

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.



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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 939)

Announcement on

the Resolutions of the Meeting of the Board of Directors

This announcement is made pursuant to rule 13.09(1) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 25 March 2011 in Guilin. 17 directors were entitled to present at the Meeting and 17 directors attended the Meeting in person. The number of directors present at 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 following resolutions were considered and approved at the Meeting:

I. Proposal regarding the 2010 Annual Report, the Summary of Annual Report and the Results Announcement of the Bank (including the Report of the Board of Directors and the Final Financial Accounts)

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the 2010 Annual Report of the Bank be submitted to the shareholders’ 2010 Annual General Meeting for consideration.

II. Proposal regarding the 2010 Profit Distribution Plan of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

The 2010 Profit Distribution Plan of the Bank was as follows:

1. On the basis of the after-tax profit of the Bank for 2010 in the amount of RMB132.604 billion, 10% of such profit (being RMB13.26 billion) be appropriated to the statutory surplus reserve fund of the Bank;
2. RMB5.983 billion be set aside as general provisions for 2010;
3. On the basis of the after-tax profit of the Bank for 2010 in the amount of RMB132.604 billion, 40% of such profit (being RMB53.052 billion) be distributed to all the shareholders (whose names appear on the shareholder register as of 23 June 2011) as cash dividend. The cash dividend per share hence would be RMB0.2122 (inclusive of taxes);
4. No transfer from the capital reserve fund will be made for 2010 to increase the share capital of the Bank.

It was resolved that this proposal be submitted to the shareholders' 2010 Annual General Meeting for consideration.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

III. Proposal regarding the 2010 Assessment Report on Internal Control of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2010 Assessment Report on Internal Control of the Bank, please refer to the 2010 Annual Report of the Bank posted on the website of Shanghai Stock Exchange (www.sse.com.cn).

IV. Proposal regarding the Special Report on the Deposit and Use of Proceeds from A Share Rights Issue of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting:

0 vote.

For details regarding the Special Report on the Deposit and Use of Proceeds from A Share Rights Issue of the Bank, please refer to the website of Shanghai Stock Exchange (www.sse.com.cn).

V. Proposal regarding the 2011 Implementation Rules for the Distribution of Remuneration of Directors, Supervisors and Senior Managers of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

VI. Proposal on Nominating the Candidate for Directorship

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

Due to personal work commitments, Ms. Wang Shumin submitted the resignation from the position of non-executive director. Her resignation shall become effective on the following date of the shareholders' 2010 Annual General Meeting.

It was resolved that Mr. Dong Shi be nominated as a candidate for directorship of the Bank.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

Mr. Dong Shi, aged 46, a Chinese national, has served as a director of both China Reinsurance (Group) Corporation and China Reinsurance Asset Management Co., Ltd. since October 2008. Mr. Dong served consecutively as Assistant Special Inspector of the State Council, Division-Chief of the Supervisory Committee of Central Enterprises Working Commission and Deputy Director-General of the Foreign Affairs Bureau under the State-owned Assets Supervision and Administration Commission from August 1998 to September 2008. Mr. Dong was Deputy Division-Chief of the Inspection and Supervision Bureau of the People's Bank of China from July 1988 to July 1998. Mr. Dong is a senior economist and accountant. Mr. Dong graduated from Zhengzhou University with a bachelor's degree in finance in 1988 and obtained a master's degree in economic law from the Renmin University of China in 2002. Mr. Dong made a study visit to the Federal Reserve of the United States in 1994 and studied at RMIT University in Australia in 1996. Mr. Dong is currently an employee of Central Huijin Investment Ltd.

It was resolved that this proposal be submitted to the shareholders' 2010 Annual General Meeting for consideration.

