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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 2018 ANNUAL GENERAL MEETING

The Board of Directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2018 Annual General Meeting (the “**AGM**”) was held onsite by means of poll and online voting on 21 June 2019 at InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong and No. 25, Financial Street, Xicheng District, Beijing.

The AGM was convened by the Board and chaired by Mr. Tian Guoli, Chairman of the Board. Some of the Directors, all of 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 2018 Annual General Meeting dated 6 May 2019.

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 2018 Annual General Meeting dated 6 May 2019 and the supplemental circular for the 2018 Annual General Meeting dated 28 May 2019, none of the shareholders has stated the intention to vote against the relevant resolutions or to abstain from voting.

A total of 2,732 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 203,562,438,762 shares, representing 81.421400% of the total voting shares of the Bank.

Total number of shareholders and authorized proxies present at the AGM	2,732
Including: number of A-Share Holders	320
number of H-Share Holders	2,412
Total number of shares with voting rights	203,562,438,762
Including: total number of shares held by A-Share Holders	3,973,330,659
total number of shares held by H-Share Holders	199,589,108,103
Percentage of total shares of the Bank with voting rights	81.421400
Including: percentage of total shares held by A-Share Holders	1.589262
percentage of total shares held by H-Share Holders	79.832138

Voting at the AGM was conducted by poll. Mr. Pei Dongdong and Mr. Shi Xinzhe, being shareholder's representatives, and Mr. Lu Kegui, 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:

1. 2018 report of the Board of Directors

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,972,965,089	99.990799	179,270	0.004512	186,300	0.004689
H Shares	199,238,501,056	99.824336	7,625,905	0.003820	342,981,142	0.171844
Total Ordinary Shares:	203,211,466,145	99.827585	7,805,175	0.003834	343,167,442	0.168581

2. 2018 report of the Board of Supervisors

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,972,965,089	99.990799	176,170	0.004434	189,400	0.004767
H Shares	199,238,474,213	99.824322	7,625,905	0.003821	343,007,985	0.171857
Total Ordinary Shares:	203,211,439,302	99.827572	7,802,075	0.003832	343,197,385	0.168596

3. 2018 final financial accounts

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,972,965,089	99.990799	176,170	0.004434	189,400	0.004767
H Shares	199,238,484,241	99.824327	7,625,916	0.003821	342,997,946	0.171852
Total Ordinary Shares:	203,211,449,330	99.827577	7,802,086	0.003832	343,187,346	0.168591

4. 2018 profit distribution plan

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,973,122,189	99.994753	177,170	0.004459	31,300	0.000788
H Shares	199,319,725,481	99.865031	450,368	0.000226	268,932,254	0.134743
Total Ordinary Shares:	203,292,847,670	99.867563	627,538	0.000309	268,963,554	0.132128

5. 2019 budget for fixed assets investment

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,973,118,689	99.994665	176,170	0.004434	35,800	0.000901
H Shares	199,319,652,875	99.864995	324,916	0.000163	269,130,312	0.134842
Total Ordinary Shares:	203,292,771,564	99.867526	501,086	0.000246	269,166,112	0.132228

6. Remuneration distribution and settlement plan for Directors in 2017

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,973,102,189	99.994250	179,770	0.004524	48,700	0.001226
H Shares	199,319,357,216	99.864847	489,723	0.000245	269,261,164	0.134908
Total Ordinary Shares:	203,292,459,405	99.867373	669,493	0.000329	269,309,864	0.132298

7. Remuneration distribution and settlement plan for Supervisors in 2017

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,973,102,189	99.994250	179,770	0.004524	48,700	0.001226
H Shares	199,319,325,537	99.864831	496,621	0.000249	269,285,945	0.134920
Total Ordinary Shares:	203,292,427,726	99.867357	676,391	0.000332	269,334,645	0.132311

8. Election of Mr. Liu Guiping as Executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,957,998,081	99.614113	15,283,878	0.384661	48,700	0.001226
H Shares	197,411,856,640	98.909133	1,908,080,345	0.956004	269,171,118	0.134863
Total Ordinary Shares:	201,369,854,721	98.922894	1,923,364,223	0.944852	269,219,818	0.132254

