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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)**

**VOTING RESULTS OF  
THE 2014 ANNUAL GENERAL MEETING  
THE FIRST A SHAREHOLDERS CLASS MEETING OF 2015  
AND  
THE FIRST H SHAREHOLDERS CLASS MEETING OF 2015**

The board of directors (the "**Board**") of China Construction Bank Corporation (the "**Bank**") announces that the 2014 Annual General Meeting (the "**AGM**"), the First A Shareholders Class Meeting of 2015 (the "**A Class Meeting**") and the First H Shareholders Class Meeting of 2015 (the "**H Class Meeting**") (collectively, the "**Meetings**") were held onsite by means of poll and online voting on 15 June 2015 at No. 25, Financial Street, Xicheng District, Beijing and InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Hong Kong.

The Meetings were convened by the Board and chaired by Mr. Wang Hongzhang, chairman of the Board. Directors, supervisors and senior management of the Bank attended the Meetings in person. The convening and procedures of the Meetings 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 2014 Annual General Meeting and the First H Shareholders Class Meeting of 2015 dated 29 April 2015 (the "**First Circular**") and the supplementary circular for the 2014 Annual General Meeting dated 14 May 2015 (the "**Supplementary Circular**").

**ATTENDANCE OF THE MEETINGS**

The number of issued shares of the Bank as at the date of the Meetings 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, the A Class Meeting and the H Class Meeting, respectively. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM and the respective class meeting. In addition, when the Bank published the

First Circular and the Supplementary Circular, none of the shareholders had stated the intention to vote against the relevant resolutions or to abstain from voting.

### 1. Attendance of the AGM

The attendance of the AGM was as follows:

Total number of shareholders and authorised proxies present at the AGM		2,112
Of which:	number of A shareholders	129
	number of H shareholders	1,983
Total number of shares with voting rights (share)		196,593,549,010
Of which:	total number of shares held by A shareholders (share)	3,086,436,659
	total number of shares held by H shareholders (share)	193,507,112,351
Percentage of total shares of the Bank with voting rights (%)		78.633967
Of which:	Percentage of total shares held by A shareholders (%)	1.234520
	Percentage of total shares held by H shareholders (%)	77.399446

### 2. Attendance of the A Class Meeting

The attendance of the A Class Meeting was as follows:

Total number of A shareholders and authorised proxies present at the meeting	129
Total number of A shares with voting rights (share)	3,086,436,659
Percentage of total number of A shareholders of the Bank with voting rights present at the meeting to the total A shares of the Bank with voting rights (%)	32.171637

### 3. Attendance of the H Class Meeting

The attendance of the H Class Meeting was as follows:

Total number of H shareholders and authorised proxies present at the meeting	1,664
Total number of H shares with voting rights (share)	193,363,420,852
Percentage of the total number of H shareholders of the Bank with voting rights present at the meeting to the total H shares of the Bank with voting rights (%)	80.428241

Voting at the Meetings was conducted by poll. Ms. Zhang Xuemin, Ms. Cheung Sau Mei and Ms. Woo Wai Ying, being shareholder's representatives and Ms. Li Xiaoling, being supervisor of the Bank, were appointed to count the votes at the Meetings. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed as the scrutineer for the voting at the Meetings.

## 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
<b>Ordinary Resolutions</b>							
1	2014 report of Board of Directors	196,256,242,250	99.828424%	18,998,810	0.009664%	318,307,950	0.161912%
2	2014 report of Board of Supervisors	196,256,169,899	99.828387%	19,000,811	0.009665%	318,378,300	0.161947%
3	2014 final financial accounts	196,256,362,822	99.828486%	19,007,490	0.009668%	318,178,698	0.161846%
4	2014 profit distribution plan	196,302,839,967	99.852127%	227,930	0.000116%	290,481,113	0.147757%
5	budget of 2015 fixed assets investment	196,286,222,243	99.843674%	669,140	0.000340%	306,657,627	0.155986%
6	remuneration distribution and settlement plan for directors in 2013	196,277,303,479	99.839137%	9,606,305	0.004886%	306,639,226	0.155976%
7	remuneration distribution and settlement plan for supervisors in 2013	196,277,501,224	99.839238%	9,448,380	0.004806%	306,599,406	0.155956%

