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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 2012 Annual General Meeting

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2012 Annual General Meeting (the “**AGM**”) was held onsite on 6 June 2013 at No. 25, Financial Street, Xicheng District, Beijing.

The AGM was convened by the Board and chaired by Mr. Wang Hongzhang, chairman of the Board. All of the directors and supervisors, some of the senior management of the Bank attended the AGM in person. The convening and procedures of the AGM was 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**”).

The number of issued shares of the Bank as at the date of the AGM was 250,010,977,486 shares, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. In addition, when the Bank published the circular for 2012 annual general meeting on 22 April 2013 and the supplemental circular for 2012 annual general meeting on 10 May 2013, none of the shareholders have stated the intention to vote against the relevant resolutions or to abstain from voting.

43 shareholders attended the AGM in person or by proxy. 120 employee representatives who are participants of our employee share incentive plan were present at the AGM. Shareholders of the Bank and authorized proxies who were present at the AGM hold an aggregate of 195,486,815,598 shares, representing 78.19% of the total voting shares of the Bank. Among which, A shareholders of the Bank and authorized proxies hold an aggregate of 896,567,456 A shares, representing 9.35% of the total voting shares of A shares of the Bank; and H shareholders of the Bank and authorized proxies hold an aggregate of 194,590,248,142 H shares, representing 80.94 % of the total voting shares of H shares of the Bank.

Voting at the AGM was conducted by poll. Ms. Zhang Qi and Mr. Liu Lixiao, being shareholder's representatives and Mr. Jin Panshi, being supervisor of the Bank, were appointed to count the votes at the AGM. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed as the scrutineer for the voting at the AGM.

All of the proposed resolutions were approved at 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
Ordinary Resolutions							
1	2012 Report of Board of Directors	195,094,983,793	99.799561	30,902,058	0.015808	360,929,747	0.184631
2	2012 Report of Board of Supervisors	195,094,983,793	99.799561	30,902,058	0.015808	360,929,747	0.184631
3	2012 final financial accounts	195,094,863,792	99.799499	30,902,058	0.015808	361,049,748	0.184693
4	2012 profit distribution plan	195,132,297,982	99.818648	9,632,868	0.004928	344,884,748	0.176424
5	Budget of 2013 fixed assets investment	195,127,825,332	99.816361	9,678,758	0.004951	349,311,508	0.178688
6	Appointment of external auditors for 2013	195,093,602,792	99.798854	48,328,059	0.024722	344,884,747	0.176424
7	Election of Directors of the Bank						
7.1	Re-appointment of Mr. Zhang Jianguo as an Executive Director of the Bank	194,513,472,345	99.502092	628,458,505	0.321484	344,884,748	0.176424
7.2	Re-appointment of Mr. Zhao Xijun as an Independent Non-executive Director of the Bank	195,028,720,782	99.765664	113,210,068	0.057912	344,884,748	0.176424
7.3	Re-appointment of Ms. Chen Yuanling as a Non-executive Director of the Bank	194,033,174,298	99.256399	1,097,144,626	0.561237	356,496,674	0.182364
7.4	Appointment of Mr. Zhu Hongbo as an Executive Director of the Bank	194,420,544,555	99.454556	721,386,295	0.369020	344,884,748	0.176424
7.5	Appointment of Mr. Hu Zheyi as an Executive Director of the Bank	194,420,544,555	99.454556	721,386,295	0.369020	344,884,748	0.176424
7.6	Appointment of Mr. Chung Shui Ming Timpson as an Independent Non-executive Director of the Bank	183,106,625,121	93.666995	12,029,577,229	6.153651	350,613,248	0.179354

No.	Proposals	For		Against		Abstain	
		Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage
Ordinary Resolutions							
7.7	Appointment of Ms. Margaret LEUNG KO May Yee as an Independent Non-executive Director of the Bank	195,028,720,782	99.765664	113,210,068	0.057912	344,884,748	0.176424
7.8	Appointment of Mr. Wim Kok as an Independent Non-executive Director of the Bank	195,028,720,782	99.765664	113,210,068	0.057912	344,884,748	0.176424
7.9	Appointment of Mr. Murray Horn as an Independent Non-executive Director of the Bank	195,028,720,782	99.765664	113,210,068	0.057912	344,884,748	0.176424
7.10	Appointment of Mr. Xu Tie as a Non-executive Director of the Bank	194,033,174,298	99.256399	1,097,144,626	0.561237	356,496,674	0.182364
7.11	Appointment of Mr. Qi Shouyin as a Non-executive Director of the Bank	194,033,174,298	99.256399	1,097,144,626	0.561237	356,496,674	0.182364
7.12	Terms of office of proposed Directors	195,132,121,393	99.818559	9,678,758	0.004951	345,015,447	0.176490
8	Election of Supervisors of the Bank						
8.1	Re-appointment of Mr. Zhang Furong as a shareholder representative Supervisor of the Bank	195,030,101,782	99.766371	111,829,068	0.057205	344,884,748	0.176424
8.2	Re-appointment of Ms. Liu Jin as a shareholder representative Supervisor of the Bank	195,013,901,782	99.758084	128,029,068	0.065492	344,884,748	0.176424
8.3	Appointment of Ms. Li Xiaoling as a shareholder representative Supervisor of the Bank	194,742,380,881	99.619189	399,549,969	0.204387	344,884,748	0.176424

