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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)**

**NEW ISSUE**

**OF**

**U.S.\$3,050,000,000 4.65% NON-CUMULATIVE PERPETUAL  
OFFSHORE PREFERENCE SHARES**

**(Stock Code: 4606)**

*Joint Global Coordinators*

**CCB International**

**HSBC**

**UBS**

**Standard Chartered Bank**

*Joint Bookrunners and Joint Lead Managers*

**CCB International**

**HSBC**

**UBS**

**Standard Chartered Bank**

**China Construction Bank (Asia)**

**BOCOM International**

**Citigroup**

**J.P. Morgan**

**Morgan Stanley**

Pursuant to the approvals by the China Banking Regulatory Commission (the “**CBRC**”) and the China Securities Regulatory Commission (the “**CSRC**”) in relation to offshore preference shares proposed to be issued by China Construction Bank Corporation (the “**Bank**”), the Bank has entered into the subscription agreement on 9 December 2015 with the Joint Global Coordinators and the Joint Lead Managers (the “**Subscription Agreement**”) in relation to the issuance of the U.S.\$3,050,000,000 4.65% Non-Cumulative Perpetual Offshore Preference Shares (the “**Offshore Preference Shares**”). The Offshore Preference Shares will have a par value of RMB100 but will be issued fully paid in U.S. dollars so that the total issuance price of the Offshore Preference Shares will be U.S.\$20 each. The Offshore Preference Shares will be issued in registered form and issued and transferable only in minimum amounts of U.S.\$200,000 (or 10,000 Offshore Preference Shares) and integral multiples of U.S.\$1,000 (or 50 Offshore Preference Shares) in excess thereof. Please refer to the announcement of the Bank dated 10 December 2015 for further details of the Subscription Agreement and the Offshore Preference Shares.

An application has been made to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) for the listing of, and permission to deal in, the Offshore Preference Shares, and such permission is expected to become effective on or about 17 December 2015. The Offshore Preference Shares are offered to professional investors only and are not suitable for retail investors. Investors should not purchase the Offshore Preference Shares in the primary or secondary markets unless they are professional investors. There are restrictions on the offer and sale of the Offshore Preference Shares in certain jurisdictions including, but not limited to, the United States, the PRC, Hong Kong, Japan, Singapore, Taiwan and the United Kingdom. The Offshore Preference Shares and the H shares issuable upon conversion of the Offshore Preference Shares have not been, and will not be, registered under the Securities Act. Accordingly, the Offshore Preference Shares and the H shares issuable upon conversion of the Offshore Preference Shares are not allowed to be offered or sold in the United States, except in those transactions where relevant exemption has been obtained or the registration requirements of the Securities Act are not applicable. The Offshore Preference Shares will be offered outside the United States in compliance with Regulation S under the Securities Act. In addition, the Offshore Preference Shares are not intended to be sold and should not be sold to retail clients in the European Economic Area, as defined in the rules set out in the Product Intervention (Contingent Convertible Instruments and Mutual Society Shares) Instrument 2015 (as amended or replaced from time to time) other than in circumstances that do not and will not give rise to a contravention of those rules by any person.

The issuance of Offshore Preference Shares has been completed on 16 December 2015. The listing of the Offshore Preference Shares on the Hong Kong Stock Exchange is expected to become effective on 17 December 2015.

The total number of the Offshore Preference Shares to be issued is 152,500,000. Based on the CNY Central Parity Rate published by the China Foreign Exchange Trading Centre on 16 December 2015, the gross proceeds from the offering of the Offshore Preference Shares will be approximately RMB19.71 billion. Subject to applicable laws and regulations and the approvals by the relevant regulatory authorities such as the CBRC and the CSRC, the capital raised from the Offshore Preference Shares issuance, after deduction of the expenses relating to the issuance will be used to replenish the Bank's Additional Tier 1 Capital.

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

16 December 2015

*As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Mr. Li Jun, Ms. Chen Yuanling, Ms. Hao Aiqun, Mr. Xu Tie, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Ms. Elaine La Roche, Mr. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.*