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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 2022 ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2022 Annual General Meeting (the “**Meeting**”) was held on 29 June 2023 at Regent Hong Kong, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong and No. 25, Financial Street, Xicheng District, Beijing.

The Meeting was convened by the Board of the Bank and was chaired and presided over by Mr. Tian Guoli, chairman of the Board. All directors, all supervisors and some of the senior management of the Bank attended the Meeting in person. The convening and procedures of the Meeting and the voting method 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 China Construction Bank Corporation* (the “**Articles of Association**”).

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular for the Meeting dated 11 May 2023.

ATTENDANCE OF THE MEETING

The total number of issued ordinary shares of the Bank as at the date of the Meeting 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 Meeting respectively. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the Meeting. In addition, when the Bank published the circular for the Meeting dated 11 May 2023, none of the shareholders has stated the intention to vote against the relevant resolutions or to abstain from voting.

A total of 412 shareholders of the Bank and authorized proxies were present at the Meeting. Shareholders of the Bank and authorized proxies who were present at the Meeting hold an aggregate of 195,856,690,887 shares, representing 78.339236% of the total voting shares of the Bank.

Total number of shareholders and authorized proxies present at the Meeting	412
Including: number of A-Share Holders	127
number of H-Share Holders	285
Total number of shares with voting rights (shares)	195,856,690,887
Including: total number of shares held by A-Share Holders	717,219,868
total number of shares held by H-Share Holders	195,139,471,019
Percentage of total shares of the Bank with voting rights (%)	78.339236
Including: percentage of total shares held by A-Share Holders (%)	0.286875
percentage of total shares held by H-Share Holders (%)	78.052361

Voting at the Meeting was conducted by poll. Mr. Fang Jingxing and Mr. Zhi Li, being shareholders' representatives and Mr. Liu Huan, being a supervisor of the Bank, were appointed to count the votes at the Meeting. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed as the scrutineer for the voting at the Meeting.

VOTING RESULTS OF THE MEETING

The voting results in respect of the resolutions proposed at the Meeting were as follows:

1. 2022 Report of the Board of Directors

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	713,450,668	99.474471	2,251,700	0.313948	1,517,500	0.211581
H Shares	194,563,867,973	99.705030	179,262,902	0.091864	396,340,144	0.203106
Total Ordinary Shares:	195,277,318,641	99.704186	181,514,602	0.092677	397,857,644	0.203137

2. 2022 Report of the Board of Supervisors

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	715,431,498	99.750652	229,100	0.031943	1,559,270	0.217405
H Shares	194,647,413,973	99.747843	95,716,902	0.049051	396,340,144	0.203106
Total Ordinary Shares:	195,362,845,471	99.747854	95,946,002	0.048988	397,899,414	0.203158

3. 2022 Final Financial Accounts

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	715,443,368	99.752307	587,100	0.081858	1,189,400	0.165835
H Shares	194,647,421,465	99.747847	95,716,902	0.049051	396,332,652	0.203102
Total Ordinary Shares:	195,362,864,833	99.747864	96,304,002	0.049170	397,522,052	0.202966

4. Profit Distribution Plan for 2022

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	716,609,868	99.914949	588,300	0.082025	21,700	0.003026
H Shares	195,037,073,402	99.947526	698,335	0.000358	101,699,282	0.052116
Total Ordinary Shares:	195,753,683,270	99.947407	1,286,635	0.000657	101,720,982	0.051936

5. Engagement of External Auditors for 2023

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	716,248,168	99.864519	261,400	0.036446	710,300	0.099035
H Shares	195,004,769,620	99.930972	32,919,256	0.016869	101,782,143	0.052159
Total Ordinary Shares:	195,721,017,788	99.930728	33,180,656	0.016942	102,492,443	0.052330

6. 2023 Fixed Assets Investment Budget

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	716,250,498	99.864843	588,100	0.081998	381,270	0.053159
H Shares	195,037,041,904	99.947510	698,335	0.000358	101,730,780	0.052132
Total Ordinary Shares:	195,753,292,402	99.947207	1,286,435	0.000657	102,112,050	0.052136

7. Election of Mr. Tian Guoli to be Re-appointed as Executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	685,497,110	95.576983	30,994,158	4.321430	728,600	0.101587
H Shares	190,206,742,501	97.472204	4,831,173,275	2.475754	101,555,243	0.052042
Total Ordinary Shares:	190,892,239,611	97.465263	4,862,167,433	2.482513	102,283,843	0.052224

8. Election of Ms. Shao Min to be Re-appointed as Non-executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	630,793,450	87.949801	85,704,218	11.949505	722,200	0.100694
H Shares	189,284,663,389	96.999680	5,753,230,241	2.948266	101,577,389	0.052054
Total Ordinary Shares:	189,915,456,839	96.966540	5,838,934,459	2.981228	102,299,589	0.052232

9. Election of Ms. Liu Fang to be Re-appointed as Non-executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	559,379,383	77.992734	157,118,285	21.906572	722,200	0.100694
H Shares	185,285,237,067	94.950159	9,752,722,350	4.997821	101,511,602	0.052020
Total Ordinary Shares:	185,844,616,450	94.888061	9,909,840,635	5.059741	102,233,802	0.052198

10. Election of Lord Sassoon as Independent Non-executive Director of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	716,027,796	99.833793	787,372	0.109781	404,700	0.056426
H Shares	194,822,180,720	99.837403	215,706,413	0.110540	101,583,886	0.052057
Total Ordinary Shares:	195,538,208,516	99.837390	216,493,785	0.110537	101,988,586	0.052073

