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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)**

## **Announcement on the Voting Results of the First Extraordinary General Meeting of 2012**

### **CONVENING AND ATTENDANCE OF THE MEETING**

The First Extraordinary General Meeting of 2012 (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 16 January 2012 at No. 25 Financial Street, Xicheng District, Beijing, PRC.

The Meeting was convened by the board of directors (the “**Board**”) and chaired by Mr. Zhang Jianguo, vice chairman of the Board of the Bank. Some of the directors, all supervisors and some of the senior management of the Bank were present at the Meeting. The convening of the Meeting 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*.

The total number of issued shares of the Bank as at the date of the Meeting was 250,010,977,486 shares, which were the total number of eligible shares that entitle the shareholders to attend and vote for or against or abstain from voting on the resolution proposed at the Meeting. There was no restriction on any shareholder casting vote on the proposed resolution at the Meeting.

6 shareholders of the Bank and authorized proxies were present at the Meeting and 20 representatives of the employees participating in the employee stock incentive plan of the Bank were present at the Meeting. The shareholders of the Bank and authorized proxies that were present at the Meeting held an aggregate of 188,889,476,626 shares, representing 75.55% of the total voting shares of the Bank. Among which, A shareholders of the Bank and authorized proxies held an aggregate of 606,839,288 A shares, representing 6.33% of the total voting shares of A shares of the Bank; and H shareholders of the Bank and authorized proxies held an aggregate of 188,282,637,338 H shares, representing 78.31% of the total voting shares of H shares of the Bank.

Voting at the Meeting was conducted by poll. Shareholders’ representatives Ms. Zhou Pengfeng, Mr. Fan Hairong and Mr. Jin Panshi, supervisor of the Bank, were appointed by the Bank to count the votes at the Meeting. Computershare Hong Kong Investor Services Limited, the Bank’s H share registrar was appointed by the Bank as the scrutineer for the voting.

## CONSIDERATION OF THE RESOLUTION

Votes cast for this resolution represent 188,008,813,916 shares or 99.53% of the total voting shares present at the Meeting; votes cast against this resolution represent 772,049,658 shares or 0.41% of the total voting shares present at the Meeting; votes abstain from voting represent 108,613,052 shares or 0.06% of the total voting shares present at the Meeting.

The Meeting elected Mr. Wang Hongzhang to serve as the executive director of the Bank. Mr. Wang Hongzhang meets the conditions to serve as a director as prescribed by relevant laws and regulations and the *Articles of Association of the Bank*. The term of office of Mr. Wang Hongzhang will be three years and will expire on the date of the 2014 Annual General Meeting of the Bank.

Mr. Wang Hongzhang's curriculum vita is as follows:

Mr. Wang Hongzhang was born in July 1954. Mr. Wang Hongzhang graduated from Liaoning Institute of Finance & Economics (currently known as "Dongbei University of Finance & Economics") in 1978 and obtained his master's degree in Economics. Mr. Wang Hongzhang is a Senior Economist and a Chinese Certified Accountant. From September 1978, Mr. Wang Hongzhang worked successively in the Credit Bureau, the Savings Department and the Industrial and Commercial Credit Department of People's Bank of China ("PBC"). From January 1984, Mr. Wang Hongzhang consecutively worked in the Industrial and Commercial Credit Department and General Administration Office of the Industrial & Commercial Bank of China ("ICBC"). From November 1989, Mr. Wang Hongzhang was Assistant President of Qingdao City Branch of ICBC. From February 1991, Mr. Wang Hongzhang served on various positions including Deputy Director of the General Administration Office, Deputy Director of the Finance Planning Department and General Manager of the Operations Office of ICBC. From April 1996, Mr. Wang Hongzhang was Deputy Director-General of the Supervision Bureau and Director-General of the Internal Auditing Department of PBC. From June 2000, Mr. Wang Hongzhang was President of Chengdu Branch of PBC and Administrator of Sichuan Branch of the State Administration of Foreign Exchange. From November 2003, Mr. Wang Hongzhang was Party Committee Member and Chief Disciplinary Officer of PBC.

Mr. Wang Hongzhang's emoluments shall be determined with reference to the *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 the approval by the shareholders' general meeting.

As at the date of this announcement, Mr. Wang Hongzhang 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*.

Except as stated above, Mr. Wang Hongzhang has no relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholders. Nor did Mr. Wang Hongzhang hold any directorships in other listed companies in the last three years. Mr. Wang Hongzhang does not hold any positions in any members of the Group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

## **Lawyer's Certification**

Jun He Law Offices have certified the Meeting and issued the legal opinion stating that the convening of the Meeting, the number of attendees at the Meeting, 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 *the Articles of Association of the Bank*. The resolution of the Meeting is legal and valid.

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

16 January 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.*