



# 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 2008 ANNUAL GENERAL MEETING HELD ON 11 JUNE 2009

The board of directors (the “Board”) of China Construction Bank Corporation (the “Bank”) announces that the 2008 annual general meeting of the Bank (the “AGM”) was held at No. 25, Finance Street, Xicheng District, Beijing, the People’s Republic of China (“PRC”) on Thursday, 11 June 2009 at 9:00 a.m. The AGM was convened by the Board and chaired by Mr. Guo Shuqing, chairman of the Board of the Bank.

The number of issued shares of the Bank as at the date of the AGM was 233,689,084,000 shares, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM. Twenty-two shareholders of the Bank and authorised proxies holding an aggregate of 188,440,669,809 shares, representing 80.637% of the total voting shares of the Bank, were present at the AGM. 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 provisions of the articles of association of the Bank (“Articles of Association”).

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

Ordinary Resolutions		Total number of votes			
		For	Against	Abstain	Passing rate (%)
1	To consider and approve the 2008 report of the board of directors of the Bank	188,429,803,523	3,114,200	8,000	99.998343%
	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 2008 report of the board of supervisors of the Bank	188,429,803,523	3,114,200	8,000	99.998343%
	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 Bank’s 2008 final financial accounts	187,357,621,330	3,114,200	4,000	99.998336%
	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	Abstain	Passing rate (%)
4	To consider and approve 2009 fixed assets investment budget of the Bank	188,438,510,609	24,200	8,000	99.999983%
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 Bank's profit distribution plan for the second half of 2008	188,440,642,609	22,200	5,000	99.999985%
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 2008 final emoluments distribution plan for directors and supervisors	188,437,160,809	964,500	5,000	99.999485%
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 appointment of auditors of the Bank for 2009	188,413,650,943	26,328,566	690,300	99.985662%
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 appointment of Mr. Chen Zuofu as Executive Director of the Bank	188,126,631,852	270,410,957	5,000	99.856465%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.					

Voting at the AGM was conducted by poll. Shareholders' representatives Mr. Lou Jian and Ms. Zhang Qi, and Mr. Jin Panshi, 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.

## APPOINTMENT OF DIRECTOR

The Bank is pleased to announce that the AGM resolved to appoint Mr. Chen Zuofu as an executive director of the Bank to hold office for a term of three years. Such appointment shall become effective on the date of approval by China Banking Regulatory Commission of the qualification of Mr. Chen Zuofu. The biographical details of Mr. Chen Zuofu are set out as follows:

Mr. Chen Zuofu, aged 54, with PRC nationality, has served as a vice president of the Bank since July 2005. Mr. Chen was assistant president of the Bank from September 2004 to July 2005, assistant president of China Construction Bank from July 1997 to September 2004. Mr. Chen was a visiting scholar to Stanford University from June 1999 to May 2000. Mr. Chen graduated from Southwest University of Politics and Law with a bachelor's degree in law in 1983. He received his master's degree in management and engineering from Central South University of Technology in 1996.

Mr. Chen Zuofu's emoluments shall include salary, bonus, fixed contribution to pension scheme and other benefits, etc, the amount of which shall be determined with reference to Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation. The Nomination and Compensation Committee shall, at the end of each year, propose the emoluments distribution plan and decide the amount of the emoluments, which shall be presented to the Board for consideration and be subject to implementation upon the approval of the shareholders' meeting. Besides the above stated, Mr. Chen is not connected with the Bank's directors, supervisors, senior management, major shareholders or controlling shareholders and as at the date of this announcement, Mr. Chen is not holding any equity interest in the Bank as defined in Section XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), is not in possession of any information that is required to be disclosed by rule 13.51(2)(h) to rule 13.51(2)(v) of Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. Additionally, there is not any other issue that shall be brought to the attention of the shareholders of the Bank.

## **PAYMENT OF FINAL DIVIDENDS**

The 2008 final dividends of the Bank will be paid on 8 July 2009 to shareholders whose names appear on the Bank's register of holders of H-shares on 23 June 2009 (the "Record Date"). Pursuant to the Articles of Association of the Bank, the 2008 final dividend will be denominated and announced in Renminbi and shall be Renminbi 0.0837 Yuan per share (including tax). The dividend deriving from the H-shares held by the promoters of the Bank shall be paid in Renminbi whereas the dividend deriving from the H-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 0.88173 Yuan, and the 2008 final dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.09492702 per Share.

In order to determine the shareholders who are entitled to receive the 2008 final dividends, the Bank's register of members will be closed from 19 June 2009 to 23 June 2009, both days inclusive, during which period no transfer of H-Shares will be effected. Holders of H-Shares who wish to receive the 2008 final 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 18 June 2009. 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 16 June 2009, and the dividends shall be excluded from 17 June 2009.

## **ENTERPRISE INCOME TAX WITHHOLDING OF OVERSEAS NON-RESIDENT ENTERPRISES**

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China which came into effect on 1 January 2008 and its implementing rules, the Bank shall be

obligated to withhold 10% enterprise income tax when it distributes 2008 final dividends to non-resident enterprise shareholders of H-shares, including Hong Kong Securities Clearing Company Nominees Limited, as listed on the Bank's register of holders of H-shares on the Record Date; after the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Bank's confirmation of such opinion, the Bank will not withhold any enterprise income tax when it distributes 2008 final dividends to resident enterprise shareholders of H-shares listed on the Bank's register of holders of H-shares on the Record Date.

If any resident enterprise (as defined in the Enterprise Income Tax Law) listed on the Bank's register of holders of H-shares which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Bank withhold the said 10% enterprise income tax, it shall submit to Computershare Hong Kong Investor Services Limited at or before 4:30 pm on 22 June 2009 a legal opinion, issued by a Mainland China qualified lawyer (inscribed with the seal of the applicable law firm), that establishes its resident enterprise status. The Bank will also not withhold any individual income tax for natural person shareholders of H-shares listed on the Bank's register of holders of H-shares on the Record Date.

All investors are requested to read this announcement carefully. Should you wish to change your shareholder status, please consult your agent or trust institution over the relevant procedure. The Bank will withhold the enterprise income tax for the non-resident enterprise shareholders as required by law on the basis of the Bank's register of holders of H-shares on the Record Date.

The Bank assumes no liability and will not deal with any dispute over enterprise income tax withholding triggered by failure to submit proof materials within the stipulated time frame.

## **LAWYER'S CERTIFICATION**

Commerce & Finance Law Offices have certified the AGM of the Bank 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 conformed to the Company Law of the PRC and other relevant laws and regulations as well as provisions of the Articles of Association. The resolutions of the AGM are legal and valid.

By order of the Board of Directors  
**China Construction Bank Corporation**  
**Zhang Jianguo**

*Vice Chairman, Executive Director and President*

11 June 2009

*As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo and Ms. Xin Shusen; the non-executive directors of the Bank are Mr. Wang Yonggang, Mr. Wang Yong, Ms. Wang Shumin, Mr. Liu Xianghui, Mr. Zhang Xiangdong, Ms. Li Xiaoling and Mr. Gregory L. Curl; and the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Song Fengming, Ms. Jenny Shipley, Ms. Elaine La Roche, Mr. Wong Kai-Man and Mr. Tse Hau Yin, Aloysius.*