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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
(28 March 2014)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 28 March 2014 in Beijing. The Bank circulated the notice of the Meeting in writing on 14 March 2014. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 17 directors were entitled to be present at the Meeting and 16 directors attended the Meeting in person. Ms. Zhang Yanling, a director of the Board, appointed Mr. Dong Shi, a director of the Board, as her proxy to attend and vote on her behalf. The convening of the Meeting complied with the provisions of the *Company Law of the People's Republic of China* and the *Articles of Association of the Bank* and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the 2013 Annual Report, the Summary of Annual Report and the Results Announcement (including the Report of the Board of Directors and the Final Financial Accounts)

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the 2013 Annual Report of the Bank be submitted to the 2013 Shareholders' Annual General Meeting of the Bank for consideration.

II. Proposal regarding the 2013 Profit Distribution Plan

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

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

The 2013 Profit Distribution Plan of the Bank was as follows:

1. On the basis of the after-tax profit of the Bank for 2013 in the amount of RMB212.519 billion, 10% of such profit (being RMB21.252 billion) be appropriated to the statutory surplus reserve fund;
2. RMB15.189 billion be set aside as general provisions according to the revised *Administrative Measures for the Provision of Reserves of Financial Enterprises* (Cai Jin [2012] No. 20) issued by the Ministry of Finance;
3. The cash dividend for 2013 be distributed to all the shareholders (whose names appear on the shareholder register as of 9 July 2014) in the amount of RMB0.300 (inclusive of taxes) per share, and the cash dividend in total hence would be RMB75.003 billion;
4. No transfer from the capital reserve fund will be made for 2013 to increase the share capital of the Bank.

It was resolved that this proposal be submitted to the 2013 Shareholders' Annual General Meeting of the Bank for consideration.

III. Proposal regarding the 2013 Assessment Report on Internal Control

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2013 Assessment Report on Internal Control of the Bank, please refer to the relevant document published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

IV. Proposal regarding the 2013 Social Responsibility Report

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2013 Social Responsibility Report of the Bank, please refer to the relevant document published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

V. Proposal regarding the 2014 Internal Audit Working Plan

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

VI. Proposal regarding the Rectification Plan for CBRC's Onsite Inspection on Internal Audit Performance of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

VII. Proposal regarding the 2013 Capital Adequacy Ratio Report and the 2013 Capital Adequacy Ratio Management Report

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2013 Capital Adequacy Ratio Report of the Bank, please refer to the relevant document published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

VIII. Proposal regarding establishment of business institutions in five European countries

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that establishment of branches in France, Italy, Spain and the Netherlands by China Construction Bank (Europe) Company Limited, a wholly owned subsidiary of the Bank, and of a branch in Poland by the Bank be approved, and the senior management were authorised to deal with the specific affairs in regard to establishment of branches in the above countries.

IX. Proposal regarding the Rectification Plan for CBRC's Onsite Inspection on the Implementation of International Strategy of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

X. Proposal regarding the Overall Risk Management Report of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

In order to further strength overall risk management, enhance market competitiveness and the level of risk control and further improve risk quantification analysis and reporting, the Bank, based on the analysis of our risk management in 2013, assessed the existing risks, formulated relevant countermeasures and prepared the Overall Risk Management Report of the Bank.

XI. Proposal regarding re-election of Mr. Dong Shi as a non-executive director of the Bank

Voting results of the proposal: voted in favour: 16 votes, voted against: 0 vote, abstained from voting: 0 vote.

Mr. Dong Shi abstained from voting by himself on this proposal.

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

It was resolved that Mr. Dong Shi be nominated as a non-executive director of the Bank, whose term of office will be three years and end on the date of the 2016 Shareholders' Annual General Meeting of the Bank. Mr. Dong Shi satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the *Articles of Association of the Bank*. Please refer to Appendix to this announcement for the biographical details of Mr. Dong Shi.

Save as disclosed in the biographical details, Mr. Dong Shi has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Dong Shi has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Mr. Dong Shi 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. Dong Shi did not hold any directorship in any other listed company in the last three years, or hold any positions in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

It was resolved that this proposal be submitted to the 2013 Shareholders' Annual General Meeting of the Bank for consideration. After this approval, Mr. Dong Shi will continue to serve as a member of strategy development committee, audit committee and nomination and remuneration committee of the board of directors.

XII. Proposal regarding appointment of Mr. Huang Yi as an executive vice president of the Bank

Voting results of the proposal: voted in favour: 17 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 that Mr. Huang Yi be appointed as an executive vice president of the Bank. Mr. Huang Yi satisfies the qualifications and requirements of a senior executive as provided for in relevant laws, regulations and the *Articles of Association of the Bank*. The appointment is subject to the approval of the China Banking Regulatory Commission on his qualification. Please refer to Appendix to this announcement for the biographical details of Mr. Huang Yi.

