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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)

(USD Preference Shares Stock Code: 4606)

**Announcement on
the Resolutions of the 6th Meeting of the Board of Directors of 2018
(23 October 2018)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 23 October 2018 in Beijing. The Bank issued the written notice of the Meeting on 9 October 2018. The Meeting was chaired by Mr. Tian Guoli, the chairman of the board of directors of the Bank. 13 directors were eligible to attend the Meeting and 13 of them attended the Meeting in person. The convening of the Meeting complied with the provisions of the *Company Law of the People's Republic of China* and the *Articles of Association of China Construction Bank Corporation* (the “**Articles of Association**”) and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the Report for the Third Quarter of 2018

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details, please refer to the relevant documents published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

II. Proposal regarding the Strategic Plan for Inclusive Finance of China Construction Bank Corporation (2018-2020)

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

The plan is formulated to unswervingly deepen the financial system reform, enhance the capability of finance serving the real economy, implement the key national deployment plan for vigorously promoting the development of inclusive finance, make an overall arrangement of the inclusive finance business based on the material decisions of the inclusive finance strategy of the Bank, construct diversified, integrated and systematic edges of competitiveness based on fintech, and establish the strategic dominant position of future market development.

III. Proposal regarding the Dividend Distribution of the Offshore Preference Shares

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors: Agreed.

The Bank issued US\$3.05 billion offshore preference shares in offshore market in December 2015 (the “**Offshore Preference Shares**”). Pursuant to relevant laws and regulations, the Articles of Association and the terms of the Offshore Preference Shares, the Bank has made the dividend distribution plan of the Offshore Preference Shares as follows.

1. Dividend period: From and including 16 December 2017 to but excluding 16 December 2018
2. Record date: 14 December 2018
3. Dividend payment date: Since 16 December 2018 is a statutory holiday, the dividend payment date will be postponed to the next working day of 17 December 2018.
4. Recipients: Holders of the Offshore Preference Shares whose names appear on the register of members of the Bank, as maintained by The Bank of New York Mellon (Luxembourg) S.A., after the close of trading hours on 14 December 2018.
5. Tax deductions: According to relevant laws and regulations, when the Bank distributes dividends for the Offshore Preference Shares, the income tax shall be withheld by the Bank at a rate of 10%. According to the requirements of the terms and conditions of the Offshore Preference Shares, the Bank will pay such income tax, in addition to the dividends for the Offshore Preference Shares.
6. Dividend rate and amount to be paid: The terms of the Offshore Preference Shares provide that the initial dividend rate before the first reset date is 4.65% (post-tax dividend rate, which is the dividend rate actually received by the holders of the Offshore Preference Shares). According to the principal amount of the Offshore Preference Shares, the dividend rate and the rate of the withheld income tax, the amount of dividends for the Offshore Preference Shares is confirmed as follows: the Bank will distribute dividends for the Offshore Preference Shares of US\$157,583,333.33, of which US\$141,825,000 will be paid to the holders of the Offshore Preference Shares, and US\$15,758,333.33 will be the withheld income tax. The aforementioned preference shares dividends amount to approximately RMB1,093 million.

IV. Proposal regarding the Dividend Distribution of the Domestic Preference Shares

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors: Agreed.

The Bank issued RMB60 billion domestic preference shares in domestic market in December 2017 (the “**建行優1**”). Pursuant to relevant laws and regulations, the Articles of Association and the terms of the domestic preference shares, the Bank has made the dividend distribution plan of **建行優1** as follows.

1. Dividend period: From 26 December 2017 to 25 December 2018
2. Last trading day: 24 December 2018
3. Record date: 25 December 2018
4. Ex-dividend date: 25 December 2018
5. Dividend payment date: 26 December 2018
6. Recipients: All holders of **建行優1** whose names appear on the register of members in China Securities Depository and Clearing Corporation Limited, Shanghai Branch, after the close of trading hours of the Shanghai Stock Exchange on 25 December 2018.
7. Dividend rate and amount to be paid: Calculate as per **建行優1**'s dividend rate of 4.75%, cash dividend payable to each preference share shall be RMB4.75 (tax inclusive). Based on the 600 million **建行優1** issued, the Bank will distribute cash dividends of RMB2.850 billion in total (tax inclusive).
8. Tax withholding: Shareholders who are resident enterprises (including institutional investors) under the *Enterprise Income Tax Law of People's Republic of China* shall pay the income tax of cash dividends by themselves, and the Bank will actually pay a cash dividend of RMB4.75 per preference share to these shareholders. The payment of dividend income tax by other shareholders shall be carried out in accordance with relevant regulations.

V. Proposal regarding the Establishment of a Branch in Astana International Financial Centre of Kazakhstan

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

VI. Proposal regarding the Measures for Comprehensive Risk Management of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

VII. Proposal regarding the Interim Method of Large-scale Risk Exposure Management of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

Announcement of the captioned matters is hereby given.

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

23 October 2018

As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Wang Zuji and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Feng Bing, Mr. Zhu Hailin, Mr. Li Jun, Mr. Wu Min and Mr. Zhang Qi; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Sir Malcolm Christopher McCarthy, Mr. Carl Walter, Mr. Chung Shui Ming Timpson and Mr. Murray Horn.