9. Election of Mr. Murray Horn to be re-appointed as Independent Non-executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,960,096,289	99.666920	13,179,770	0.331706	54,600	0.001374
H Shares	198,952,415,549	99.680998	367,642,150	0.184200	269,050,404	0.134802
Total Ordinary Shares:	202,912,511,838	99.680724	380,821,920	0.187078	269,105,004	0.132198

10. Election of Mr. Graeme Wheeler as Independent Non-executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,973,096,289	99.994101	176,670	0.004447	57,700	0.001452
H Shares	199,298,694,926	99.854494	21,429,472	0.010737	268,983,705	0.134769
Total Ordinary Shares:	203,271,791,215	99.857219	21,606,142	0.010614	269,041,405	0.132167

11. Election of Mr. Zhao Xijun as External Supervisor of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,973,102,689	99.994262	179,270	0.004512	48,700	0.001226
H Shares	199,293,954,128	99.852119	9,020,325	0.004520	286,133,650	0.143361
Total Ordinary Shares:	203,267,056,817	99.854894	9,199,595	0.004519	286,182,350	0.140587

12. Appointment of External Auditors for 2019

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,950,774,643	99.432315	22,523,316	0.566862	32,700	0.000823
H Shares	198,940,078,545	99.674817	379,388,610	0.190085	269,640,948	0.135098
Total Ordinary Shares:	202,890,853,188	99.670084	401,911,926	0.197439	269,673,648	0.132477

13. Issuance of write-down undated capital bonds

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,973,102,689	99.994262	179,270	0.004512	48,700	0.001226
H Shares	199,290,184,049	99.850230	27,503,464	0.013780	271,420,590	0.135990
Total Ordinary Shares:	203,263,286,738	99.853042	27,682,734	0.013599	271,469,290	0.133359

14. Issuance of write-down eligible tier-2 capital instruments

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,973,102,689	99.994262	179,270	0.004512	48,700	0.001226
H Shares	199,279,026,506	99.844640	38,560,029	0.019320	271,521,568	0.136040
Total Ordinary Shares:	203,252,129,195	99.847560	38,739,299	0.019031	271,570,268	0.133409

15. Election of Mr. Tian Bo as Non-executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,960,052,689	99.665823	13,223,370	0.332803	54,600	0.001374
H Shares	197,131,262,241	98.768547	2,186,369,623	1.095435	271,476,239	0.136018
Total Ordinary Shares:	201,091,314,930	98.786061	2,199,592,993	1.080550	271,530,839	0.133389

16. Election of Mr. Xia Yang as Non-executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)	Number of voting Shares	Percentage of voting Shares (%)
A Shares	3,960,052,689	99.665823	13,223,270	0.332800	54,700	0.001377
H Shares	197,125,530,253	98.765675	2,191,955,623	1.098234	271,622,227	0.136091
Total Ordinary Shares:	201,085,582,942	98.783245	2,205,178,893	1.083294	271,676,927	0.133461

The abovementioned resolution 1-12 and 15-16 are ordinary resolutions, which were duly passed by obtaining more than 50% of the votes and the abovementioned resolution 13-14 are special resolutions, which were duly passed by obtaining more than two-thirds of the votes in favour of each resolution from shareholders and authorized proxies present at the AGM. There are no resolutions at the AGM that require shareholders to abstain from voting.

APPOINTMENTS OF DIRECTORS AND SUPERVISORS

Mr. Liu Guiping will serve as Executive Director of the Bank upon the approval by China Banking and Insurance Regulatory Commission (the “CBIRC”) of his qualifications for serving as a Director. His term of office will be three years, taking effect upon the approval by the CBIRC and terminating on the date of the 2021 annual general meeting of the Bank.

Mr. Tian Bo and Mr. Xia Yang will serve as Non-executive Directors of the Bank upon the approval by CBIRC of their qualifications for serving as Directors. Their terms of office will be three years, taking effect upon the approvals by the CBIRC and terminating on the date of the annual general meeting for the year when such terms of office expire.

