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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)**

**Announcement on the Resolutions of  
the Sixth Meeting of the Board of Directors of 2019  
(30 October 2019)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 30 October 2019 in Beijing. The Bank issued the written notice of the Meeting on 16 October 2019. Over half of the directors jointly proposed Mr. Zhang Gengsheng, director of the Bank, to chair the Meeting. 14 directors were eligible to attend the Meeting and 12 of them attended the Meeting in person. Mr. Tian Guoli, chairman of the Board, appointed Mr. Zhang Gengsheng, director of the Bank, as his proxy to attend the Meeting and vote on his behalf. Mr. Liu Guiping, vice chairman of the Board, appointed Mr. Zhang Gengsheng, director of the Bank, as his proxy to attend the Meeting and vote on his behalf. The convening of the Meeting complied with the provisions of the *Company Law of the People's Republic of China* and the *Articles of Association of China Construction Bank Corporation* (the “**Articles of Association**”) and other relevant rules.

The following resolutions were considered and approved at the Meeting:

**I. Proposal regarding the Report for the Third Quarter of 2019**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details, please refer to the relevant documents published by the Bank on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

**II. Proposal regarding the Dividend Distribution of the Offshore Preference Shares**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors: Agreed.

The Bank issued US\$3.05 billion offshore preference shares in offshore market in December 2015. Pursuant to relevant laws and regulations, the Articles of Association and the terms of the offshore preference shares, the Bank has made the dividend distribution plan of the offshore preference shares as follows:

1. Dividend period: From and including 16 December 2018 to but excluding 16 December 2019
2. Record date: 13 December 2019
3. Dividend payment date: 16 December 2019
4. Recipients: Holders of the offshore preference shares whose names appear on the register of members of the Bank, as maintained by The Bank of New York Mellon (Luxembourg) S.A., after the close of trading hours on 13 December 2019.
5. Tax deductions: According to relevant laws and regulations, when the Bank distributes dividends for the offshore preference shares, the income tax shall be withheld by the Bank at a rate of 10%. According to the requirements of the terms and conditions of the offshore preference shares, the Bank will pay such income tax, in addition to the dividends for the offshore preference shares.
6. Dividend rate and amount to be paid: The terms of the offshore preference shares provide that the initial dividend rate before the first reset date is 4.65% (post-tax dividend rate, which is the dividend rate actually received by the holders of the offshore preference shares). According to the principal amount of the offshore preference shares, the dividend rate and the rate of the withheld income tax, the amount of dividends for the offshore preference shares is confirmed as follows:

The Bank will distribute dividends for the offshore preference shares of US\$157,583,333.33, of which US\$141,825,000 will be paid to the holders of the offshore preference shares, and US\$15,758,333.33 will be the withheld income tax. The aforementioned preference shares dividends amount to approximately RMB1,112 million.

### **III. Proposal regarding the Dividend Distribution of the Domestic Preference Shares**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors: Agreed.

The Bank issued RMB60 billion domestic preference shares in domestic market in December 2017 (stock code of preference shares: 360030, abbreviation of preference shares: 建行優1). Pursuant to relevant laws and regulations, the Articles of Association and the terms of the domestic preference shares, the Bank has made the dividend distribution plan of 建行優1 as follows:

1. Dividend period: From 26 December 2018 to 25 December 2019
2. Last trading day: 24 December 2019

3. Record date: 25 December 2019
4. Ex-dividend date: 25 December 2019
5. Dividend payment date: 26 December 2019
6. Recipients: All holders of 建行優1 whose names appear on the register of members in China Securities Depository and Clearing Corporation Limited, Shanghai Branch, after the close of trading hours of the Shanghai Stock Exchange on 25 December 2019.
7. Dividend rate and amount to be paid: Calculate as per 建行優1's dividend rate of 4.75%, cash dividend payable to each preference share shall be RMB4.75 (tax inclusive). Based on the 600 million 建行優1 issued, the Bank will distribute cash dividends of RMB2.850 billion in total (tax inclusive).
8. Tax withholding: Shareholders who are resident enterprises (including institutional investors) under the Enterprise Income Tax Law of People's Republic of China shall pay the income tax of cash dividends by themselves, and the Bank will actually pay a cash dividend of RMB4.75 per preference share to these shareholders. The payment of dividend income tax by other shareholders shall be carried out in accordance with relevant regulations.

#### **IV. Proposal on Capital Increase for China Construction Bank (Europe) S.A.**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was approved at the Meeting that the capital contribution to China Construction Bank (Europe) S.A. by the Bank be increased by EUR350 million and the senior management be authorised to deal with the specific matters in relation to the capital increase to China Construction Bank (Europe) S.A.. For details, please refer to the relevant documents published by the Bank on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

#### **V. Proposal on the China Construction Bank London Institutions Consolidation Plan**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

The Integration Plan for the London Entities of China Construction Bank was approved at the Meeting and the senior management was authorised to deal with the matters in relation to the integration of the London entities of China Construction Bank.

#### **VI. Proposal on Establishing Precious Metals & Commodities Trading Center**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

#### **VII. Proposal regarding the Nomination of Mr. Michel Madelain as Member of Audit Committee, Risk Management Committee and Nomination and Remuneration Committee of the Board of the Bank**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that Mr. Michel Madelain be appointed as member of each of Audit Committee, Risk Management Committee and Nomination and Remuneration Committee of the Board of the Bank. The appointment of Mr. Michel Madelain in the committees of the Board will take effect upon the consideration and approval by the shareholders' general meeting of the Bank on his appointment as Independent Non-executive Director of the Bank and the approval by the China Banking and Insurance Regulatory Commission on his qualifications.

**VIII. Proposal regarding the Nomination of Mr. Kenneth Patrick Chung as Member of Strategy Development Committee of the Board of the Bank**

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 votes.

Mr. Kenneth Patrick Chung abstained from voting on this proposal.

It was resolved that Mr. Kenneth Patrick Chung be appointed as member of Strategy Development Committee of the Board of the Bank and Mr. Kenneth Patrick Chung ceased to serve as member of Nomination and Remuneration Committee of the Board of the Bank.

**IX. Proposal regarding the Termination of Appointment of Ms. Anita Fung Yuen Mei as Member of Audit Committee of the Board of the Bank**

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

Ms. Anita Fung Yuen Mei abstained from voting on this proposal.

It was approved at the Meeting that Ms. Anita Fung Yuen Mei ceased to serve as member of Audit Committee of the Board of the Bank.

**X. Proposal regarding the Change of Senior Officer Outside Australia of Sydney Branch**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was approved at the Meeting that Mr. Jin Yanmin be authorised to succeed Mr. Liao Lin as Senior Officer Outside Australia of Sydney Branch and to supervise the operation of the Sydney Branch on behalf of the Head Office.

**XI. Proposal on Appointment of Mr. Zhang Gengsheng, director of the Bank, as Chairman of the First Extraordinary General Meeting of 2019**

Voting results: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was approved at the Meeting that Mr. Zhang Gengsheng be appointed as chairman of the First Extraordinary General Meeting of 2019.

Announcement of the captioned matters is hereby given.

By order of the Board  
**China Construction Bank Corporation**  
**Liu Guiping**  
*Vice Chairman, Executive Director and President*

30 October 2019

*As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Liu Guiping and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Feng Bing, Mr. Zhu Hailin, Mr. Wu Min, Mr. Zhang Qi, Mr. Tian Bo and Mr. Xia Yang; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Sir Malcolm Christopher McCarthy, Mr. Carl Walter, Mr. Kenneth Patrick Chung and Mr. Graeme Wheeler.*