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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 2021 ANNUAL GENERAL MEETING**

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the 2021 Annual General Meeting (the “**Meeting**”) was held on 23 June 2022 at No. 25, Financial Street, Xicheng District, Beijing and Building 1, Chang An Xing Rong Centre, No. 1, Naoshikou Street, Xicheng District, Beijing.

The Meeting was convened by the Board 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 6 May 2022.

### **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 6 May 2022, none of the shareholders has stated the intention to vote against the relevant resolutions or to abstain from voting.

A total of 129 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 207,876,044,151 shares, representing 83.146767% of the total voting shares of the Bank.

Total number of shareholders and authorized proxies present at the Meeting	129
Including: number of A-Share Holders	124
number of H-Share Holders	5
Total number of shares with voting rights (shares)	207,876,044,151
Including: total number of shares held by A-Share Holders	3,182,577,534
total number of shares held by H-Share Holders	204,693,466,617
Percentage of total shares of the Bank with voting rights (%)	83.146767
Including: percentage of total shares held by A-Share Holders (%)	1.272975
percentage of total shares held by H-Share Holders (%)	81.873792

Voting at the Meeting was conducted by poll. Mr. Fang Jingxing and Ms. Zhou Lan, being shareholders' representatives and Mr. Lin Hong, 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. 2021 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	3,179,418,164	99.900729	2,815,370	0.088462	344,000	0.010809
H Shares	204,321,805,948	99.818431	65,045,896	0.031777	306,614,773	0.149792
Total Ordinary Shares:	207,501,224,112	99.819691	67,861,266	0.032645	306,958,773	0.147664

## 2. 2021 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	3,179,415,364	99.900641	2,818,270	0.088553	343,900	0.010806
H Shares	204,321,805,948	99.818431	65,045,896	0.031777	306,614,773	0.149792
Total Ordinary Shares:	207,501,221,312	99.819689	67,864,166	0.032647	306,958,673	0.147664

## 3. 2021 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	3,179,451,164	99.901766	2,815,370	0.088462	311,000	0.009772
H Shares	204,321,805,948	99.818431	65,045,896	0.031777	306,614,773	0.149792
Total Ordinary Shares:	207,501,257,112	99.819706	67,861,266	0.032646	306,925,773	0.147648

## 4. Profit Distribution Plan for 2021

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	3,182,255,764	99.989890	305,370	0.009595	16,400	0.000515
H Shares	204,642,813,675	99.975254	168,329	0.000082	50,484,613	0.024664
Total Ordinary Shares:	207,825,069,439	99.975478	473,699	0.000228	50,501,013	0.024294

## 5. Engagement of External Auditors 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	3,182,264,364	99.990160	263,770	0.008288	49,400	0.001552
H Shares	204,598,587,754	99.953648	44,394,250	0.021688	50,484,613	0.024664
Total Ordinary Shares:	207,780,852,118	99.954207	44,658,020	0.021483	50,534,013	0.024310

## 6. 2022 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	3,182,253,964	99.989833	274,170	0.008615	49,400	0.001552
H Shares	204,642,813,675	99.975254	168,329	0.000082	50,484,613	0.024664
Total Ordinary Shares:	207,825,067,639	99.975477	442,499	0.000213	50,534,013	0.024310

## 7. Election of Mr. Zhang Jinliang 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	3,176,523,984	99.809791	6,004,150	0.188657	49,400	0.001552
H Shares	202,817,993,061	99.083765	1,816,288,943	0.887321	59,184,613	0.028914
Total Ordinary Shares:	205,994,517,045	99.094880	1,822,293,093	0.876625	59,234,013	0.028495

## 8. Election of Mr. Tian Bo 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	2,981,400,682	93.678808	201,127,452	6.319640	49,400	0.001552
H Shares	196,290,217,726	95.894716	8,344,064,278	4.076370	59,184,613	0.028914
Total Ordinary Shares:	199,271,618,408	95.860790	8,545,191,730	4.110715	59,234,013	0.028495

## 9. Election of Mr. Xia Yang 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	3,164,564,913	99.434024	17,963,221	0.564424	49,400	0.001552
H Shares	200,527,936,893	97.964991	4,106,345,111	2.006095	59,184,613	0.028914
Total Ordinary Shares:	203,692,501,806	97.987482	4,124,308,332	1.984023	59,234,013	0.028495

## 10. Election of Mr. Graeme Wheeler to be Re-appointed 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	3,087,343,394	97.007641	95,184,740	2.990807	49,400	0.001552
H Shares	195,368,912,236	95.444625	9,243,468,624	4.515762	81,085,757	0.039613
Total Ordinary Shares:	198,456,255,630	95.468555	9,338,653,364	4.492414	81,135,157	0.039031