11. Election of Mr. Liu Huan to be Re-appointed as External Supervisor of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	716,204,898	99.858486	254,400	0.035470	760,570	0.106044
H Shares	194,929,343,589	99.892319	22,860,272	0.011715	187,267,158	0.095966
Total Ordinary Shares:	195,645,548,487	99.892195	23,114,672	0.011802	188,027,728	0.096003

12. Election of Mr. Ben Shenglin to be Re-appointed as External Supervisor of the Bank

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	716,204,898	99.858486	253,400	0.035330	761,570	0.106184
H Shares	194,929,152,704	99.892222	22,860,272	0.011714	187,458,043	0.096064
Total Ordinary Shares:	195,645,357,602	99.892098	23,113,672	0.011801	188,219,613	0.096101

13. Capital Planning of CCB for the Period from 2024 to 2026

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	715,154,598	99.712045	587,100	0.081858	1,478,170	0.206097
H Shares	194,992,879,422	99.924879	10,756,728	0.005512	135,834,869	0.069609
Total Ordinary Shares:	195,708,034,020	99.924099	11,343,828	0.005792	137,313,039	0.070109

14. Issuance of Qualified Write-down Tier-2 Capital Instruments

Voting Result: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	716,094,998	99.843162	617,370	0.086079	507,500	0.070759
H Shares	195,029,542,541	99.943667	17,409,568	0.008921	92,518,910	0.047412
Total Ordinary Shares:	195,745,637,539	99.943299	18,026,938	0.009204	93,026,410	0.047497

The abovementioned resolutions 1-13 are ordinary resolutions, which were all duly passed by obtaining more than 50% of the votes in favour of each resolution from shareholders and authorized proxies present at the Meeting and the abovementioned resolution 14 is special resolution, which was duly passed by obtaining more than two-thirds of the votes in favour of the resolution from shareholders and authorized proxies present at the Meeting. There were no resolutions at the Meeting that require shareholders to abstain from voting.

APPOINTMENTS OF DIRECTORS AND SUPERVISORS

Mr. Tian Guoli will serve consecutively as chairman of the Board, executive director and chairman of the Strategy Development Committee of the Board of the Bank as resolved on the date of the Meeting, whose term of office will be three years, terminating on the date of the 2025 annual general meeting of the Bank.

Ms. Shao Min will serve consecutively as non-executive director, member of each of the Strategy Development Committee and Nomination and Remuneration Committee of the Board of the Bank as resolved on the date of the Meeting, whose term of office will be three years, terminating on the date of the 2025 annual general meeting of the Bank.

Ms. Liu Fang will serve consecutively as non-executive director, member of each of the Strategy Development Committee and Audit Committee of the Board of the Bank as resolved on the date of the Meeting, whose term of office will be three years, terminating on the date of the 2025 annual general meeting of the Bank.

Lord Sassoon will serve as independent non-executive director of the Bank upon the approval by the relevant regulatory authority of his appointment qualifications of director. His term of office will be three years taking effect upon the approval of his appointment qualifications by the relevant regulatory authority, and terminating on the date of the shareholders' annual general meeting for the year when such term of office expires.

Mr. Liu Huan will serve consecutively as external supervisor and member of the Performance and Due Diligence Supervision Committee of the board of supervisors of the Bank as resolved on the date of the Meeting.

Mr. Ben Shenglin will serve consecutively as external supervisor and member of the Finance and Internal Control Supervision Committee of the board of supervisors of the Bank as resolved on the date of the Meeting.

For the biographical details of the aforesaid directors and supervisors, please refer to the circular for the Meeting dated 11 May 2023 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

RETIREMENT OF DIRECTORS

From the date of the resolutions of the Meeting, Mr. Xu Jiandong ceased to serve as non-executive director of the Bank due to expiry of term, and Sir Malcolm Christopher McCarthy ceased to serve as independent non-executive director of the Bank due to expiry of term. The Bank would like to express its sincere gratitude to Mr. Xu Jiandong and Sir Malcolm Christopher McCarthy for their contributions to the Bank during their terms of office.

PAYMENT OF 2022 CASH DIVIDENDS

The 2022 H share cash dividends of the Bank shall be Renminbi 0.389 Yuan per share (including tax) and will be paid on 4 August 2023 to shareholders of H shares whose names appear on the Bank's register of members after the closing of the stock market on 13 July 2023. 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 foreign 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 Meeting, which is 1 Hong Kong Dollar equals to Renminbi 0.92183 Yuan, and the 2022 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.42198670 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2022 cash dividends, the register of members of H shares of the Bank will be closed from 8 July 2023 to 13 July 2023, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2022 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 16:30 on 7 July 2023. 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 5 July 2023, and the dividends will be excluded from 6 July 2023.

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 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 Taxation Administration, the dividends to be distributed by the Bank to the H share individual shareholders are 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 Renminbi 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 2022 A share cash dividends of the Bank will be distributed in accordance with the following timetable: the record date will be 13 July 2023, the ex-dividend date and the cash dividends distribution date will be 14 July 2023. 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 Renminbi. Pursuant to the *Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81)* (《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 (財稅[2014]81 號)》) and the *Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127)* (《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 (財稅[2016]127 號)》), 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 by 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

Commerce & Finance Law Offices witnessed the Meeting and issued a legal opinion stating that the convening and procedures of the Meeting, the voting process, the qualifications of attendees and conveners were in compliance with the relevant laws and regulations as well as the Articles of Association. The voting results of the Meeting were lawful and valid.

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

29 June 2023

As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Zhang Jinliang, Mr. Cui Yong and Mr. Ji Zhihong; the non-executive directors of the Bank are Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen and Mr. Leung Kam Chung, Antony.