salary	Bonus			(before	Annual	in 2010	or allowances
	1	2	3	4	tax)	Performance	(before	from
					5=1+2+3+4	Bonus	tax)	corporate
						6	7=5-6	shareholders
								or other
								connected
								entities

Supervisors

resigned during
the year

Xie Duyang	282,150	778,452	-	235,985	1,296,587	389,227	907,360	No
Cheng Meifen ⁵	-	-	13,000	-	13,000	-	13,000	No
Sun Zhixin ⁵	-	-	13,000	-	13,000	-	13,000	No
Shuai Jinkun ⁵	-	-	13,000	-	13,000	-	13,000	No

Notes:

- The total compensation before tax in the above table refers to the total amount of compensation of the directors and supervisors of the Bank for the year 2010 and therefore includes the amount disclosed in the Bank's 2010 Annual Report.
- The compensation of Ms. Sue Yang for her service as the non-executive director and the compensation of Mr. Gregory L. Curl who resigned during the year are paid to the corporate shareholder, Bank of America Corporation, by the Bank.
- Compensation before tax paid of Mr. Song Fengming for serving as the independent non-executive director and the shareholder representative supervisor of the Bank are RMB220,000 and RMB135,000 respectively.
- Compensation before tax paid for serving as the shareholder representative supervisor and the employee representative supervisor of the Bank.
- Compensation before tax paid for serving as the employee representative supervisor of the Bank.
- Upon election at the 2009 Annual General Meeting of the Bank and the approval of the China Banking Regulatory Commission ("CBRC"), Mr. Zhu Xiaohuang commenced his position as executive director of the Bank from July 2010; Mr. Zhu Zhenmin, Ms. Sue Yang, Mr. Lu Xiaoma and Ms. Chen Yuanling commenced their positions as non-executive directors of the Bank from August 2010; and Mr. Yam Chi Kwong, Joseph and Mr. Zhao Xijun commenced their positions as independent non-executive directors of the Bank from August 2010.

Upon the conclusion of the 2009 Annual General Meeting of the Bank, Mr. Wang Yonggang, Mr. Liu Xianghui, Mr. Zhang Xiangdong, Mr. Gregory L. Curl., Mr. Song Fengming and Mr. Tse Hau Yin, Aloysius ceased to serve as directors of the Bank.

- Upon election at the 2010 first Extraordinary General Meeting, Mr. Zhang Furong commenced his position as shareholder representative supervisor of the Bank. At the sixth meeting of the board of supervisors in 2010, Mr. Zhang Furong was elected as chairman of the board of supervisors.

LETTER FROM THE BOARD

Upon election at the 2009 Annual General Meeting of the Bank, Mr. Song Fengming commenced his position as shareholder representative supervisor of the Bank; and at the second joint session of the second staff representative conference of the Bank, Mr. Jin Panshi, Mr. Li Weiping and Ms. Huang Shuping were elected as employee representative supervisors of the Bank.

In accordance with relevant regulations and due to his age, Mr. Xie Duyang resigned from the positions of supervisor and chairman of the board of supervisors of the Bank on 15 September 2010.

Upon conclusion of the 2009 Annual General Meeting of the Bank, Ms. Cheng Meifen, Mr. Sun Zhixin and Mr. Shuai Jinkun ceased to serve as supervisors of the Bank; Mr. Jin Panshi ceased to serve as shareholder representative supervisor of the Bank.

The supplemental proposal on the 2010 final emoluments distribution plan for directors and supervisors will be the 9th item for review at the 2010 Annual General Meeting. The proposal is hereby submitted to the Shareholders' general meeting for consideration as an ordinary resolution.

No changes have been made to matters as set out in the notice of the 2010 Annual General Meeting published by the Bank on 25 April 2011.

2010 ANNUAL GENERAL MEETING

The 2010 Annual General Meeting of the Bank will be convened at 10:00 a.m. on 9 June 2011 at Pride International Convention Centre in Chengdu, No. 1 Middle Section, Tianfu Avenue, Chengdu, Sichuan. The registration for the meeting will be from 9:20 a.m. to 10:00 a.m. on 9 June 2011. No Shareholder will be required to abstain from voting on any proposed resolution at the 2010 Annual General Meeting.

A supplemental proxy form for use at the 2010 Annual General Meeting is enclosed. Holders of H shares who intend to attend the 2010 Annual General Meeting by proxy should complete and return the enclosed supplemental proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the scheduled time for holding the 2010 Annual General Meeting. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The voting at the 2010 Annual General Meeting will be taken by way of registered poll.

Yours faithfully,
For and on behalf of the Board of Directors
China Construction Bank Corporation
Zhang Jianguo
Vice Chairman, Executive Director and President

20 May 2011



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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SUPPLEMENTAL NOTICE OF 2010 ANNUAL GENERAL MEETING

PLEASE REFER to the circular and notice of the 2010 Annual General Meeting published by the Bank on 25 April 2011, and the supplemental circular of the 2010 Annual General Meeting published by the Bank on 20 May 2011, which set out resolutions submitted to the 2010 Annual General Meeting for consideration and approval by Shareholders. Unless otherwise indicated, the capitalized terms used in this Supplemental Notice shall have the same meaning as those defined in the circular of the 2010 Annual General Meeting dated 25 April 2011 and the supplemental circular of the 2010 Annual General Meeting dated 20 May 2011.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the 2010 Annual General Meeting of the Bank will be held at 10:00 a.m. on 9 June 2011 at Pride International Convention Centre in Chengdu, No. 1 Middle Section, Tianfu Avenue, Chengdu, Sichuan. In addition to the resolutions set out in the notice of the 2010 Annual General Meeting, the meeting will also consider and, if thought fit, pass the following resolution:

AS ORDINARY RESOLUTION

9. To consider and approve the 2010 final emoluments distribution plan for directors and supervisors (the supplemental proposal).

By order of the Board

China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President

20 May 2011

As at the date of this circular, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Ms. Wang Shumin, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Ms. Sue Yang, Mr. Lu Xiaoma and Ms. Chen Yuanling.

SUPPLEMENTAL NOTICE OF 2010 ANNUAL GENERAL MEETING

Notes:

1. Detailed information regarding the supplemental proposal on the 2010 final emoluments distribution plan for directors and supervisors of the Bank are set out in the supplemental circular of the 2010 Annual General Meeting published by the Bank at the website of Hong Kong Stock Exchange (www.hkex.com.hk) on 20 May 2011. Other than the above mentioned supplemental proposal, there are no changes to other matters in connection with the 2010 Annual General Meeting.
2. Holders of H shares who intend to attend the 2010 Annual General Meeting by proxy should complete and return the enclosed supplemental proxy form to Computershare Hong Kong Investor Services Limited not less than 24 hours before the scheduled time for holding the 2010 Annual General Meeting. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the supplemental proxy form will not preclude a Shareholder from attending and voting in person at this annual general meeting if he so wishes.