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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2015**

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the first extraordinary general meeting of 2015 (the “**Meeting**”) was held onsite by means of poll and online voting on 28 October 2015 at No. 25, Financial Street, Xicheng District, Beijing.

The Meeting was convened by the Board and chaired by Mr. Wang Zuji, vice chairman of the Board. Some of the directors, supervisors and senior management of the Bank attended the Meeting in person. The convening and procedures of the Meeting 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 first extraordinary general meeting of 2015 dated 11 September 2015 (the “**Circular**”).

### **ATTENDANCE OF THE MEETING**

The number of issued 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. 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, none of the shareholders had stated the intention to vote against the relevant resolutions nor to abstain from voting.

The attendance of the Meeting was as follows:

Total number of shareholders and authorised proxies present at the Meeting		61
Of which:	number of A shareholders	49
	number of H shareholders	12
Total number of shares with voting rights held by shareholders and authorised proxies present at the Meeting (share)		193,845,636,854
Of which:	total number of shares held by A shareholders (share)	768,776,381
	total number of shares held by H shareholders (share)	193,076,860,473
Percentage of total shares of the Bank with voting rights held by shareholders and authorised proxies present at the Meeting (%)		77.534850
Of which:	Percentage of total shares held by A shareholders (%)	0.307497
	Percentage of total shares held by H shareholders (%)	77.227353

Voting at the Meeting was conducted by poll. Mr. Liu Jiacheng and Ms. Zhang Xuemin, being shareholders' representatives and Mr. Jin Panshi, 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 vote-taking at the Meeting.

## VOTING RESULTS OF THE MEETING

The voting results in respect of the resolutions proposed at the Meeting 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	Proposal regarding Mr. Carl Walter to serve as an independent non-executive Director of the Bank	193,684,519,156	99.916884%	13,347,070	0.006885%	147,770,628	0.076231%
2	Proposal regarding Ms. Anita Fung Yuen Mei to serve as an independent non-executive Director of the Bank	193,684,520,226	99.916884%	13,345,600	0.006885%	147,771,028	0.076231%

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 Meeting. There were no resolutions at the Meeting that require shareholders to abstain from voting.

## APPOINTMENTS OF DIRECTORS

Mr. Carl Walter and Ms. Anita Fung Yuen Mei (the “**Newly Appointed Directors**”) will take offices upon the approvals of their qualifications as directors from the China Banking Regulatory Commission. The terms of office of the Newly Appointed Directors will be three years and to be ended on the date of the 2017 annual general meeting of the Bank. Upon taking offices, Mr. Carl Walter will, in addition, serve as a member of each of the Strategy Development Committee, the Audit Committee and the Nomination and Remuneration Committee, while Ms. Anita Fung Yuen Mei will, in addition, serve as a member of each of the Strategy Development Committee, the Risk Management Committee and the Nomination and Remuneration Committee. For the biographical details of the Newly Appointed Directors, please refer to the Circular and the announcement on the resolutions of the meeting of the Board dated 28 August 2015 published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

## **LAWYER'S CERTIFICATION**

[Haiwen & Partners] had 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 the qualifications of the 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.

The announcement of the captioned matters is hereby given.

By order of the Board

**China Construction Bank Corporation**

**Wang Zuji**

*Vice Chairman, Executive Director and President*

28 October 2015

*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. Chen Yuanling, Ms. Hao Aiqun, 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 Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.*