8	re-election of Mr. Wang Hongzhang as an executive director of the Bank	195,604,860,650	99.497090%	695,645,517	0.353850%	293,042,843	0.149060%
9	election of Mr. Pang Xiusheng as an executive director of the Bank	195,663,919,834	99.527131%	636,589,292	0.323810%	293,039,884	0.149059%
10	election of Mr. Zhang Gengsheng as an executive director of the Bank	195,652,803,256	99.521477%	647,692,241	0.329458%	293,053,513	0.149066%
11	election of Mr. Li Jun as a non-executive director of the Bank	194,872,899,452	99.124768%	1,406,696,689	0.715536%	313,952,869	0.159696%
12	election of Ms. Hao Aiqun as a non-executive director of the Bank	195,013,088,944	99.196077%	1,406,696,689	0.715536%	173,763,377	0.088387%
13	continuation of Ms. Elaine La Roche as an independent non-executive director of the Bank	196,063,987,923	99.730632%	236,495,213	0.120297%	293,065,874	0.149072%
14	appointment of external auditors for 2015	196,200,132,405	99.799883%	102,928,932	0.052356%	290,487,673	0.147761%
15	impact on dilution of current returns of the issuance of preference shares and remedial measures	195,746,712,430	99.569245%	554,343,826	0.281975%	292,492,754	0.148780%
16	shareholder return plan for 2015 to 2017	196,300,394,509	99.850883%	862,095	0.000439%	292,292,406	0.148679%
17	capital plan for 2015 to 2017	196,300,120,930	99.850744%	866,725	0.000441%	292,561,355	0.148815%
<b>Special Resolutions</b>							

18	amendments to the Articles of Association	194,416,753,159	98.892743%	565,192,877	0.287493%	1,611,602,974	0.819764%
19	each of the following items of the proposal on the plan of issuance of Domestic Preference Shares by the Bank						
19.1	type and number of preference shares to be issued	195,382,316,375	99.383890%	914,338,757	0.465091%	296,893,878	0.151019%
19.2	par value and issue price	195,403,032,955	99.394428%	893,568,603	0.454526%	296,947,452	0.151046%
19.3	maturity date	195,382,331,140	99.383897%	914,285,373	0.465064%	296,932,497	0.151039%
19.4	use of proceeds	195,398,488,524	99.392116%	898,147,581	0.456855%	296,912,905	0.151029%
19.5	issuance method and investors	195,382,431,439	99.383948%	914,154,724	0.464997%	296,962,847	0.151054%
19.6	profit distribution method for preference shareholders	195,382,156,673	99.383809%	914,344,033	0.465094%	297,048,304	0.151098%
19.7	mandatory conversion	195,382,274,332	99.383869%	914,231,838	0.465037%	297,042,840	0.151095%
19.8	conditional redemption	195,382,232,050	99.383847%	914,160,289	0.465000%	297,156,671	0.151153%
19.9	voting rights restriction and restoration	195,382,332,425	99.383898%	914,172,071	0.465006%	297,044,514	0.151096%
19.10	repayment priority and manner of liquidation	195,398,296,402	99.392018%	898,183,587	0.456873%	297,069,021	0.151108%
19.11	rating	195,398,214,008	99.391976%	898,164,627	0.456864%	297,170,375	0.151160%
19.12	security	195,398,211,368	99.391975%	898,318,879	0.456942%	297,018,763	0.151083%
19.13	trading or transfer restriction	195,398,392,112	99.392067%	898,171,087	0.456867%	296,985,811	0.151066%
19.14	trading arrangement	195,382,420,993	99.383943%	914,172,959	0.465007%	296,955,058	0.151050%
19.15	effective period of the resolution on issuance of preference shares	195,382,404,630	99.383935%	914,171,087	0.465006%	296,973,293	0.151060%
19.16	preference share authorization	195,382,337,133	99.383900%	914,186,857	0.465014%	297,025,020	0.151086%

