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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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 939)

Announcement on the Resolutions of the Twentieth Meeting of the Second Session of the Board of Directors of China Construction Bank Corporation

This announcement is published pursuant to rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In accordance with the relevant laws and regulations of the People's Republic of China (the "PRC"), China Construction Bank Corporation (the "Bank") published the Announcement on the Resolutions of the Twentieth Meeting of the Second Session of the Board of Directors of China Construction Bank Corporation on the website of the Shanghai Stock Exchange on 28 March 2009.

Please see the above-mentioned announcement attached.

By order of the Board of Directors
China Construction Bank Corporation

Zhang Jianguo

Vice Chairman, Executive Director and President

27 March 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.

Announcement on the Resolutions of the Twentieth Meeting of the Second Session of the Board of Directors of China Construction Bank Corporation

The board of directors of the Bank and all members thereof warrant that the content of this announcement is true, accurate and complete, and that they shall assume joint and several liability for any false statement, misleading representation or material omission contained in this announcement.

The twentieth meeting of the second session of the board of directors of China Construction Bank Corporation (the “**Bank**”) was held in Beijing in the People’s Republic of China (the “**PRC**”) on 27 March 2009. There were 16 directors eligible for attending the meeting, of whom 15 directors were present in person at the meeting. Mr. Wong Kai-Man, director, has appointed and authorized Mr. Tse Hau Yin, Aloysius, director, as his proxy to attend and vote on his behalf. The meeting was chaired by Chairman, Mr. Guo Shuqing. The convention of the meeting complied with the provisions stipulated in the *Company Law of the People’s Republic of China* and the *Articles of Association of China Construction Bank Corporation*.

The following resolutions were considered and passed at the said meeting of the board of directors of the Bank:

I. The proposal regarding the 2008 Annual Report of China Construction Bank Corporation, the Summary of 2008 Annual Report, and the Results Announcement (including the report of the board of directors and the final financial accounts)

The voting results of this proposal were as follows:

voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

It is resolved at the meeting that the 2008 Annual Report of China Construction Bank Corporation including the report of the board of directors and the final financial accounts (financial report) be submitted to the 2008 annual general meeting for approval.

II. The Proposal on Profit Distribution Plan for the Second Half of 2008

The voting results of this proposal were as follows:

voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

1. It is resolved at the meeting, based on the amount of profit after tax for the second half of 2008 at approximately RMB33.401 billion, that 10% thereof (approximately RMB3.34 billion) be set aside as the statutory common reserve of the Bank.

2. It is resolved at the meeting, based on the amount of profit after tax for the second half of 2008 at approximately RMB33.401 billion, that RMB19.56 billion be paid to all shareholders of the Bank (whose names appearing on the register of members of the Bank on 23 June 2009) as final cash dividend, being RMB0.0837 per share (inclusive of taxes). The cash dividend to be distributed pursuant to this resolution and the 2008 interim dividend (RMB25.823 billion) already distributed in total amount to RMB45.383 billion, representing approximately 50% of the Bank's profit after tax for the full year of 2008.
3. It is resolved at the meeting that this proposal be submitted to the 2008 annual general meeting for review.

The independent directors of the Bank agreed on this proposal.

The Bank did not convert the capital reserve into its share capital in the second half of 2008.

III. The proposal regarding *China Construction Bank Corporation 2008 Self-assessment Report on Internal Control*

The voting results of this proposal were as follows:

voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 votes.

Please refer to the website of Shanghai Stock Exchange (www.sse.com.cn) for the contents of *China Construction Bank Corporation 2008 Self-assessment Report on Internal Control*

IV. The proposal of *China Construction Bank Corporation 2008 Report on Social Responsibilities*

The voting results of this proposal were as follows:

voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

Please refer to the website of Shanghai Stock Exchange (www.sse.com.cn) for the contents of *China Construction Bank Corporation 2008 Report on Social Responsibilities*

V. Proposal of nomination of Mr. Chen Zuofu as an executive director of the Bank

The voting results of this proposal were as follows:

Voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

It is resolved at the meeting that this proposal be submitted to the Bank's 2008 annual general meeting for review.

The independent directors of the Bank agreed on this proposal.

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. He received his master's degree in management and engineering from Central South University of Technology in 1996. Mr. Chen graduated from Southwest University of Politics and Law with a bachelor's degree in law in 1983.

VI. Proposal regarding the *Detailed Implementing Rules on Distribution of Compensation of the Directors, Supervisors and Senior Management of China Construction Bank Corporation*

The voting results of this proposal were as follows:

Voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

VII. Proposal regarding the *Settlement Plan for Compensation of Directors and Supervisors of China Construction Bank Corporation and the Settlement Plan for Compensation of Senior Management of China Construction Bank Corporation*

The voting results of this proposal were as follows:

Voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

It is resolved at the meeting that the *Settlement Plan for Compensation of Directors and Supervisors of China Construction Bank Corporation* be submitted to the 2008 annual general meeting for review.

The independent directors of the Bank agreed on this proposal.

VIII. Proposal regarding convening the 2008 annual general meeting of China Construction Bank Corporation

The voting results of this proposal were as follows:

Voted in favour: 16 votes; voted against: 0 vote; abstained from voting: 0 vote.

It is resolved at the meeting that the 2008 annual general meeting of the Bank be held at 9:00 a.m. on 11 June 2009 (Thursday), at No.25 Financial Street, Xicheng District, Beijing. A notice on convening the Bank's 2008 annual general meeting will be issued to the shareholders separately.

The audit committee of the board of directors of the Bank proposed to reappoint KPMG Huazhen as the domestic auditors of the Bank and KPMG as the international auditors of the Bank for the year 2009. This proposal will be submitted to the meeting of the board of directors to be held in April 2009 for approval. Once the aforesaid approval is obtained, the proposal will be subject to the approval of the 2008 annual general meeting.

Announcement of the captioned matters is hereby given.

Board of Directors
China Construction Bank Corporation
27 March 2009