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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
(23 October 2014)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 23 October 2014 in Beijing. The Bank issued a written notice of the Meeting on 9 October 2014. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the Board of directors of the Bank. 14 directors were eligible to attend the Meeting and 13 directors attended the Meeting in person. Mr. Zhu Hongbo, appointed Mr. Hu Zheyi, 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 2014

Voting results of the proposal: voted in favour: 14 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 on the Transformation and Development Planning of the Bank

Voting results of the proposal: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

III. Proposal on Converting the Subsidiary License of China Construction Bank (Dubai) Limited into a Branch License

Voting results of the proposal: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved at the Meeting that the subsidiary license of China Construction Bank (Dubai) Limited (the “**CCB Dubai**”) be converted into a branch license, that the Dubai Branch would fully take over the business operation of CCB Dubai, that the Bank would change the registered capital of US\$100 million of CCB Dubai to the working capital of the Dubai Branch, and that the senior management be authorized to deal with the specific matters in respect of the establishment of the Dubai Branch and the cancellation of the subsidiary license of CCB Dubai.

IV. Proposal on the Appointment of Mr. Yu Jingbo as Executive Vice President of the Bank

Voting results of the proposal: voted in favour: 14 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. Yu Jingbo be appointed as executive vice president of the Bank. Mr. Yu meets the qualification requirements to serve as a member of the senior management team as stipulated in relevant laws, regulations and the Articles of Association. Mr. Yu will take the post upon approval of his qualification by China Banking Regulatory Commission.

Mr. Yu Jingbo, born in January 1958, is of Chinese nationality. Mr. Yu has served as chief auditor of the Bank since March 2011. Mr. Yu served concurrently as general manager of Beijing Branch of the Bank starting from August 2013. Mr. Yu served as general manager of the audit department of the Bank from April 2011 to October 2012, general manager of Zhejiang Branch of the Bank from March 2005 to March 2011. Mr. Yu was consecutively deputy general manager (in charge) of Zhejiang Branch of the Bank from July 2004 to March 2005, deputy general manager of Zhejiang Branch of the Bank from August 1999 to July 2004, and general manager of Hangzhou Branch of Zhejiang of the Bank from April 1997 to August 1999. Mr. Yu is a senior engineer. Mr. Yu obtained his bachelor’s degree in industrial and civil architecture from Tongji University in 1985 and his master’s degree in enterprise management from Hangzhou University in 1998.

As at the date of this announcement, Mr. Yu Jingbo indirectly held 22,567 H shares of the Bank by participating in the employee share incentive plan. Save as disclosed above, Mr. Yu has no other relationship with the directors, supervisors, senior management, substantial shareholders or controlling shareholder of the Bank. Mr. Yu 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. Yu 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* (the “**Listing Rules**”), 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 Listing Rules. Mr. Yu did not hold any directorship in any other listed company in the last three years, nor does he 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.

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

23 October 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 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. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.