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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)

(USD Preference Shares Stock Code: 4606)

Voting Results of the 2015 Annual General Meeting

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2015 Annual General Meeting (the “**AGM**”) was held onsite by means of poll and online voting on 17 June 2016 at No. 99 Yincheng Road, Pudong New District, Shanghai and InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Hong Kong.

The AGM was convened by the Board and chaired by Mr. Wang Hongzhang, chairman of the Board. All of the directors and the supervisors and some of the senior management of the Bank attended the AGM in person. The convening and procedures of the AGM were in compliance with the requirements of laws and regulations including *the Company Law of the People's Republic of China* and *the Articles of Association of the Bank* (the “**Articles of Association**”).

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular for the 2015 Annual General Meeting dated 29 April 2016 and the supplementary circular for the 2015 Annual General Meeting dated 20 May 2016.

Attendance of the AGM

The number of issued ordinary shares of the Bank as at the date of the AGM was 250,010,977,486 shares, comprising 9,593,657,606 A shares and 240,417,319,880 H shares, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM respectively. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. In addition, when the Bank published the circular for the 2015 Annual General Meeting dated 29 April 2016 and the supplementary circular for the 2015 Annual General Meeting dated 20 May 2016, none of the shareholders has stated the intention to vote against the relevant resolutions or to abstain from voting.

A total of 2,636 shareholders of the Bank and authorized proxies were present at the AGM. Shareholders of the Bank and authorized proxies who were present at the AGM hold an aggregate of 193,821,243,955 shares, representing 77.525093% of the total voting shares of the Bank.

Total number of shareholders and authorized proxies present at the AGM	2,636
Including: number of A-Share Holders	92
number of H-Share Holders	2,544
Total number of shares with voting rights	193,821,243,955
Including: total number of shares held by A-Share Holders	365,359,067
total number of shares held by H-Share Holders	193,455,884,888
Percentage of total shares of the Bank with voting rights	77.525093%
Including: percentage of total shares held by A-Share Holders	0.146137%
percentage of total shares held by H-Share Holders	77.378956%

Voting at the AGM was conducted by poll. Ms. Liu Jun and Mr. Liu Jiacheng, being shareholder's representatives and Mr. Li Xiukun, being supervisor of the Bank, were appointed to count the votes at the AGM. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed as the scrutineer for the voting at the AGM.

Voting Results of the AGM

The voting results in respect of the resolutions at the AGM were as follows:

No.	Proposals	For		Against		Abstain	
		Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage
Ordinary Resolutions							
1	2015 report of Board of Directors	193,594,289,310	99.882905	27,456,764	0.014166	199,497,881	0.102929
2	2015 report of Board of Supervisors	193,594,198,157	99.882858	27,460,836	0.014168	199,584,962	0.102974
3	2015 final financial accounts	193,594,163,789	99.882840	27,590,986	0.014236	199,489,180	0.102924
4	2015 profit distribution plan	193,617,906,711	99.895090	31,889,740	0.016453	171,447,504	0.088457
5	budget of 2016 fixed assets investment	193,601,891,572	99.886827	29,135,620	0.015033	190,216,763	0.098140
6	remuneration distribution and settlement plan for directors in 2014	193,602,441,939	99.887111	30,077,188	0.015518	188,724,828	0.097371
7	remuneration distribution and settlement plan for supervisors in 2014	193,602,440,494	99.887111	30,063,480	0.015511	188,739,981	0.097378

No.	Proposals	For		Against		Abstain	
		Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage
Ordinary Resolutions							
8	re-election of Mr. Zhang Long as an independent non-executive director of the Bank	193,399,756,981	99.782538	243,993,333	0.125886	177,493,641	0.091576
9	re-election of Mr. Chung Shui Ming Timpson as an independent non-executive director of the Bank	175,884,194,625	90.745571	17,715,708,468	9.140231	221,340,862	0.114198
10	re-election of Mr. Wim Kok as an independent non-executive director of the Bank	193,264,336,536	99.712670	379,618,283	0.195860	177,289,136	0.091470
11	re-election of Mr. Murray Horn as an independent non-executive director of the Bank	193,410,434,310	99.788047	233,665,429	0.120557	177,144,216	0.091396
12	re-election of Ms. Liu Jin as a shareholder representative supervisor of the Bank	193,399,636,845	99.782476	244,134,270	0.125959	177,472,840	0.091565
13	re-election of Ms. Li Xiaoling as a shareholder representative supervisor of the Bank	193,399,608,684	99.782462	244,064,230	0.125922	177,571,041	0.091616
14	re-election of Mr. Bai Jianjun as an external supervisor of the Bank	193,419,750,336	99.792854	224,120,407	0.115632	177,373,212	0.091514
15	appointment of external auditors for 2016	193,495,312,130	99.831839	137,798,747	0.071096	188,133,078	0.097065
16	amendment to the impact of diluted immediate return from preference share issuance of China Construction Bank Corporation and measures to make up the return	193,598,207,164	99.884927	30,321,526	0.015644	192,715,265	0.099429
17	re-election of Mr. Guo Yanpeng as a non-executive director of the Bank	191,115,351,521	98.603924	2,495,131,220	1.287336	210,761,214	0.108740

The abovementioned ordinary resolutions were duly passed by obtaining more than 50% of the votes in favour of each resolution from shareholders and authorized proxies presented at the AGM. There are no resolutions at the AGM that require shareholders to abstain from voting.

