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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)**

## **Voting Results of the 2016 Annual General Meeting**

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2016 Annual General Meeting (the “**AGM**”) was held onsite by means of poll and online voting on 15 June 2017 at No. 25, Financial Street, Xicheng District, Beijing and InterContinental Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The AGM was convened by the Board and chaired by Mr. Wang Hongzhang, chairman of the Board. Some of the directors, all of the supervisors and some of the senior management of the Bank attended the AGM in person. The convening and procedures of the AGM 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 2016 Annual General Meeting dated 28 April 2017.

### **Attendance of the AGM**

The number of issued ordinary shares of the Bank as at the date of the AGM 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 respectively. 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 the 2016 Annual General Meeting dated 28 April 2017, none of the shareholders has stated the intention to vote against the relevant resolutions or to abstain from voting.

A total of 2,587 shareholders of the Bank and authorized proxies were present at the AGM. Shareholders of the Bank and authorized proxies who were present at the AGM hold an aggregate of 201,237,838,390 shares, representing 80.491601% of the total voting shares of the Bank.

Total number of shareholders and authorized proxies present at the AGM	2,587
Including: number of A-Share Holders	200
number of H-Share Holders	2,387
Total number of shares with voting rights	201,237,838,390
Including: total number of shares held by A-Share Holders	3,955,695,476
total number of shares held by H-Share Holders	197,282,142,914
Percentage of total shares of the Bank with voting rights	80.491601%
Including: percentage of total shares held by A-Share Holders	1.582209%
percentage of total shares held by H-Share Holders	78.909392%

Voting at the AGM was conducted by poll. Ms. Yu Qiwen, Mr. Liu Jiacheng, being shareholder's representatives and Ms. Li Xiaoling, 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.

### 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	2016 report of Board of Directors	200,933,690,860	99.848862	21,829,170	0.010847	282,318,360	0.140291
2	2016 report of Board of Supervisors	200,932,905,260	99.848471	22,642,370	0.011252	282,290,760	0.140277
3	2016 final financial accounts	200,933,750,805	99.848891	21,831,611	0.010849	282,255,974	0.140260
4	2016 profit distribution plan	200,976,415,910	99.870093	8,711,044	0.004329	252,711,436	0.125578
5	budget of 2017 fixed assets investment	200,976,369,514	99.870070	8,706,479	0.004326	252,762,397	0.125604
6	remuneration distribution and settlement plan for directors in 2015	200,952,704,848	99.858310	32,359,029	0.016080	252,774,513	0.125610
7	remuneration distribution and settlement plan for supervisors in 2015	200,952,665,304	99.858291	32,369,334	0.016085	252,803,752	0.125624

No.	Proposals	For		Against		Abstain	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
<b>Ordinary Resolutions</b>							
8	election of Sir Malcolm Christopher McCarthy as independent non-executive director of the Bank	200,863,352,141	99.813909	121,858,558	0.060554	252,627,691	0.125537
9	election of Ms. Feng Bing as non-executive director of the Bank	199,174,211,875	98.974534	1,811,013,656	0.899936	252,612,859	0.125530
10	election of Mr. Zhu Hailin as non-executive director of the Bank	199,171,421,375	98.973147	1,813,813,697	0.901328	252,603,318	0.125525
11	election of Mr. Wu Min as non-executive director of the Bank	199,170,194,877	98.972537	1,815,019,656	0.901928	252,623,857	0.125535
12	election of Mr. Zhang Qi as non-executive director of the Bank	199,170,207,677	98.972544	1,815,024,842	0.901930	252,605,871	0.125526
13	election of Mr. Guo You to be re-appointed as shareholder representative supervisor of the Bank	200,633,128,994	99.699505	352,315,070	0.175074	252,394,326	0.125421
14	appointment of external auditors for 2017	200,780,631,298	99.772803	201,956,406	0.100357	255,250,686	0.126840
<b>Special Resolutions</b>							
1	issuance of eligible tier-2 capital instruments in the amount of up to RMB96 billion in equivalent	200,929,346,093	99.846703	54,123,350	0.026895	254,368,947	0.126402
2	revisions to the Articles of Association	175,186,401,007	87.054404	25,795,963,844	12.818645	255,473,539	0.126951
3	revisions to the rules of procedure for the Shareholders' general meeting	200,974,140,890	99.868962	9,233,959	0.004589	254,463,541	0.126449
4	revisions to the rules of procedure for the Board of Directors	200,974,210,071	99.868997	9,155,866	0.004549	254,472,453	0.126454
5	revisions to the rules of procedure for the Board of Supervisors	200,974,175,638	99.868980	9,104,966	0.004524	254,557,786	0.126496