No.	Proposals	For		Against		Abstain	
		Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage
Ordinary Resolutions							
8.4	Appointment of Mr. Bai Jianjun as an external Supervisor of the Bank	195,030,101,782	99.766371	111,829,068	0.057205	344,884,748	0.176424
8.5	Appointment of Mr. Wang Xinmin as an external Supervisor of the Bank	194,976,474,071	99.738938	126,412,980	0.064666	383,928,547	0.196396
Special Resolutions							
9	Issuance of write-down type eligible capital instruments in the amount of up to RMB60 billion by the end of 2015	195,109,270,800	99.806870	32,607,459	0.016680	344,937,339	0.176450
10	Revisions to the Articles of Association of China Construction Bank Corporation	194,997,571,325	99.749730	105,267,349	0.053849	383,976,924	0.196421

Appointment of Directors and Supervisors

Mr. Zhang Jianguo, Mr. Zhao Xijun and Ms. Chen Yuanling will serve consecutively as directors of the Bank. The qualifications of Mr. Zhu Hongbo, Mr. Hu Zheyi, Mr. Chung Shui Ming Timpson, Ms. Margaret LEUNG KO May Yee, Mr. Wim Kok, Mr. Murray Horn, Mr. Xu Tie and Mr. Qi Shouyin (the “**Newly-appointed Directors**”) as directors of the Bank are subject to the approval by China Banking Regulatory Commission. The terms of office of the above mentioned directors shall expire on the date of the 2015 annual general meeting of the Bank. According to the relevant provisions of laws, regulations and the Articles of Association, and in order to ensure the Board to perform its duties as usual, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley and Mr. Wong Kai-Man will continue to perform their duties as independent non-executive directors of the Bank, and Mr. Wang Yong and Mr. Zhu Zhenmin will continue to perform their duties as non-executive directors of the Bank until the China Banking Regulatory Commission has approved the qualifications of the Newly-appointed Directors.

Mr. Zhang Furong and Ms. Liu Jin will serve consecutively as supervisors of the Bank from the date of the resolutions of the AGM. Ms. Li Xiaoling, Mr. Bai Jianjun and Mr. Wang Xinmin will serve as supervisors of the Bank from the date of the resolutions of the AGM. The terms of office of the above mentioned supervisors will expire on the date of the 2015 annual general meeting of the Bank.

For the biographical details of the above mentioned directors and supervisors, please refer to the circular for 2012 annual general meeting dated 22 April 2013 and the supplemental circular for 2012 annual general meeting dated 10 May 2013 published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

From the date of the resolutions of the AGM, Ms. Li Xiaoling no longer served as a director of the Bank, Mr. Song Fengming, Mr. Guo Feng and Mr. Dai Deming no longer served as supervisors of the Bank. The Bank would like to express its sincere gratitude to Ms. Li Xiaoling, Mr. Song Fengming, Mr. Guo Feng and Mr. Dai Deming for their contributions to the Bank during their terms of office.

Approval of the Articles of Association

The revised Articles of Association shall come into effect on the date of approval by China Banking Regulatory Commission.

Payment of 2012 Cash Dividends

The 2012 cash dividends of the Bank will be paid on 12 July 2013 to shareholders whose names appear on the Bank's register of members on 20 June 2013. The 2012 cash dividends will be denominated and announced in Renminbi and shall be Renminbi 0.268 Yuan per share (including tax). 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 0.79555 Yuan, and the 2012 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.33687386 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2012 cash dividends, the register of members of H shares of the Bank will be closed from 15 June 2013 to 20 June 2013, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2012 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 14 June 2013. 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 11 June 2013, and the dividends will be excluded from 13 June 2013.

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 2012 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.

The Bank has appointed Bank of China (Hong Kong) Trustees Limited (the “**Receiving Agent**”) to receive on behalf of its shareholders of H shares the 2012 cash dividends. The dividend warrants for the 2012 cash dividends will be issued by the Receiving Agent and will be posted by ordinary mail to shareholders of H shares on 12 July 2013 (the dividend distribution date of the 2012 cash dividends).

Lawyer’s Certification

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

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

6 June 2013

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang and Mr. Zhang Jianguo; the independent non-executive directors of the Bank are 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, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Ms. Chen Yuanling and Mr. Dong Shi.