



**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)

**VOTING RESULTS OF 2005 ANNUAL GENERAL MEETING  
HELD ON 15 JUNE 2006**

The board of directors (the “Board”) of China Construction Bank Corporation (the “Bank”) is pleased to announce that the 2005 annual general meeting of the Bank (the “AGM”) was held at 9:00 a.m. on Thursday, 15 June 2006 at Xi’an Yagao Renmin Building, 319 Dongxin Street, Xi’an, Shaanxi Province, the People’s Republic of China (“PRC”). The number of issued shares of the Bank as at the date of the AGM was 224,689,084,000 H 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 shareholder casting votes on any of the proposed resolutions at the AGM. The shareholders and authorised proxies holding an aggregate of 202,840,254,104 H shares, representing 90.28% of the total voting shares of the Bank were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the People’s Republic of China and the provisions of the articles of association of the Bank (“Articles of Association”). The AGM was chaired by Mr. Guo Shuqing, chairman of the Board of the Bank.

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

	<b>Ordinary Resolutions</b>	<b>Total number of votes</b>		
		<b>For</b>	<b>Against</b>	<b>Passing rate (%)</b>
1.	To consider and approve the 2005 report of the board of directors of the Bank (the “Board of Directors”).	202,487,026,104	5,000	99.999998
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2.	To consider and approve the 2005 report of the board of supervisors of the Bank (the “Board of Supervisors”).	202,487,026,104	5,000	99.999998
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.	To consider and approve the appointment of Mr. Luo Zhefu as an executive director of the Bank.	202,837,432,654	6,000	99.999997
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

	Ordinary Resolutions	Total number of votes		
		For	Against	Passing rate (%)
4.	To consider and approve the appointment of Lord Peter Levene as an independent non-executive director of the Bank.	202,838,618,104	18,000	99.999991
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.	To consider and approve the supplementary authorisation to be granted by the shareholders' general meeting to the Board of Directors.	202,810,292,365	28,957,739	99.985722
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5A.	To consider and approve the supplement to the supplementary authorisation to be granted by the shareholders' general meeting to the Board of Directors referred to in ordinary resolution 5.	202,810,290,365	28,959,739	99.985721
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.	To consider and approve the amendments to the Implementation Procedures for Management of Connected Transactions of China Construction Bank Corporation.	202,840,248,104	6,000	99.999997
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
7.	To consider and approve the Interim Procedures of China Construction Bank Corporation for Determining Emoluments to Directors and Supervisors.	202,833,734,104	6,520,000	99.996786
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
8.	To consider and approve the 2005 final emoluments distribution plan for directors and supervisors of the Bank.	202,839,244,104	10,000	99.999995
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
9.	To consider and approve the Bank's audited financial statements for the year ended 31 December 2005 and auditors' report.	202,487,026,104	5,000	99.999998
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
10.	To consider and approve the Bank's 2005 final accounts.	202,840,249,104	5,000	99.999998
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

	<b>Ordinary Resolutions</b>	<b>Total number of votes</b>		
		<b>For</b>	<b>Against</b>	<b>Passing rate (%)</b>
11.	To consider and approve the Bank's 2005 profit distribution plan and the proposed 2005 final cash dividend.	202,831,718,404	5,000	99.999998
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
12.	To consider and approve the re-appointment of KPMG Huazhen as the Bank's domestic auditors and KPMG as the Bank's international auditors for a term ending at the end of the next annual general meeting, and to authorise the Board of Directors to determine their remuneration.	202,840,248,104	6,000	99.999997
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
13.	To consider and approve the Bank's 2006 capital expenditure budget.	202,840,244,104	6,000	99.999995
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	<b>Special Resolutions</b>	<b>Total number of votes</b>		
		<b>For</b>	<b>Against</b>	<b>Passing rate (%)</b>
14.	To consider and approve the amendments to the Articles of Association of the Bank.	202,837,832,104	1,422,000	99.999299
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
15.	To consider and approve the amendments to the Rules of Procedure for the Shareholders' General Meeting of the Bank.	202,838,832,104	1,422,000	99.999299
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
16.	To consider and approve the amendments to the Rules of Procedure for the Board of Directors of the Bank.	202,838,832,104	1,422,000	99.999299
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
17.	To consider and approve the amendments to the Rules of Procedure for the Board of Supervisors of the Bank.	202,838,828,104	1,422,000	99.999297
	As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

Voting at the AGM was conducted by way of poll at the request of the chairman of the AGM. Shareholders' representatives Mr. Huang Kongwei, Ms. Sue Yang and supervisor Mr. Jin Panshi were appointed by the Bank to count the votes at the AGM. Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, was appointed by the Bank as the scrutineer for the voting at the AGM.

## **APPOINTMENT OF DIRECTORS**

The Bank is pleased to announce that Mr. Luo Zhefu was appointed as an executive director and Lord Peter Levene was appointed as an independent non-executive director of the Bank at the AGM.