VII. Proposal regarding the Appointment of Zhao Huan as the Executive Vice President of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that Mr. Zhao Huan be appointed as a Executive Vice President of the Bank.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

Mr. Zhao Huan, aged 47, a Chinese national, has served as a member of the senior management of the Bank from December 2010 and has served as general manager of Shanghai Branch of the Bank from September 2007. Mr. Zhao was the principal-in-charge of Shanghai Branch of the Bank from July to September 2007, general manager of the Bank's corporate banking department from June 2006 to July 2007, deputy general manager of corporate banking department of China Construction Bank from April 2004 to June 2006, deputy general manager of Xiamen Branch of China Construction Bank from July 2003 to April 2004, and deputy general manager of corporate banking department of China Construction Bank from March 2001 to May 2003. Mr. Zhao is a senior economist. Mr. Zhao received his bachelor's degree in industrial engineering from Xi'an Jiaotong University in 1986.

As at the date of this announcement, Mr. Zhao indirectly holds 18,292 H shares of the Bank by participating in the employee stock incentive plan and has no relationship with the Bank's directors, supervisors, senior management, major shareholders or controlling shareholders. In respect of Mr. Zhao's appointment, no other issue shall be brought to the attention of the shareholders of the Bank. Mr. Zhao's qualification for office is subject to China Banking Regulatory Commission's approval.

VIII. Proposal regarding the Establishment of SME Business Department

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

IX. Proposal regarding the 2010 Social Responsibility Report of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2010 Social Responsibility Report of the Bank, please refer to the 2010 Annual Report of the Bank posted on the website of Shanghai Stock Exchange (www.sse.com.cn).

X. Proposal regarding the Purchase of Head Office Business Processing Centre

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

1. It was agreed upon resolution that the Head Office Business Processing Centre be purchased;
2. A proposal in connection with the authorization of the Board of Directors to handle specific matters relating to the purchase of Head Office Business Processing Centre within RMB13.5 billion would be submitted to the shareholders' general meeting;
3. Subject to the approval of the shareholders' general meeting, the Board of Directors shall delegate such authorization to the president of the Bank.

Items 1 and 2 of this resolution shall be submitted to the shareholders' 2010 Annual General Meeting for consideration.

XI. Proposal regarding the Purchase of the New Comprehensive Business Building for the Beijing Branch

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was approved upon resolution that a new comprehensive business building be purchased for the Beijing Branch for an amount of not more than RMB4.41 billion and that the president be authorised to handle specific matters relating to the purchase of the new comprehensive business building for the Beijing Branch.

XII. Proposal regarding the Increase of Capital Contribution to Sino-German Bausparkasse

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the capital contribution to Sino-German Bausparkasse be increased by RMB1.502 billion and the president of the Bank be authorised to sign relevant documents necessary for the increase of capital contribution.

The increase of capital contribution shall become effective upon approval of regulatory institutions.

XIII. Proposal regarding the Adjustment of the "Proposal on Setting up a Joint Venture of

Village and Town Bank Holding Company with Banco de Santander”

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the “Proposal on Setting up a Joint Venture of Village and Town Bank Holding Company with Banco de Santander”, which had been considered and approved at the 27th meeting of the second session of the board of directors of the Bank dated 18 December 2009 be adjusted. It was approved that a subsidiary bank specializing in investing and managing village and town banks be established between the Bank and Banco de Santander. The initial amount of investment of the two parties shall be RMB3.5 billion and the parties shall increase the amount of investment by RMB2.5 billion in the second year after the commencement of business of the subsidiary bank. The shareholding ratios between the Bank and Banco de Santander shall be maintained at 80.1%:19.9%.

It was resolved that the president of the Bank be authorised to decide on specific arrangements relating to the establishment of the joint venture in respect of the subsidiary bank mentioned above between the Bank and Banco de Santander.

The investment shall become effective upon approval of regulatory institutions.

XIV. Proposal regarding the Convening of the Shareholders’ 2010 Annual General Meeting

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the shareholders’ 2010 Annual General Meeting be convened on Thursday, 9 June 2011. Notice of the shareholders’ 2010 annual general meeting will be otherwise announced.

Announcement of the captioned matters is hereby given.

By order of the Board of Directors
China Construction Bank Corporation
Zhang Jianguo
Vice Chairman, Executive Director and President

25 March 2011

As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Ms. Wang Shumin, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Ms. Sue Yang, Mr. Lu Xiaoma and Ms. Chen Yuanling.