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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 Meeting of the Board of Directors (27 October 2016)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 27 October 2016 in Beijing. The Bank issued the written notice of the Meeting on 13 October 2016. The Meeting was chaired by Mr. Wang Zuji, vice chairman of the board of directors of the Bank (the “**Board**”). 14 directors were eligible to attend the Meeting and 13 of them attended the Meeting in person. Mr. Wang Hongzhang, chairman of the Board, appointed Mr. Wang Zuji, vice chairman of the Board, 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 the Bank (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 2016

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

For more details, please refer to the relevant documents published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (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 in respect of this resolution: Agreed.

The Bank issued US\$3.05 billion offshore preference shares at the overseas market on 16 December 2015 (the “**Offshore Preference Shares**”). The first dividend payment date is 16 December 2016. Pursuant to relevant requirements of laws and regulations, the Articles of Association and the terms and conditions of the Offshore Preference Shares, the Bank formulates the dividend distribution plan of the Offshore Preference Shares as follows.

1. Dividend period: From and including 16 December 2015 to but excluding 16 December 2016
2. Record date: 15 December 2016
3. Ex-dividend date: 16 December 2016
4. Dividend payment date: 16 December 2016
5. 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 15 December 2016.
6. 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.
7. Dividend rate and amount to be paid: The terms and conditions of the Offshore Preference Shares provide that the initial dividend rate before the first redemption 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 Offshore Preference Shares dividends amount to approximately RMB1,067 million.

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

27 October 2016

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. Hao Aiqun, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Mr. Carl Walter, Mr. Zhang Long, Mr. Chung Shui Ming Timpson, Mr. Wim Kok and Mr. Murray Horn.