

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 2019 ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2019 Annual General Meeting (the “**Meeting**”) was held on 19 June 2020 at No. 25, Financial Street, Xicheng District, Beijing.

The Meeting was convened by the Board and was chaired and presided over by Mr. Tian Guoli, Chairman of the Board. All directors, all supervisors and some of the senior management of the Bank attended the Meeting in person. The convening and procedures of the Meeting and the voting method 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, capitalized terms used herein shall have the same meanings as those defined in the circular for the 2019 Annual General Meeting dated 28 April 2020.

ATTENDANCE OF THE MEETING

The total number of issued ordinary shares of the Bank as at the date of the Meeting 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 Meeting respectively. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the Meeting. In addition, when the Bank published the circular for the 2019 Annual General Meeting dated 28 April 2020, none of the shareholders has stated the intention to vote against the relevant resolutions or to abstain from voting.

A total of 299 shareholders of the Bank and authorized proxies were present at the Meeting. Shareholders of the Bank and authorized proxies who were present at the Meeting hold an aggregate of 211,717,466,477 shares, representing 84.683268% of the total voting shares of the Bank.

Total number of shareholders and authorized proxies present at the Meeting	299
Including: number of A-Share Holders	277
number of H-Share Holders	22
Total number of shares with voting rights (shares)	211,717,466,477
Including: total number of shares held by A-Share Holders	1,184,268,043
total number of shares held by H-Share Holders	210,533,198,434
Percentage of total shares of the Bank with voting rights (%)	84.683268
Including: percentage of total shares held by A-Share Holders (%)	0.473686
percentage of total shares held by H-Share Holders (%)	84.209582

Voting at the Meeting was conducted by poll. Ms. Qu Yuefeng and Ms. Han Shu, being shareholders' representatives and Mr. Wu Jianhang, being a supervisor of the Bank, were appointed to count the votes at the Meeting. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed as the scrutineer for the voting at the Meeting.

VOTING RESULTS OF THE MEETING

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

1. 2019 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	1,183,490,801	99.934369	92,942	0.007848	684,300	0.057783
H Shares	210,073,775,395	99.781781	4,709,580	0.002237	454,713,459	0.215982
Total Ordinary Shares:	211,257,266,196	99.782635	4,802,522	0.002268	455,397,759	0.215097

2. 2019 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	1,183,490,801	99.934369	92,942	0.007848	684,300	0.057783
H Shares	210,073,774,389	99.781781	4,709,580	0.002237	454,714,465	0.215982
Total Ordinary Shares:	211,257,265,190	99.782634	4,802,522	0.002269	455,398,765	0.215097

3. 2019 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	1,183,490,301	99.934327	393,442	0.033223	384,300	0.032450
H Shares	210,073,775,395	99.781781	4,709,580	0.002237	454,713,459	0.215982
Total Ordinary Shares:	211,257,265,696	99.782634	5,103,022	0.002411	455,097,759	0.214955

4. 2019 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	1,183,882,501	99.967445	385,542	0.032555	0	0.000000
H Shares	210,300,795,288	99.889612	86,583	0.000041	232,316,563	0.110347
Total Ordinary Shares:	211,484,677,789	99.890047	472,125	0.000223	232,316,563	0.109730

5. 2020 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	1,183,863,001	99.965798	392,942	0.033180	12,100	0.001022
H Shares	210,300,795,288	99.889612	85,580	0.000041	232,317,566	0.110347
Total Ordinary Shares:	211,484,658,289	99.890038	478,522	0.000226	232,329,666	0.109736

6. Election of Mr. Tian Guoli to be Re-appointed 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	1,164,060,341	98.293655	14,611,939	1.233837	5,595,763	0.472508
H Shares	208,026,418,770	98.809319	1,835,667,527	0.871913	671,112,137	0.318768
Total Ordinary Shares:	209,190,479,111	98.806434	1,850,279,466	0.873938	676,707,900	0.319628

7. Election of Ms. Feng Bing to be Re-appointed 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	1,175,991,458	99.301122	7,963,385	0.672431	313,200	0.026447
H Shares	207,945,042,678	98.770666	2,013,144,190	0.956212	575,011,566	0.273122
Total Ordinary Shares:	209,121,034,136	98.773633	2,021,107,575	0.954625	575,324,766	0.271742

8. Election of Mr. Zhang Qi to be Re-appointed 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	1,175,844,858	99.288743	8,109,985	0.684810	313,200	0.026447
H Shares	207,893,254,513	98.746068	2,064,933,358	0.980811	575,010,563	0.273121
Total Ordinary Shares:	209,069,099,371	98.749103	2,073,043,343	0.979156	575,323,763	0.271741

9. Election of Mr. Xu Jiandong 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	1,175,991,458	99.301122	7,963,385	0.672431	313,200	0.026447
H Shares	208,225,358,835	98.903812	1,727,798,819	0.820678	580,040,780	0.275510
Total Ordinary Shares:	209,401,350,293	98.906034	1,735,762,204	0.819849	580,353,980	0.274117

10. Election of Sir Malcolm Christopher McCarthy 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	1,176,043,577	99.305523	8,213,366	0.693540	11,100	0.000937
H Shares	208,535,254,658	99.051008	1,422,933,213	0.675871	575,010,563	0.273121
Total Ordinary Shares:	209,711,298,235	99.052431	1,431,146,579	0.675970	575,021,663	0.271599