19.17	relationship between domestic issuance and offshore issuance	195,382,412,641	99.383939%	914,170,887	0.465006%	296,965,482	0.151056%
19.18	application and approval procedures to be performed for the issuance	195,382,378,996	99.383922%	914,170,087	0.465005%	296,999,927	0.151073%
20	each of the following items of the proposal on the plan of issuance of Offshore Preference Shares by the Bank						
20.1	type and number of preference shares to be issued	195,382,256,406	99.383859%	914,273,198	0.465058%	297,019,406	0.151083%
20.2	par value and issue price	195,382,365,293	99.383915%	914,286,957	0.465065%	296,896,760	0.151021%
20.3	maturity date	195,382,476,691	99.383971%	914,224,557	0.465033%	296,847,762	0.150996%
20.4	use of proceeds	195,398,508,001	99.392126%	898,163,787	0.456863%	296,877,222	0.151011%
20.5	issuance method and investors	195,382,443,151	99.383954%	914,186,628	0.465014%	296,919,231	0.151032%
20.6	profit distribution method for preference shareholders	195,382,322,360	99.383893%	914,195,128	0.465018%	297,031,522	0.151089%
20.7	mandatory conversion	195,382,363,633	99.383914%	914,231,004	0.465036%	296,954,373	0.151050%
20.8	conditional redemption	195,382,392,483	99.383929%	914,160,900	0.465000%	296,995,627	0.151071%
20.9	voting rights restriction and restoration	195,382,353,335	99.383909%	914,175,928	0.465008%	297,019,747	0.151083%
20.10	repayment priority and manner of liquidation	195,398,456,036	99.392100%	898,184,487	0.456874%	296,908,487	0.151027%
20.11	rating	195,398,453,387	99.392098%	898,172,787	0.456868%	296,922,836	0.151034%
20.12	security	195,398,448,946	99.392096%	898,166,327	0.456865%	296,933,737	0.151039%
20.13	lock-up period	195,398,452,752	99.392098%	898,170,630	0.456867%	296,925,628	0.151035%
20.14	effective period of the resolution on issuance of preference shares	195,382,444,681	99.383955%	914,171,629	0.465006%	296,932,700	0.151039%

20.15	trading/listing arrangement	195,382,416,914	99.383941%	898,218,787	0.456891%	312,913,309	0.159168%
20.16	preference share authorization	195,382,375,486	99.383920%	914,238,987	0.465040%	296,934,537	0.151040%
20.17	relationship between domestic issuance and offshore issuance	195,382,383,371	99.383924%	914,172,987	0.465007%	296,992,652	0.151069%
20.18	application and approval procedures to be performed for the issuance	195,382,276,539	99.383870%	914,171,987	0.465006%	297,100,484	0.151124%
<b>Ordinary Resolution</b>							
21	election of Mr. Wang Zuji as an executive director of the Bank	195,530,735,242	99.459385%	744,589,538	0.378746%	318,224,230	0.161869%

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

## VOTING RESULTS OF THE A CLASS MEETING

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

No.	Proposals	For		Against		Abstain	
		Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage
<b>Special Resolutions</b>							
1	each of the following items of the proposal on the plan of issuance of Domestic Preference Shares by the Bank						
1.1	type and number of preference shares to be issued	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.2	par value and issue price	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.3	maturity date	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.4	use of proceeds	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.5	issuance method and investors	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%

1.6	profit distribution method for preference shareholders	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.7	mandatory conversion	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.8	conditional redemption	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.9	voting rights restriction and restoration	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.10	repayment priority and manner of liquidation	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.11	rating	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.12	security	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.13	trading or transfer restriction	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.14	trading arrangement	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.15	effective period of the resolution on issuance of preference shares	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.16	preference share authorization	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.17	relationship between domestic issuance and offshore issuance	3,084,272,065	99.929868%	549,861	0.017815%	1,614,733	0.052317%
1.18	application and approval procedures to be performed for the issuance	3,084,272,065	99.929868%	549,661	0.017809%	1,614,933	0.052324%
2	each of the following items of the proposal on the plan of issuance of Offshore Preference Shares by the Bank						
2.1	type and number of preference shares to be issued	3,084,280,365	99.930136%	540,961	0.017527%	1,615,333	0.052337%
2.2	par value and issue price	3,084,279,565	99.930111%	540,961	0.017527%	1,616,133	0.052362%
2.3	maturity date	3,084,279,565	99.930111%	540,961	0.017527%	1,616,133	0.052362%
2.4	use of proceeds	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.5	issuance method and investors	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.6	profit distribution method for preference shareholders	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.7	mandatory conversion	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.8	conditional redemption	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.9	voting rights restriction and restoration	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.10	repayment priority and manner of liquidation	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%



2.11	rating	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.12	security	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.13	lock-up period	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.14	effective period of the resolution on issuance of preference shares	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.15	trading/listing arrangement	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.16	preference share authorization	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.17	relationship between domestic issuance and offshore issuance	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%
2.18	application and approval procedures to be performed for the issuance	3,084,279,565	99.930111%	541,761	0.017553%	1,615,333	0.052337%

The abovementioned special resolutions were duly passed by obtaining more than two thirds of the votes in favour of each resolution from shareholders and authorised proxies presented at the A Class Meeting. There are no resolutions at the A Class Meeting that require shareholders to abstain from voting.

