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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 FIFTH MEETING OF THE BOARD OF DIRECTORS OF CHINA CONSTRUCTION BANK CORPORATION OF 2010**

The fifth meeting of the board of directors of China Construction Bank Corporation (the “**Bank**”) of 2010 (the “**Meeting**”) was held onsite in Hong Kong in the morning of 25 June 2010. There were 10 directors eligible for attending the Meeting (in respect of Mr. Zhu Xiaohuang, Mr. Yam Chi Kwong, Joseph, Mr. Zhu Zhenmin, Mr. Lu Xiaoma, Ms. Chen Yuanling, Ms. Sue Yang and Mr. Zhao Xijun, their qualifications to the directorship of the Bank shall be subject to approval by China Banking Regulatory Commission) and nine directors were present at the Meeting. Lord Peter Levene entrusted Ms. Elaine La Roche to attend and vote on behalf of him. The quorum constituted for the Meeting was in compliance 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 adopted at the said Meeting:

### **I. Proposal on Nomination of Mr. Guo Shuqing and Mr. Zhang Jianguo to Continue Serving Respectively as the Chairman and the Vice Chairman of the Board of Directors of the Bank**

The voting results of this proposal were as follows:

voted in favour: 10 votes; voted against: 0 vote; abstained from voting: 0 vote.

Through taking votes separately for each individual, it was resolved at the Meeting that Mr. Guo Shuqing be appointed to continue serving as the chairman of the board of directors of the Bank, and Mr. Zhang Jianguo be appointed to continue serving as the vice chairman of the board of directors of the Bank.

## **II. Proposal on Nomination of Mr. Zhang Jianguo to Continue Serving as the President of the Bank**

The voting results of this proposal were as follows:

voted in favour: 10 votes; voted against: 10 vote; abstained from voting: 10 vote.

It was resolved at the Meeting that Mr. Zhang Jianguo be appointed to continue serving as the president of the Bank.

## **III. Proposal on Nomination of Members of Strategy Development Committee of the Board of Directors**

The voting results of this proposal were as follows:

voted in favour: 10 votes; voted against: 0 vote; abstained from voting: 0 vote.

It was resolved at the Meeting that Mr. Wang Yong, Ms. Wang Shumin, Mr. Zhu Xiaohuang, Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Mr. Zhu Zhenmin, Mr. Lu Xiaoma, Mr. Chen Zuofu, Ms. Chen Yuanling, Mr. Zhang Jianguo, Ms. Li Xiaoling, Ms. Sue Yang, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Guo Shuqing be appointed as members of the strategy development committee of the board of directors of the Bank. Among which, the appointment of Mr. Zhu Xiaohuang, Mr. Yam Chi Kwong, Joseph, Mr. Zhu Zhenmin, Mr. Lu Xiaoma, Ms. Chen Yuanling and Ms. Sue Yang shall become effective upon approval of their qualifications by China Banking Regulatory Commission.

## **IV. Proposal on Nomination of Members of Audit Committee of the Board of Directors**

The voting results of this proposal were as follows:

voted in favour: 10 votes; voted against: 0 vote; abstained from voting: 0 vote.

It was resolved at the Meeting that Ms. Wang Shumin, Ms. Li Xiaoling, Ms. Sue Yang, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man be appointed as members of the audit committee of the board of directors of the Bank. Among which, the appointment of Ms. Sue Yang and Mr. Zhao Xijun shall become effective upon approval of their qualifications by China Banking Regulatory Commission.

## **V. Proposal on Nomination of Members of Risk Management Committee of the Board of Directors**

The voting results of this proposal were as follows:

voted in favour: 10 votes; voted against: 0 vote; abstained from voting: 0 vote.

It was resolved at the Meeting that Mr. Wang Yong, Mr. Zhu Xiaohuang, Mr. Yam Chi Kwong, Joseph, Mr. Lu Xiaoma, Mr. Chen Zuofu, Ms. Chen Yuanling, Mr. Zhang Jianguo, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man be appointed as members of the risk management committee of the board of directors of the Bank. Among which, the appointment of Mr. Zhu Xiaohuang, Mr. Yam Chi Kwong, Joseph, Mr. Lu Xiaoma, Ms. Chen Yuanling and Mr. Zhao Xijun shall become effective upon approval of their qualifications by China Banking Regulatory Commission.

## **VI. Proposal on Nomination of Members of Nomination and Compensation Committee of the Board of Directors**

The voting results of this proposal were as follows:

voted in favour: 10 votes; voted against: 0 vote; abstained from voting: 0 vote.

It was resolved at the Meeting that Mr. Wang Yong, Lord Peter Levene, Mr. Zhu Zhenmin, Ms. Sue Yang, Dame Jenny Shipley, Ms. Elaine La Roche and Mr. Wong Kai-Man be appointed as members of the nomination and compensation committee of the board of directors of the Bank. Among which, the appointment of Mr. Zhu Zhenmin and Ms. Sue Yang shall become effective upon approval of their qualifications by China Banking Regulatory Commission.

## **VII. Proposal on Nomination of Members of Related Party Transactions Committee of the Board of Directors**

The voting results of this proposal were as follows:

voted in favour: 10 votes; voted against: 0 vote; abstained from voting: 0 vote.

It was resolved at the Meeting that Mr. Zhu Xiaohuang, Mr. Chen Zuofu, Dame Jenny Shipley, Mr. Zhao Xijun and Mr. Wong Kai-Man be appointed as members of the related party transactions committee of the board of directors of the Bank. Among which, the appointment of Mr. Zhu Xiaohuang and Mr. Zhao Xijun shall become effective upon approval of their qualifications by China Banking Regulatory Commission.

Announcement of the captioned matters is hereby given.

By order of the Board of Directors  
**China Construction Bank Corporation**  
**Zhang Jianguo**

*Vice Chairman, Executive Director and President*

25 June 2010

*As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo and Mr. Chen Zuofu; the independent non-executive directors of the Bank are Lord Peter Levene, Dame Jenny Shipley, Ms. Elaine La Roche and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Ms. Wang Shumin and Ms. Li Xiaoling.*