Mr. Murray Horn will serve consecutively as Independent Non-executive Director of the Bank as resolved on the date of the AGM. His term of office will end upon the approval of Mr. Graeme Wheeler’s qualifications as a Director by the CBIRC.

Mr. Graeme Wheeler will serve as Independent Non-executive Director of the Bank upon the approval by CBIRC of his qualifications for serving as a Director. His term of office will be three years, taking effect upon the approval by the CBIRC and terminating on the date of the annual general meeting for the year when such term of office expires.

For the biographical details of the aforesaid Directors, please refer to the announcements on the resolutions of the Meeting of the Board of Directors dated 17 January 2019 and 27 March 2019, respectively, the circular for the 2018 Annual General Meeting dated 6 May 2019 and the supplemental circular for the 2018 Annual General Meeting dated 28 May 2019 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

Mr. Zhao Xijun will serve as External Supervisor of the Bank as resolved on the date of the AGM, and his term of office will be three years and will end on the date of the 2021 annual general meeting of the Bank. For the biographical details of Mr. Zhao Xijun, please refer to the announcement on the resolutions of the Meeting of the Board of Supervisors dated 29 April 2019 and the circular for the 2018 Annual General Meeting dated 6 May 2019 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

From the date of the resolutions of the AGM, Mr. Chung Shui Ming Timpson no longer served as Independent Non-executive Director of the Bank due to expiry of term, and Mr. Bai Jianjun no longer served as External Supervisor of the Bank due to expiry of term. The Bank would like to express its sincere gratitude to Mr. Chung Shui Ming Timpson and Mr. Bai Jianjun for their contributions to the Bank during their terms of office.

CHANGE OF AUDITORS

In accordance with the requirement of the China Ministry of Finance with respect to the maximum number of years of service of an auditor for a financial enterprise, the Bank has considered and approved to appoint Ernst & Young Hua Ming LLP as the domestic accounting firm of the Bank and the onshore subsidiaries for 2019, and Ernst & Young as the international accounting firm of the Bank and the offshore subsidiaries for 2019 at the AGM. The audit fee is RMB140.96 million in total (inclusive of internal control audit fee).

PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers have confirmed in writing that there was no matter considered by them regarding their retirement that should be brought to the attention of the Bank and the creditors of the Bank.

PAYMENT OF 2018 CASH DIVIDENDS

The 2018 H share cash dividends of the Bank shall be Renminbi 0.306 Yuan per share (including tax) and will be paid on 30 July 2019 to shareholders of H shares whose names appear on the Bank's register of members after the closing of the stock market on 9 July 2019. 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 0.87685 Yuan, and the 2018 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.34897645 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2018 cash dividends, the register of members of H shares of the Bank will be closed from 4 July 2019 to 9 July 2019, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2018 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 3 July 2019. 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. The last trading day of the Bank's H shares before the ex-dividend date will be 28 June 2019, and the dividends will be excluded from 2 July 2019.

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 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 2018 A share cash dividends of the Bank will be distributed in accordance to the following timetable: the record date will be 9 July 2019, the ex-dividend date and the cash dividends distribution date will be 10 July 2019. For details of 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 and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H shares of the Bank listed on the 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* (港股通H股股票現金紅利派發協議) with China Securities Depository and Clearing Corporation Limited, pursuant to which, 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*) and the *Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect* (關於深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 [2016] No. 127*), 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 or Shenzhen-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 or Shenzhen-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 witnessed the AGM and issued a legal opinion stating the convening and procedures of the AGM, the voting process and the qualifications of the attendees and conveners were in compliance with the relevant laws and regulations as well as the Articles of Association. The voting results of the AGM were legal and valid.

By order of the Board
China Construction Bank Corporation
Tian Guoli
Chairman and Executive Director

21 June 2019

As at the date of this announcement, the Executive Directors of the Bank are Mr. Tian Guoli and Mr. Zhang Gengsheng; the Non-executive Directors of the Bank are Ms. Feng Bing, Mr. Zhu Hailin, Mr. Wu Min and Mr. Zhang Qi; 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. Murray Horn.