#### **VOTING RESULTS OF THE H CLASS MEETING**

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

No.	Proposals	For		Against		Abstain	
		Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage
<b>Special Resolutions</b>							
1	each of the following items of the proposal on the plan of issuance of Domestic Preference Shares by the Bank						
1.1	type and number of preference shares to be issued	192,043,428,867	99.317352%	912,640,280	0.471982%	407,351,705	0.210666%
1.2	par value and issue price	192,059,435,566	99.325630%	896,618,280	0.463696%	407,367,006	0.210674%
1.3	maturity date	192,043,495,037	99.317386%	912,607,580	0.471965%	407,318,235	0.210649%
1.4	use of proceeds	192,059,517,067	99.325672%	896,607,580	0.463690%	407,296,205	0.210638%
1.5	issuance method and investors	192,043,420,516	99.317347%	912,620,421	0.471972%	407,379,915	0.210681%
1.6	profit distribution method for preference shareholders	192,043,425,584	99.317350%	912,627,423	0.471975%	407,367,845	0.210675%
1.7	mandatory conversion	192,043,374,750	99.317324%	912,633,961	0.471979%	407,412,141	0.210698%

1.8	conditional redemption	192,043,486,541	99.317382%	912,580,572	0.471951%	407,353,739	0.210667%
1.9	voting rights restriction and restoration	192,043,408,150	99.317341%	912,606,491	0.471964%	407,406,211	0.210695%
1.10	repayment priority and manner of liquidation	192,059,468,877	99.325647%	896,618,280	0.463696%	407,333,695	0.210657%
1.11	rating	192,059,509,697	99.325668%	896,544,230	0.463658%	407,366,925	0.210674%
1.12	security	192,059,423,667	99.325624%	896,585,910	0.463679%	407,411,275	0.210697%
1.13	trading or transfer restriction	192,059,447,636	99.325636%	896,592,370	0.463683%	407,380,846	0.210681%
1.14	trading arrangement	192,043,426,136	99.317350%	912,588,140	0.471955%	407,406,576	0.210695%
1.15	effective period of the resolution on issuance of preference shares	192,043,425,716	99.317350%	912,591,370	0.471957%	407,403,766	0.210693%
1.16	preference share authorization	192,043,414,336	99.317344%	912,625,350	0.471974%	407,381,166	0.210682%
1.17	relationship between domestic issuance and offshore issuance	192,043,442,976	99.317359%	912,587,640	0.471955%	407,390,236	0.210686%
1.18	application and approval procedures to be performed for the issuance	192,043,440,848	99.317358%	912,591,943	0.471957%	407,388,061	0.210685%
2	each of the following items of the proposal on the plan of issuance of Offshore Preference Shares by the Bank						
2.1	type and number of preference shares to be issued	192,043,152,093	99.317209%	912,589,576	0.471956%	407,679,183	0.210836%
2.2	par value and issue price	192,043,046,391	99.317154%	912,586,346	0.471954%	407,788,115	0.210892%
2.3	maturity date	192,043,128,161	99.317196%	912,578,876	0.471950%	407,713,815	0.210854%
2.4	use of proceeds	192,059,189,191	99.325502%	896,572,416	0.463672%	407,659,245	0.210825%
2.5	issuance method and investors	192,043,126,300	99.317195%	912,590,717	0.471956%	407,703,835	0.210848%
2.6	profit distribution method for preference shareholders	192,043,163,161	99.317214%	912,596,646	0.471959%	407,661,045	0.210826%
2.7	mandatory conversion	192,043,054,319	99.317158%	912,623,697	0.471973%	407,742,836	0.210869%
2.8	conditional redemption	192,043,145,429	99.317205%	912,570,308	0.471946%	407,705,115	0.210849%
2.9	voting rights restriction and restoration	191,343,174,722	98.955208%	912,578,949	0.471950%	1,107,667,181	0.572842%
2.10	repayment priority and manner of liquidation	192,058,918,526	99.325362%	896,585,346	0.463679%	407,916,980	0.210959%

