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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 SECOND EXTRAORDINARY GENERAL MEETING OF 2024**

The board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) announces that the second extraordinary general meeting of 2024 (the “**Meeting**”) was held on 28 November 2024 at No. 25, Financial Street, Xicheng District, Beijing.

The Meeting was convened by the Board of the Bank and was chaired and presided over by Mr. Zhang Jinliang, chairman of the Board. 12 directors and all supervisors of the Bank attended the Meeting in person. Mr. Ji Zhihong, executive director and vice president, was not able to attend the Meeting due to business engagement. 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, capitalised terms used herein shall have the same meanings as those defined in the circular for the Meeting dated 8 November 2024.

### **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 8 November 2024, none of the shareholders has stated the intention to vote against the relevant resolutions or to abstain from voting.

A total of 2,396 shareholders of the Bank and authorised proxies were present at the Meeting. Shareholders of the Bank and authorised proxies who were present at the Meeting hold an aggregate of 197,494,544,253 voting shares, representing 78.994349 % of the total voting shares of the Bank.

Total number of shareholders and authorised proxies present at the Meeting	2,396
Including: number of A Shareholders	2,392
number of H Shareholders	4
Total number of shares with voting rights (shares)	197,494,544,253
Including: total number of shares held by A Shareholders	1,173,356,885
total number of shares held by H Shareholders	196,321,187,368
Percentage of total shares of the Bank with voting rights (%)	78.994349
Including: percentage of total shares held by A Shareholders (%)	0.469322
percentage of total shares held by H Shareholders (%)	78.525027

Voting at the Meeting was conducted by poll. Mr. Fang Jingxing and Mr. Zhang Feitong, 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. Interim Profit Distribution Plan for 2024

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 (%)
Total Ordinary Shares:	197,481,845,667	99.993570	1,358,045	0.000688	11,340,541	0.005742

## 2. Adding a Quota for Charitable Donations in 2024

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 (%)
Total Ordinary Shares:	196,986,829,998	99.742922	494,050,037	0.250159	13,664,218	0.006919

## 3. Requesting the Shareholders' General Meeting to Authorise the Board to Deal With Matters Relating to the Liability Insurance for Directors, Supervisors and Senior Management Members

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 (%)
Total Ordinary Shares:	193,070,765,158	97.760050	2,269,809,603	1.149302	2,153,969,492	1.090648

## 4. Remuneration Distribution and Settlement Plan for Directors for the Year 2023

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 (%)
Total Ordinary Shares:	197,459,363,472	99.982186	20,232,163	0.010245	14,948,618	0.007569

## 5. Remuneration Distribution and Settlement Plan for Supervisors for the Year 2023

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 (%)
Total Ordinary Shares:	197,459,453,541	99.982232	20,235,281	0.010246	14,855,431	0.007522

The abovementioned resolutions 1-5 are ordinary resolutions, which were all duly passed by obtaining more than 50% of the votes in favour of each resolution from shareholders and authorised proxies present at the Meeting. There were no resolutions at the Meeting that require shareholders to abstain from voting.

## **PAYMENT OF 2024 INTERIM CASH DIVIDENDS**

The 2024 H share interim cash dividends of the Bank shall be RMB 0.197 per share (tax-inclusive) and will be paid on 27 January 2025 to H Shareholders whose names appear on the Bank's register of members after the closing of the stock market on 9 January 2025. Pursuant to the Articles of Association, the dividends deriving from the shares held by the domestic shareholders of the Bank shall be paid in RMB whereas the dividends deriving from the shares held by foreign shareholders shall be paid in Hong Kong Dollars. The exchange rate between RMB and Hong Kong Dollars shall be the average of central parity rates of Hong Kong Dollars against RMB for the five working days before the date of the Meeting (including the date of the Meeting) as announced by the China Foreign Exchange Trade System under the authorisation of the People's Bank of China, which is 1 Hong Kong Dollar equals to RMB 0.924314, and the 2024 interim cash dividends calculated based upon such exchange rate shall be Hong Kong Dollar 0.21313104 per share (tax-inclusive).

In order to determine the H Shareholders who are entitled to receive the 2024 interim cash dividends, the register of members of H shares of the Bank will be closed from 4 January 2025 to 9 January 2025, both days inclusive, during which period no transfer of H shares will be effected. Unregistered H Shareholders who wish to receive the 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 16:30 on 3 January 2025. 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 31 December 2024, and the dividends will be excluded from 2 January 2025.

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 Taxation Administration, the dividends to be distributed by the Bank to the H share individual shareholders are 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 A Shareholders of the Bank. The 2024 A share interim cash dividends of the Bank will be distributed in accordance with the following timetable: the record date will be 9 January 2025, the ex-dividend date and the cash dividends distribution date will be 10 January 2025. 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 (Cai Shui [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 (Cai Shui [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 by 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 H Shareholders 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 qualifications of conveners, the qualifications of attendees of the Meeting and the voting process of this general meeting 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**

28 November 2024

*As at the date of this announcement, the executive directors of the Bank are Mr. Zhang Jinliang, Mr. Zhang Yi and Mr. Ji Zhihong; the non-executive directors of the Bank are Mr. Tian Bo, Mr. Xia Yang, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen, Mr. Leung Kam Chung, Antony, Lord Sassoon and Mr. Lin Zhijun.*