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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 2017 ANNUAL GENERAL MEETING**

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2017 Annual General Meeting (the “**AGM**”) was held onsite by means of poll and online voting on 29 June 2018 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. Tian Guoli, 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 2017 Annual General Meeting dated 14 May 2018.

### **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 2017 Annual General Meeting dated 14 May 2018, none of the shareholders has stated the intention to vote against the relevant resolutions or to abstain from voting.

A total of 2,531 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 203,806,877,052 shares, representing 81.519171 % of the total voting shares of the Bank.

Total number of shareholders and authorized proxies present at the AGM	2,531
Including: number of A-Share Holders	263
number of H-Share Holders	2,268
Total number of shares with voting rights	203,806,877,052
Including: total number of shares held by A-Share Holders	681,432,243
total number of shares held by H-Share Holders	203,125,444,809
Percentage of total shares of the Bank with voting rights	81.519171%
Including: percentage of total shares held by A-Share Holders	0.272561%
percentage of total shares held by H-Share Holders	81.246610%

Voting at the AGM was conducted by poll. Mr. Yang Jingfeng, Mr. Liu Jiacheng, being shareholder's representatives and Mr. Lu Kegui, 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	2017 report of Board of Directors	203,472,789,380	99.836076	14,252,616	0.006994	319,835,056	0.156930
2	2017 report of Board of Supervisors	203,472,621,618	99.835994	14,002,116	0.006870	320,253,318	0.157136
3	2017 final financial accounts	203,472,775,586	99.836070	14,254,550	0.006994	319,846,916	0.156936
4	2017 profit distribution plan	203,537,185,678	99.867673	6,153,789	0.003019	263,537,585	0.129308
5	budget of 2018 fixed assets investment	203,537,121,947	99.867642	5,900,997	0.002895	263,854,108	0.129463
6	remuneration distribution and settlement plan for directors in 2016	203,536,187,478	99.867183	6,586,668	0.003232	264,102,906	0.129585
7	remuneration distribution and settlement plan for supervisors in 2016	203,536,181,382	99.867180	6,604,336	0.003241	264,091,334	0.129579
8	election of Mr. Wang Zuji to be re-appointed as executive director of the Bank	202,140,227,555	99.182241	1,368,589,290	0.671513	298,060,207	0.146246

No.	Proposals	For		Against		Abstain	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
<b>Ordinary Resolutions</b>							
9	election of Mr. Pang Xiusheng to be re-appointed as executive director of the Bank	202,331,318,452	99.276002	1,177,530,793	0.577768	298,027,807	0.146230
10	election of Mr. Zhang Gengsheng to be re-appointed as executive director of the Bank	202,331,552,450	99.276116	1,177,292,007	0.577651	298,032,595	0.146233
11	election of Mr. Li Jun to be re-appointed as non-executive director of the Bank	197,425,282,702	96.868803	6,059,654,064	2.973234	321,940,286	0.157963
12	election of Ms. Anita Fung Yuen Mei to be re-appointed as independent non-executive director of the Bank	202,969,853,167	99.589305	539,148,550	0.264539	297,875,335	0.146156
13	election of Mr. Carl Walter to be re-appointed as independent non-executive director of the Bank	202,961,269,758	99.585094	547,519,338	0.268646	298,087,956	0.146260
14	election of Mr. Kenneth Patrick Chung as independent non-executive director of the Bank	203,445,163,830	99.822522	63,573,773	0.031193	298,139,449	0.146285
15	election of Mr. Wu Jianhang as shareholder representative supervisor of the Bank	202,814,004,889	99.512837	694,778,136	0.340900	298,094,027	0.146263
16	election of Mr. Fang Qiuyue as shareholder representative supervisor of the Bank	199,952,368,969	98.108745	3,556,537,181	1.745052	297,970,902	0.146203
17	the Capital Plan of China Construction Bank for 2018 to 2020	203,505,639,928	99.852195	21,425,954	0.010513	279,811,170	0.137292
18	appointment of external auditors for 2018	203,228,112,433	99.716023	255,583,106	0.125405	323,181,513	0.158572
<b>Special Resolution</b>							
1	amendments to authorisation to the Board of Directors by the Shareholders' general meeting on external donations	203,323,200,323	99.762679	209,022,234	0.102559	274,654,495	0.134762

The abovementioned ordinary resolutions were duly passed by obtaining more than 50% of the votes and the abovementioned special resolution was duly passed by obtaining more than two-thirds 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**

Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng will serve consecutively as executive directors of the Bank as resolved on the date of the AGM, and Mr. Li Jun will serve consecutively as non-executive director of the Bank as resolved on the date of the AGM, and Ms. Anita Fung Yuen Mei and Mr. Carl Walter will serve consecutively as independent non-executive directors of the Bank as resolved on the date of the AGM, and Mr. Kenneth Patrick Chung will serve as independent non-executive director of the Bank upon the approval by China Banking and Insurance Regulatory Commission (the “CBIRC”) of his qualifications for serving as a director. The terms of office of Mr. Wang Zuji, Mr. Pang Xiusheng, Mr. Zhang Gengsheng, Mr. Li Jun, Ms. Anita Fung Yuen Mei and Mr. Carl Walter will be three years and shall expire on the date of the 2020 annual general meeting of the Bank, and the term of office of Mr. Kenneth Patrick Chung will be three years, taking effect upon the approval by the CBIRC and terminating on date of the annual general meeting for the year. 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 27 March 2018 and 26 April 2018, respectively, and the circular for the 2017 Annual General Meeting dated 14 May 2018 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Mr. Wu Jianhang and Mr. Fang Qiuyue will serve as shareholder representative supervisors of the Bank as resolved on the date of the AGM, and their terms of office will be three years and shall expire on the date of the 2020 annual general meeting of the Bank. For the biographical details of the aforesaid supervisors, please refer to the announcement on the resolutions of the meeting of the board of supervisors dated 26 April 2018 and the circular for the 2017 Annual General Meeting dated 14 May 2018 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

From the date of the resolutions of the AGM, Ms. Hao Aiqun no longer served as director of the Bank due to expiry of term, and Ms. Liu Jin and Ms. Li Xiaoling no longer served as supervisors of the Bank due to work arrangements. The Bank would like to express its sincere gratitude to Ms. Hao Aiqun, Ms. Liu Jin and Ms. Li Xiaoling for their contributions to the Bank during their terms of office.

## **PAYMENT OF 2017 CASH DIVIDENDS**

The 2017 H share cash dividends of the Bank shall be Renminbi 0.291 Yuan per share (including tax) and will be paid on or around 6 August 2018 to shareholders of H shares whose names appear on the Bank’s register of members after the closing of the stock market on 16 July 2018. 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 0.84310 Yuan, and the 2017 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.34515479 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2017 cash dividends, the register of members of H shares of the Bank will be closed from 11 July 2018 to 16 July 2018, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2017 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 10 July 2018. 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 6 July 2018, and the dividends will be excluded from 9 July 2018.

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 2017 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 2017 A share cash dividends of the Bank will be distributed in accordance to the following timetable: the record date will be 16 July 2018, the ex-dividend date and the cash dividends distribution date will be 17 July 2018. 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 qualifications of conveners, the qualifications of the attendees, the convening and procedures of the AGM and the voting process 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*

29 June 2018

*As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Feng Bing, Mr. Zhu Hailin, Mr. Li Jun, Mr. Wu Min, Mr. Zhang Qi and Ms. Hao Aiqun; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Sir Malcolm Christopher McCarthy, Mr. Carl Walter, Mr. Chung Shui Ming Timpson and Mr. Murray Horn.*