**11. Election of Mr. Michel Madelain to be Re-appointed 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	3,160,349,467	99.301570	22,178,667	0.696878	49,400	0.001552
H Shares	201,213,654,192	98.299989	3,420,627,812	1.671097	59,184,613	0.028914
Total Ordinary Shares:	204,374,003,659	98.315323	3,442,806,479	1.656182	59,234,013	0.028495

**12. Election of Mr. Wang Yongqing to be Re-appointed as Shareholder Representative 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	3,182,175,464	99.987367	352,670	0.011081	49,400	0.001552
H Shares	204,457,085,474	99.884519	85,471,963	0.041757	150,909,180	0.073724
Total Ordinary Shares:	207,639,260,938	99.886094	85,824,633	0.041286	150,958,580	0.072620

**13. Election of Mr. Zhao Xijun 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	3,182,253,964	99.989833	274,170	0.008615	49,400	0.001552
H Shares	204,514,674,042	99.912654	27,883,395	0.013622	150,909,180	0.073724
Total Ordinary Shares:	207,696,928,006	99.913835	28,157,565	0.013545	150,958,580	0.072620

## 14. Amendments to the Articles of Association

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	2,798,028,520	87.917057	374,254,804	11.759488	10,294,210	0.323455
H Shares	172,716,785,974	84.378260	28,820,218,987	14.079697	3,156,461,656	1.542043
Total Ordinary Shares:	175,514,814,494	84.432439	29,194,473,791	14.044174	3,166,755,866	1.523387

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.

### APPOINTMENT OF DIRECTORS AND SUPERVISORS

Mr. Zhang Jinliang will serve as executive director of the Bank, member of each of the Strategy Development Committee and Risk Management Committee of the Board as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the shareholders' annual general meeting for the year when such term of office expires. After the shareholders' general meeting of the Bank reviews and approves the appointment of Mr. Zhang Jinliang as executive director of the Bank, it shall be filed with China Banking and Insurance Regulatory Commission.

Mr. Tian Bo will serve consecutively as non-executive director of the Bank, member of each of the Strategy Development Committee and Audit Committee of the Board as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank.

Mr. Xia Yang will serve consecutively as non-executive director of the Bank, member of each of the Strategy Development Committee and Risk Management Committee of the Board as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank.

Mr. Graeme Wheeler will serve consecutively as independent non-executive director of the Bank, chairman of the Related Party Transaction, Social Responsibility and Consumer Protection Committee and member of each of the Audit Committee, Risk Management Committee and Nomination and Remuneration Committee of the Board as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank.

Mr. Michel Madelain will serve consecutively as independent non-executive director of the Bank, member of each of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank.

Mr. Wang Yongqing will serve consecutively as shareholder representative supervisor of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank.

Mr. Zhao Xijun will serve consecutively as external supervisor of the Bank as resolved on the date of the Meeting, whose term of office will be three years and will end on the date of the 2024 annual general meeting of the Bank.

For the biographical details of the aforesaid directors and supervisors, please refer to the circular for the Meeting dated 6 May 2022 published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

## **PAYMENT OF 2021 CASH DIVIDENDS**

The 2021 H share cash dividends of the Bank shall be Renminbi 0.364 Yuan per share (including tax) and will be paid on 29 July 2022 to shareholders of H shares whose names appear on the Bank's register of members after the closing of the stock market on 7 July 2022. 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 0.85456 Yuan, and the 2021 cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.42595020 per share (including tax).

In order to determine the shareholders of the H shares who are entitled to receive the 2021 cash dividends, the register of members of H shares of the Bank will be closed from 2 July 2022 to 7 July 2022, both days inclusive, during which period no transfer of H shares will be effected. Unregistered holders of H shares who wish to receive the 2021 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 30 June 2022. 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 28 June 2022, and the dividends will be excluded from 29 June 2022.

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 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 2021 A share cash dividends of the Bank will be distributed in accordance to the following timetable: the record date will be 7 July 2022, the ex-dividend date and the cash dividends distribution date will be 8 July 2022. 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 (Caishui [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 (Caishui [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 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.

**The Board of Directors of  
China Construction Bank Corporation**

23 June 2022

*As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli and Mr. Zhang Jinliang; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Zhang Qi, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min and Ms. Liu Fang; and the independent non-executive directors of the Bank are Sir Malcolm Christopher McCarthy, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen and Mr. Leung Kam Chung, Antony.*