Save as disclosed in the biographical details, Mr. Huang Yi has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Huang Yi has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Mr. Huang Yi 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. Huang Yi did not hold any directorship in any other listed company in the last three years, or hold any positions in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

XIII. Proposal regarding renaming Related Party Transactions Control Committee of the Board to Social Responsibility & Related Party Transactions Committee of the Board

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

In order to fulfil our social responsibility and further improve our consumer protection, the Bank included the social responsibilities in the duties of the Related Party Transactions Control Committee of the Board, change the name of Related Party Transactions Control Committee of the Board to the Social Responsibility & Related Party Transactions Committee of the Board and made necessary adjustments to the terms of reference of the committee.

XIV. Proposal regarding the plan on Authorization to the Board of Directors Granted by Shareholders' General Meeting

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that this proposal be submitted to the 2013 Shareholders' Annual General Meeting of the Bank for consideration.

XV. Proposal regarding the plan on Authorization to Special Committees Granted by the Board of Directors

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

XVI. Proposal regarding the plan on Authorization to the President Granted by the Board of Directors

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

XVII. Proposal regarding nomination of Mr. Zhang Long as chairman of Social Responsibility & Related Party Transactions Committee of the Board

Voting results of the proposal: voted in favour: 16 votes, voted against: 0 vote, abstained from voting: 0 vote.

Mr. Zhang Long abstained from voting by himself on this proposal.

It was resolved that Mr. Zhang Long be appointed as chairman of Social Responsibility & Related Party Transactions Committee of the Board.

XVIII. Proposal regarding the convening of the 2013 Shareholders' Annual General Meeting of the Bank

Voting results of the proposal: voted in favour: 17 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the 2013 Shareholders' Annual General Meeting of the Bank be convened on Thursday, 26 June 2014. Notice of the 2013 Shareholders' Annual General Meeting of the Bank will be otherwise announced.

Due to the job arrangement, Mr. Zhao Xijun has tendered his resignation and will not serve as an independent non-executive director of the Bank after the Meeting. Mr. Zhao Xijun has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Bank, and promised to strictly observe the confidential information of the Bank. The Board would like to express its sincere gratitude to Mr. Zhao Xijun for his contributions to the Bank during his term of service in the Bank.

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

28 March 2014

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. Qi Shouyin, Ms. Zhang Yanling, Ms. Chen Yuanling, 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. Zhao Xijun, Mr. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret LEUNG KO May Yee.

Appendix: Biographical Details of Mr. Dong Shi and Mr. Huang Yi

Mr. Dong Shi

Mr. Dong Shi, aged 48, has served as a director of the Bank since September 2011. Mr. Dong served as a director of both China Reinsurance (Group) Corporation and China Reinsurance Asset Management Co., Ltd. from October 2008 to August 2011. Mr. Dong served consecutively as Assistant Special Inspector of the State Council, Division-Chief of the Supervisory Committee of Central Enterprises Working Commission and Deputy Director-General of the Foreign Affairs Bureau under the State-owned Assets Supervision and Administration Commission of the State Council from August 1998 to September 2008. Mr. Dong was Deputy Division-Chief of the Inspection and Supervision Bureau of the People's Bank of China from July 1988 to July 1998. Mr. Dong made a study visit to the Federal Reserve of the United States in 1994 and studied at RMIT University in Australia in 1996. Mr. Dong is a senior economist and accountant. Mr. Dong graduated from Zhengzhou University with a bachelor's degree in finance in 1988 and obtained a master's degree in economic law from the Renmin University of China in 2002. Mr. Dong is currently an employee of Central Huijin Investment Ltd, a substantial shareholder of the Bank.

Mr. Huang Yi

Mr. Huang Yi, aged 50, has served as a member of senior management since December 2013. Mr. Huang served as director of the Supervisory Rules & Regulations Department of China Banking Regulatory Commission from January 2010 to December 2013, and deputy director and director (head of the Research Bureau) of the Supervisory Rules & Regulations Department of China Banking Regulatory Commission from July 2003 to January 2010. From April 1999 to July 2003, Mr. Huang served consecutively as a director level cadre and director of the Financial Claim Management Office, assistant inspector of Legal Affairs Department (concurrently serving a temporary position as deputy director of Department of Finance of Sichuan Province) and assistant inspector of Banking Management Department of the People's Bank of China. From August 1997 to April 1999, he was the general manager of the Development Research Department of Huaxia Bank. Mr. Huang is a recipient of a special grant by the government of the People's Republic of China, and he graduated from Peking University in August 1997 and received the Ph.D. degree in law.