Mr. Luo Zhefu, aged 53, has served as a vice president of the Bank since September 2004. Prior to that position, Mr. Luo was vice president of China Construction Bank, the Bank's predecessor, from November 2000 to September 2004, general manager of Beijing branch of the Agricultural Bank of China from October 1999 to November 2000, general manager of Hong Kong branch of the Agricultural Bank of China from August 1998 to October 1999, general manager of Shenzhen branch of the Agricultural Bank of China from May 1997 to August 1998, general manager of the treasury and planning department of the Agricultural Bank of China from January 1997 to May 1997, deputy general manager of the treasury and planning department of the Agricultural Bank of China from February 1995 to January 1997, deputy general manager of the education department at the head office of the Agricultural Bank of China from February 1993 to February 1995, and assistant general manager of the Research Office of the Agricultural Bank of China from February 1992 to February 1993. Mr. Luo also serves as chairman of the board of China Construction Bank (Asia) Limited. Mr. Luo is a senior economist and graduated from Jilin Finance and Trade College with a bachelor's degree in commerce and economics in 1982. He received his master's degree in commerce and economics from the Chinese Academy of Social Sciences in 1986. Mr. Luo did not hold directorships in any listed companies in the last three years.

The Bank appoints Mr. Luo as an executive director to hold office for a term of three years. Mr. Luo's remuneration consists of salaries and other emoluments, discretionary bonus and contributions to defined contribution retirement schemes, but not a director's fee. The amount of remuneration will be determined in accordance with the relevant remuneration policy of the Bank. After the end of each year, the nomination and compensation committee shall propose a final emoluments distribution plan, which shall be submitted to the Board for consideration, and subject to the approval of the shareholders' general meeting of the Bank. Mr. Luo does not have any relationship with the other directors, supervisors, senior management or substantial or controlling shareholders of the Bank. As at 15 April 2006, he does not have any interests in the shares in the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is discloseable nor is/was Mr. Luo involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

Lord Peter Levene, aged 64, is currently the Chairman of Lloyd's of London. He is also concurrently the Chairman of General Dynamics UK Limited and International Financial Services London, and Director of TOTAL SA, a listed entity, and of Haymarket Group Ltd.. Before that, he held various directorships in other listed companies including director of J Sainsbury plc from 2001 to 2004, and member of supervisory board of Deutsche Boerse from 2004 to 2005.

The Bank appoints Lord Peter Levene as an independent non-executive Director to hold office for a term of three years. Lord Peter Levene's remuneration consists of a director's fee only, which will be determined in accordance with the Regulations on Stipends for Independent Directors and External Supervisors of the Bank. After the end of each year, the nomination and compensation committee shall propose a final emoluments distribution plan, which shall be submitted to the Board for consideration, and subject to the

approval of the shareholders' general meeting of the Bank. Lord Peter Levene does not have any relationship with the other directors, supervisors, senior management, or substantial or controlling shareholders of the Bank. As at 15 April 2006, he does not have any interests in the shares in the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is discloseable nor is/was Lord Peter Levene involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

The above appointments are subject to the approval of China Banking Regulatory Commission ("CBRC").

## **PAYMENT OF THE FINAL DIVIDEND**

The Board wishes to inform shareholders details of the payment of the final dividend as follows:

The Bank will pay a final dividend of RMB0.015 per share (inclusive of applicable tax) for the year ended December 31, 2005. The payment shall be made to shareholders whose names appeared on the register of members of the Company on 22 May 2006. According to the Articles of Association, dividends will be denominated and declared in Renminbi. Dividends on H shares for the Bank's promoters will be paid in Renminbi and for other shareholders will be paid in Hong Kong dollars. The relevant exchange rate will be the mid-point of Renminbi to Hong Kong dollars exchange rate as announced by the People's Bank of China on the date of declaration of dividends by the AGM (RMB1.03074 equivalent to HK\$1.00). Therefore, the final dividend is HK\$0.01455265 per H Share.

The Bank has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "Receiving Agent") and will pay to such Receiving Agent the final dividend declared for payment to holders of H shares. The final dividend will be paid by the Receiving Agent and relevant cheques will be dispatched by our H share registrar, Computershare Hong Kong Investor Services Limited, around 15 July 2006 to holders of H shares entitled to receive such dividend by ordinary post at their own risk.

## **LAWYER'S CERTIFICATION**

As certified and stated in the legal opinion issued by Liu Gang of Commerce & Finance Law Offices, "The convening and meeting procedures of this AGM conforms to provisions of the Company Law, Securities Law, Mandatory Provisions for Companies Listing Overseas and other relevant laws and regulations as well as provisions of the Articles of Association. The qualifications of attendees at the AGM were legal and valid. The voting process of this AGM is legal and valid, and the subject matters of resolutions are in compliance with the relevant PRC laws and the Articles of Association of the Bank."

By order of the Board of Directors  
**Xuan Changneng**  
*Secretary to the Board*

15 June 2006

As of the date of this announcement, the executive directors of the Bank are Guo Shuqing, Chang Zhenming, Zhao Lin and Luo Zhefu\*; the non-executive directors of the Bank are Zhu Zhenmin, Jing Xuecheng, Wang Shumin, Wang Yonggang, Liu Xianghui, Zhang Xiangdong and Gregory L. Curl; the independent non-executive directors are Song Fengming, Yashiro Masamoto, Tse Hau Yin, Aloysius, Elaine La Roche and Lord Peter Levene\*.

\* *subject to the approval of CBRC*

*Please also refer to the published version of this announcement in **South China Morning Post**.*