Appointments of Directors and Supervisors

Mr. Zhang Long, Mr. Chung Shui Ming Timpson, Mr. Wim Kok and Mr. Murray Horn will serve consecutively as independent non-executive directors of the Bank as resolved on the date of the AGM, and Mr. Guo Yanpeng will serve consecutively as a non-executive director of the Bank as resolved on the

date of the AGM. The terms of office of Mr. Zhang Long, Mr. Chung Shui Ming Timpson and Mr. Murray Horn shall expire on the date of the 2018 annual general meeting of the Bank, and the terms of office of Mr. Wim Kok and Mr. Guo Yanpeng shall expire on the date of the 2016 annual general meeting of the Bank. For the biographical details of the aforesaid directors, please refer to the announcement on the resolutions of the meeting of the board of directors dated 30 March 2016, the circular for 2015 Annual General Meeting dated 29 April 2016 and the supplementary circular for the 2015 Annual General Meeting dated 20 May 2016 published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Ms. Liu Jin, Ms. Li Xiaoling and Mr. Bai Jianjun will serve consecutively as supervisors of the Bank as resolved on the date of the AGM, and the terms of office of them shall expire on the date of the 2018 annual general meeting of the Bank. For the biographical details of the aforesaid supervisors, please refer to the announcement on the resolutions of the meeting of the board of supervisors dated 29 April 2016 and the circular for 2015 Annual General Meeting dated 29 April 2016 published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

From the date of the resolutions of the AGM, Ms. Chen Yuanling, Mr. Xu Tie and Ms. Margaret Leung Ko May Yee no longer served as directors of the Bank due to expiry of terms, and Mr. Wang Xinmin no longer served as a supervisor of the Bank due to expiry of term. The Bank would like to express its sincere gratitude to Ms. Chen Yuanling, Mr. Xu Tie, Ms. Margaret Leung Ko May Yee and Mr. Wang Xinmin for their contributions to the Bank during their terms of office.

Payment of 2015 Cash Dividends

The 2015 H share cash dividends of the Bank shall be Renminbi 0.274 Yuan per share (including tax) and will be paid on or around 22 July 2016 to shareholders of H shares whose names appear on the Bank's register of members on 29 June 2016. Pursuant to the Articles of Association, the dividends deriving from the shares held by the domestic shareholders of the Bank shall be paid in Renminbi whereas the dividends deriving from the shares held by other shareholders shall be paid in Hong Kong Dollars. The exchange rate between Renminbi and Hong Kong Dollars shall be the medium exchange rate between Renminbi and Hong Kong Dollars as announced by the People's Bank of China on the date of the AGM, which is 1 Hong Kong Dollar equals to Renminbi 0.84799 Yuan, and the 2015 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.32311702 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2015 cash dividends, the register of members of H shares of the Bank will be closed from 24 June 2016 to 29 June 2016, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2015 cash 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 4:30 p.m. on 23 June 2016. The address of the share registrar Computershare Hong Kong Investor Services Limited is Rooms 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The last trading day of the Bank's H shares before the ex-dividend date will be 21 June 2016, and the dividends will be excluded from 22 June 2016.

According to the relevant laws and regulations of the PRC, the Bank is required to withhold corporate income tax at the rate of 10% before distributing the 2015 cash dividends to non-resident enterprise shareholders. Any shares being held by non-resident enterprise shareholders will be subject to the withholding of the corporate income tax.

According to the relevant laws and regulations of the PRC, the Bank shall withhold and pay the individual income tax in respect of the dividends received by the H share individual shareholders from the Bank. The individual shareholders of the Bank may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries in which the individual shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong/Macau. According to *the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document* (關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知) issued by the State Administration of Tax, the dividends to be distributed by the Bank to the H share individual shareholders is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates may vary depending on the relevant tax laws, regulations and tax treaties.

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A shares of the Bank listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Bank through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such A shares. The Bank will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded. The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A shares of the Bank. The 2015 A share cash dividends of the Bank will be distributed in accordance to the following timetable: the record date will be 29 June 2016, the ex-dividend date and the cash dividends distribution date will be 30 June 2016. For details on the A share cash dividends, please refer to the announcement of the Bank to be published on the Shanghai Stock Exchange.

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H shares of the Bank listed on Hong Kong Stock Exchange (the “**Southbound Trading**”), the Bank has entered into *the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading* (滬港通H股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H shares for Southbound Trading, will receive all cash dividends distributed by the Bank and distribute the cash dividends to the relevant investors of H shares of Southbound Trading through its depository and clearing system. The cash dividends for the investors of H shares of Southbound Trading will be paid in RMB. Pursuant to *the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect* (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (*Caishui [2014] No. 81*), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves. The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H shares of the Bank.

Lawyer's Certification

Haiwen & Partners has certified the AGM and issued the legal opinion stating that the convening and procedures of the AGM, the voting process, the qualifications of attendees and the qualifications of the conveners are in compliance with the relevant laws and regulations as well as the Articles of Association. The voting results of the AGM are legal and valid.

By order of the Board
China Construction Bank Corporation
Wang Zuji
Vice Chairman, Executive Director and President

17 June 2016

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Mr. Li Jun, Ms. Hao Aiqun, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Mr. Chung Shui Ming Timpson, Mr. Wim Kok and Mr. Murray Horn.