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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)

**Announcement on
the Resolutions of the Meeting of the Board of Directors
(25 October 2013)**

The meeting of the board of directors of China Construction Bank Corporation (the “**Bank**”) (the “**Meeting**”) was held onsite on 25 October 2013 in Beijing. The Bank circulated the notice of the Meeting in written form on 11 October 2013. The Meeting was chaired by Wang Hongzhang, the chairman of the board of directors. 13 directors were entitled to be present at the Meeting and 12 directors attended the Meeting in person. Mr. Qi Shouyin appointed Mr. Dong Shi as his proxy to attend and vote on his behalf. Some members of the board of supervisors and senior management were present at the Meeting. The Meeting was convened in compliance 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 on Report for the Third Quarter of 2013

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

For more details, please refer to the relevant documents published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

II. Proposal for Recommending Mr. Zhang Long as a Member of Audit Committee, Risk Management Committee and Related Party Transactions Control Committee of the Board of Directors of the Bank

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

It was resolved at the Meeting that Mr. Zhang Long be appointed as a member of audit committee, risk management committee and related party transactions control committee of the board of directors of the Bank. The appointment of Mr. Zhang Long shall become effective upon approval of his qualification as a director by China Banking Regulatory Commission (the “**CBRC**”).

III. Proposal for Recommending Ms. Zhang Yanling as a Member of Strategy Development Committee and Audit Committee of the Board of Directors of the Bank

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

It was resolved at the Meeting that Ms. Zhang Yanling be appointed as a member of strategy development committee and audit committee of the board of directors of the Bank. The appointment of Ms. Zhang Yanling shall become effective upon approval of her qualification as a director by the CBRC.

IV. Proposal for Recommending Mr. Guo Yanpeng as a Member of Strategy Development Committee and Nomination and Remuneration Committee of the Board of Directors of the Bank

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

It was resolved at the Meeting that Mr. Guo Yanpeng be appointed as a member of strategy development committee and nomination and remuneration committee of the board of directors of the Bank. The appointment of Mr. Guo Yanpeng shall become effective upon approval of his qualification as a director by the CBRC.

V. Proposal for Appointment of Mr. Yang Wensheng as the Executive Vice President of the Bank

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

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

It was resolved at the Meeting that Mr. Yang Wensheng be appointed as the executive vice president of the Bank. Mr. Yang Wensheng meets the qualification requirements to serve as a senior management as stipulated in relevant laws, regulations and the Articles of Association. The appointment of Mr. Yang Wensheng shall become effective upon approval of his qualification by the CBRC.

Mr. Yang Wensheng, aged 47, served as general manager of Liaoning Branch of the Bank from December 2010 to September 2013. Mr. Yang was general manager of Dalian Branch of the Bank from October 2006 to November 2010, deputy general manager of Jilin Branch of the Bank from August 2001 to October 2006 and assistant general manager of Jilin Branch of the Bank from January 2000 to August 2001. Mr. Yang Wensheng is a senior engineer. He obtained his bachelor's degree in computer software from Tsinghua University in 1989 and obtained his master's degree in technological economics from Tsinghua University in 1993.

As at the date of this announcement, Mr. Yang Wensheng indirectly held 10,845 H shares of the Bank by participating in the employee share incentive plan. Save as disclosed above, Mr. Yang Wensheng has no other interests in the shares of the Bank within the meaning of Part XV of *the Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Save as disclosed in the biographical details, Mr. Yang Wensheng has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Yang Wensheng is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of *the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of *the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*. Mr. Yang Wensheng held no directorship in other listed companies in the last three years, nor did he hold any position in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

VI. Proposal on Revising the Measures for Management of Authorization to the President by the Board of Directors to the Measures for Management of Authorization by the Board of Directors

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

In order to strengthen the unified legal person institution, improve the internal control system, effectively control the risk, and enhance the operation efficiency, the Bank revised *the Measures for Management of Authorization to the President by the Board of Directors of China Construction Bank Corporation* to *the Measures for Management of Authorization by the Board of Directors of China Construction Bank Corporation*.

Announcement of the captioned matters is hereby given.

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

25 October 2013

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo, Mr. Zhu Hongbo and Mr. Hu Zheyi; the non-executive directors of the Bank are Mr. Zhu Zhenmin, Mr. Qi Shouyin, Ms. Chen Yuanling, Mr. Xu Tie and Mr. Dong Shi; and the independent non-executive directors of the Bank are Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man.