11. Election of Mr. Yang Fenglai as Shareholder Representative 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	1,183,845,501	99.964320	109,342	0.009233	313,200	0.026447
H Shares	209,663,951,712	99.587121	266,284,945	0.126482	602,961,777	0.286397
Total Ordinary Shares:	210,847,797,213	99.589231	266,394,287	0.125826	603,274,977	0.284943

12. Election of Mr. Liu Huan 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	1,183,847,101	99.964456	107,742	0.009097	313,200	0.026447
H Shares	209,722,307,413	99.614839	207,929,244	0.098764	602,961,777	0.286397
Total Ordinary Shares:	210,906,154,514	99.616795	208,036,986	0.098262	603,274,977	0.284943

13. Election of Mr. Ben Shenglin 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	1,183,847,101	99.964456	107,742	0.009097	313,200	0.026447
H Shares	209,722,307,413	99.614839	207,929,244	0.098764	602,961,777	0.286397
Total Ordinary Shares:	210,906,154,514	99.616795	208,036,986	0.098262	603,274,977	0.284943

14. Appointment of External Auditors for 2020

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	1,181,593,983	99.774201	2,362,960	0.199530	311,100	0.026269
H Shares	210,006,061,021	99.749618	274,820,850	0.130536	252,316,563	0.119846
Total Ordinary Shares:	211,187,655,004	99.749755	277,183,810	0.130922	252,627,663	0.119323

15. Authorization for Temporary Limit on Charitable Donations for 2020

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	1,184,172,501	99.991932	94,542	0.007984	1,000	0.000084
H Shares	209,860,456,779	99.680458	440,425,092	0.209195	232,316,563	0.110347
Total Ordinary Shares:	211,044,629,280	99.682200	440,519,634	0.208070	232,317,563	0.109730

16. The Capital Plan of China Construction Bank for 2021 to 2023

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	1,183,864,001	99.965883	92,942	0.007848	311,100	0.026269
H Shares	210,237,426,788	99.859513	85,580	0.000041	295,686,066	0.140446
Total Ordinary Shares:	211,421,290,789	99.860108	178,522	0.000084	295,997,166	0.139808

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

APPOINTMENTS OF DIRECTORS AND SUPERVISORS

Mr. Tian Guoli will serve consecutively as Chairman of the Board, executive director and the chairman of the strategy development committee of the Board of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2022 annual general meeting of the Bank.

Ms. Feng Bing will serve consecutively as non-executive director, a member of each of the strategy development committee and the nomination and remuneration committee of the Board of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2022 annual general meeting of the Bank.

Mr. Zhang Qi will serve consecutively as non-executive director, a member of each of the strategy development committee and the nomination and remuneration committee of the Board of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2022 annual general meeting of the Bank.

Mr. Xu Jiandong will serve as non-executive director of the Bank as resolved on the date of the Meeting and will serve as member of each of the Strategy Development Committee, the Audit Committee and the Risk Management Committee on the same date, whose term of office will be three years and will end on the date of the 2022 annual general meeting of the Bank.

Sir Malcolm Christopher McCarthy will serve consecutively as independent non-executive director, the chairman of the nomination and remuneration committee of the Board, a member of each of the strategy development committee and the risk management committee of the Board of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2022 annual general meeting of the Bank.

Mr. Yang Fenglai will serve as shareholder representative supervisor of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2022 annual general meeting of the Bank.

Mr. Liu Huan will serve as external supervisor of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2022 annual general meeting of the Bank.

Mr. Ben Shenglin will serve as external supervisor of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2022 annual general meeting of the Bank.

For the biographical details of the aforesaid directors and supervisors, please refer to the circular for the 2019 Annual General Meeting dated 28 April 2020 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

From the date of the resolutions of the Meeting, Mr. Zhu Hailin ceases to serve as non-executive director of the Bank due to expiry of term. The Board of the Bank would like to express its sincere gratitude to Mr. Zhu Hailin for his contributions to the Bank during his term of office.

PAYMENT OF 2019 CASH DIVIDENDS

The 2019 H share cash dividends of the Bank shall be Renminbi 0.320 Yuan per share (including tax) and will be paid on 30 July 2020 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 2020. 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 Meeting, which is 1 Hong Kong Dollar equals to Renminbi 0.91496 Yuan, and the 2019 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.34974207 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2019 cash dividends, the register of members of H shares of the Bank will be closed from 4 July 2020 to 9 July 2020, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2019 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 2020. 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 30 June 2020, and the dividends will be excluded from 2 July 2020.

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 2019 A share cash dividends of the Bank will be distributed in accordance to the following timetable: the record date will be 9 July 2020, the ex-dividend date and the cash dividends distribution date will be 10 July 2020. 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 (Caishui [2014] No. 81) (《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(財稅[2014]81號)》) and the *Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect* (Caishui [2016] No. 127) (《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(財稅[2016]127號)》), 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

Commerce & Finance Law Offices witnessed the Meeting and issued a legal opinion stating that the convening and procedures of the Meeting, the voting process, the qualifications of attendees and conveners were in compliance with the relevant laws and regulations as well as the Articles of Association. The voting results of the Meeting were lawful and valid.

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

19 June 2020

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 Mr. Xu Jiandong, Ms. Feng Bing, 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, Mr. Graeme Wheeler and Mr. Michel Madelain.