The abovementioned ordinary resolutions were duly passed by obtaining more than 50% of the votes and the abovementioned special resolutions were duly passed by obtaining more than two-thirds (2/3) of the votes in favour of each resolution from shareholders and authorized proxies present at the AGM. There are no resolutions at the AGM that require shareholders to abstain from voting.

## **Appointments of Directors and Supervisors**

Sir Malcolm Christopher McCarthy will serve as independent non-executive director of the Bank upon the approval by China Banking Regulatory Commission (the “CBRC”) of his qualifications for serving as a director, and Ms. Feng Bing, Mr. Zhu Hailin, Mr. Wu Min and Mr. Zhang Qi will serve as non-executive directors of the Bank upon the approval by CBRC of their qualifications for serving as directors. The terms of office of such newly-appointed directors will be three years, taking effect upon the approval by the CBRC and terminating on date of the annual general meeting for the year when such terms of office expire. For the biographical details of the aforesaid directors, please refer to the announcements on the resolutions of the meeting of the board of directors dated 20 December 2016 and 29 March 2017, respectively, and the circular for the 2016 Annual General Meeting dated 28 April 2017 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Mr. Guo You will serve consecutively as supervisor of the Bank as resolved on the date of the AGM, and his term of office shall expire on the date of the 2019 annual general meeting of the Bank. For the biographical details of Mr. Guo You, please refer to the announcement on the resolutions of the meeting of the board of supervisors dated 27 April 2017 and the circular for the 2016 Annual General Meeting dated 28 April 2017 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

## **Approval of the Amendments to the Articles of Association**

The Articles of Association as amended will become effective on the date of the approval of CBRC.

## **Payment of 2016 Cash Dividends**

The 2016 H share cash dividends of the Bank shall be Renminbi 0.278 Yuan per share (including tax) and will be paid on or around 20 July 2017 to shareholders of H shares whose names appear on the Bank’s register of members after the closing of the stock market on 29 June 2017. 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 0.8701 Yuan, and the 2016 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.31950351 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2016 cash dividends, the register of members of H shares of the Bank will be closed from 24 June 2017 to 29 June 2017, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2016 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 23 June 2017. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 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 21 June 2017, and the dividends will be excluded from 22 June 2017.

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 2016 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 dividends 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 the *Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document* (關於國稅發[1993]045 號文件廢止後有關個人所得稅徵管問題的通知) issued by the State Administration of Tax, the dividends 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 2016 A share cash dividends of the Bank will be distributed in accordance to the following timetable: the record date will be 29 June 2017, the ex-dividend date and the cash dividends distribution date will be 30 June 2017. For details of 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 and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H shares of the Bank listed on the 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 China Securities Depository and Clearing Corporation Limited, pursuant to which, 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*) and the *Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect* (關於深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 [2016] No. 127*), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-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 or Shenzhen-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.

### **Lawyer's Certification**

Haiwen & Partners witnessed the AGM and issued a legal opinion stating that the convening and procedures of the AGM, 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 AGM were legal and valid.

By order of the Board  
**China Construction Bank Corporation**  
**Wang Zuji**  
*Vice Chairman, Executive Director and President*

15 June 2017

*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 and Ms. Hao Aiqun; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Mr. Carl Walter, Mr. Chung Shui Ming Timpson and Mr. Murray Horn.*