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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 2011 Annual General Meeting held on 7 June 2012

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2011 Annual General Meeting (the “**AGM**”) was held onsite on 7 June 2012 at 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. All of the directors and some of the supervisors and 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 of the PRC including the *Company Law of the PRC* and the *articles of association* of the Bank (“**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.

1,275 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 189,921,133,758 shares, representing 75.97% of the total voting shares of the Bank. Among which, A shareholders of the Bank and authorized proxies hold an aggregate of 679,786,413 A shares, representing 7.09% of the total voting shares of A shares of the Bank; and H shareholders of the Bank and authorized proxies hold an aggregate of 189,241,347,345 H shares, representing 78.71% of the total voting shares of H shares of the Bank.

Voting at the AGM was conducted by poll. Mr. Guo Peijie and Mr. Gao Hua, 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.	Matters	For		Against		Abstain	
		Number of shares	Percentage	Number of shares	Percentage	Number of shares	Percentage
Ordinary Resolutions							
1	2011 report of Board of Directors	189,902,683,849	99.990286	8,420,150	0.004433	10,029,759	0.005281
2	2011 report of Board of Supervisors	189,902,709,430	99.990299	8,420,150	0.004433	10,004,178	0.005268
3	2011 final financial accounts	189,902,638,809	99.990261	8,490,771	0.004471	10,004,178	0.005268
4	2011 profit distribution plan	189,910,973,870	99.994650	52,470	0.000028	10,107,418	0.005322
5	2011 final emoluments distribution plan for Directors and Supervisors	189,867,987,492	99.972017	32,674,775	0.017204	20,471,491	0.010779
6	budget of 2012 fixed assets investment	189,616,688,480	99.839700	292,504,081	0.154013	11,941,197	0.006287
7	appointment of auditors for 2012	189,899,069,003	99.988382	11,953,692	0.006294	10,111,063	0.005324
8	re-election of Mr. Chen Zuofu as Executive Director	189,074,718,601	99.554333	833,296,123	0.438759	13,119,034	0.006908
9	election of Ms. Elaine La Roche as Independent Non-executive Director	189,781,950,093	99.926715	107,068,894	0.056375	32,114,771	0.016910
Special Resolutions							
10	revisions to the Articles of Association of the Bank	189,830,242,758	99.952143	75,742,945	0.039881	15,148,055	0.007976
11	revisions to the Procedural Rules for the Shareholders' General Meeting of the Bank	189,907,369,370	99.992752	306,955	0.000162	13,457,433	0.007086
12	revisions to the Procedural Rules for the Board of Directors of the Bank	189,905,618,929	99.991831	253,386	0.000133	15,261,443	0.008036
13	revisions to the Procedural Rules for the Board of Supervisors of the Bank	189,907,433,868	99.992787	253,386	0.000133	13,446,504	0.007080

Mr. Chen Zuofu will serve another consecutive term as an executive director of the Bank from the date of the resolution of the AGM for a term of three years which will expire on the date of the 2014 annual general meeting of the Bank. For the Curriculum Vitae of Mr. Chen Zuofu, please refer to the circular of the AGM published on the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (www.hkex.com.hk).

The qualification of Ms. Elaine La Roche as an independent non-executive director of the Bank is subject to the approval by China Banking Regulatory Commission. The term of office shall be three years which will expire on the date of the 2014 annual general meeting of the Bank. For the Curriculum Vitae of Ms. Elaine La Roche, please refer to the circular of the AGM published on the website of the Stock Exchange (www.hkex.com.hk).

The term of office of Lord Peter Levene will expire on the date of the AGM. The Board would like to express its sincere gratitude to Lord Peter Levene for his contributions to the Bank.

The revised Articles of Association of the Bank, the revised Procedural Rules for the Shareholders’ General Meeting of the Bank, the revised Procedural Rules for the Board of Directors of the Bank and the revised Procedural Rules for the Board of Supervisors of the Bank shall come into effect on the date of approval by China Banking Regulatory Commission.

Payment of 2011 Cash Dividends

The 2011 cash dividends of the Bank will be paid on or around 13 July 2012 to shareholders whose names appear on the Bank’s register of members on 21 June 2012. The 2011 cash dividends will be denominated and announced in Renminbi and shall be Renminbi 0.2365 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 0.81419 Yuan, and the 2011 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.29047274 per share (including tax).

In order to determine the H shareholders who are entitled to receive the 2011 cash dividends, the Bank’s register of members will be closed from 16 June 2012 to 21 June 2012, both days inclusive, during which period no transfer of H shares will be effected. Holders of H shares who wish to receive the dividends must deposit 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 15 June 2012. 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 13 June 2012, and the dividends shall be excluded from 14 June 2012.

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 2011 cash dividends to non-resident enterprise shareholders as appearing on the H-share register of members of the Bank as of 21 June 2012. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore 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 the 2011 cash dividends. The dividend warrants for the 2011 cash dividends will be issued by the Receiving Agent and will be posted by ordinary mail to shareholders on or about 13 July 2012 (which is the dividend distribution date of the 2011 cash dividends).

Lawyer’s Certification

Jun He Law Offices have certified the AGM and issued the legal opinion stating that the convening and procedures of the AGM, the number of attendees at the AGM, the qualifications of the conveners, the submission and voting process and other relevant matters are in compliance with the Company Law of the PRC and other relevant laws and regulations as well as the Articles of Association. The resolutions of the AGM are legal and valid.

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

7 June 2012

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, 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, Mr. Lu Xiaoma, Ms. Chen Yuanling and Mr. Dong Shi.