2.11	rating	192,059,221,916	99.325519%	896,519,756	0.463645%	407,679,180	0.210836%
2.12	security	192,059,205,754	99.325511%	896,518,756	0.463644%	407,696,342	0.210845%
2.13	lock-up period	192,059,151,445	99.325483%	896,575,646	0.463674%	407,693,761	0.210843%
2.14	effective period of the resolution on issuance of preference shares	192,043,185,932	99.317226%	912,574,646	0.471948%	407,660,274	0.210826%
2.15	trading/listing arrangement	192,043,180,156	99.317223%	896,574,646	0.463673%	423,666,050	0.219104%
2.16	preference share authorization	192,043,189,966	99.317228%	912,597,646	0.471960%	407,633,240	0.210812%
2.17	relationship between domestic issuance and offshore issuance	192,043,189,026	99.317228%	912,575,646	0.471948%	407,656,180	0.210824%
2.18	application and approval procedures to be performed for the issuance	192,043,050,583	99.317156%	912,574,646	0.471948%	407,795,623	0.210896%

The abovementioned special resolutions were duly passed by obtaining more than two thirds of the votes in favour of each resolution from shareholders and authorised proxies presented at the H Class Meeting. There are no resolutions at the H Class Meeting that require shareholders to abstain from voting.

## APPOINTMENTS OF DIRECTORS

Mr. Wang Hongzhang will serve consecutively as an executive director of the Bank commencing from the date of the AGM. Ms. Elaine La Roche will continue to serve as an independent non-executive director of the Bank commencing from the date of the AGM. Mr. Wang Zuji, Mr. Pang Xiusheng, Mr. Zhang Gengsheng, Mr. Li Jun and Ms. Hao Aiqun (the "**Newly Appointed Directors**") will take office upon the approval of their qualifications as directors from the China Banking Regulatory Commission. The term of office of the abovementioned directors (excluding Ms. Elaine La Roche) will expire on the date of the 2017 annual general meeting of the Bank. The term of office of Ms. Elaine La Roche will expire on 31 December 2015. For the biographical details of Mr. Wang Hongzhang, Mr. Pang Xiusheng, Mr. Zhang Gengsheng, Mr. Li Jun, Ms. Hao Aiqun and Ms. Elaine La Roche, please refer to the First Circular published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). For the biographical details of Mr. Wang Zuji, please refer to the Supplementary Circular published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

## APPROVAL OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The *Articles of Association of the China Construction Bank Corporation* as amended will become effective on the date of the approval of China Banking Regulatory Commission.

## PAYMENT OF 2014 CASH DIVIDENDS

The 2014 H share cash dividends of the Bank shall be Renminbi 0.301 Yuan per share (including tax) and will be paid on or around 24 July 2015 to shareholders of H shares whose names appear on the Bank's register of members on 30 June 2015. 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 0.78895 Yuan, and the 2014 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.38151974 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2014 cash dividends, the register of members of H shares of the Bank will be closed from 25 June 2015 to 30 June 2015, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2014 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 16:30 on 24 June 2015. 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 22 June 2015, and the dividends will be excluded from 23 June 2015.

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 2014 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 dividend 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 Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document issued by the State Administration of Tax, the dividend 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 2014 A share cash dividends of the Bank will be distributed in accordance to the following timetable: the record date will be 30 June 2015, the ex-dividend date and the cash dividend distribution date will be 1 July 2015. 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 (港股通 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 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.

The Bank has appointed Bank of China (Hong Kong) Trustees Limited (the “**Receiving Agent**”) to receive the 2014 cash dividends on behalf of the shareholders of H shares of the Bank. The dividend warrants for the 2014 cash dividends will be issued by the Receiving Agent and will be posted by ordinary mail to shareholders of H shares on or around 24 July 2015 (the dividend distribution date of the 2014 cash dividends).

## **LAWYER'S CERTIFICATION**

Haiwen & Partners has certified the Meetings and issued the legal opinion stating that the convening and procedures of the Meetings, 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 Meetings are legal and valid.

The announcement of the captioned matters is hereby given.

By order of the Board  
**China Construction Bank Corporation**  
**Wang Hongzhang**  
*Chairman and Executive Director*

15 June 2015

*As at the date of this announcement, the executive director of the Bank is Mr. Wang Hongzhang; the non-executive directors of the Bank are Ms. Chen Yuanling, Mr. Xu Tie, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Ms. Elaine La Roche, Mr. Chung Shui Ming Timpon, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.*