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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  
(29 April 2015)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 29 April 2015 in Beijing. The Bank issued the written notice of the Meeting on 15 April 2015. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 12 directors were entitled to be present at the Meeting and 11 directors attended the Meeting in person. Ms. Elaine La Roche, a director of the Board, appointed Mr. Chung Shui Ming Timpson, 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 Report for the First Quarter of 2015**

Voting results of the proposal: voted in favour: 12 votes, voted against: 0 vote, abstained from voting: 0 vote.

**II. Proposal regarding the Internal Capital Adequacy Assessment Report of 2015**

Voting results of the proposal: voted in favour: 12 votes, voted against: 0 vote, abstained from voting: 0 vote.

In order to comply with the regulatory and internal management requirements, the Bank carried out an internal assessment of capital adequacy in 2015 and made the *Internal Capital Adequacy Assessment Report of China Construction Bank for 2015*. Capital buffer of the Bank is adequate, and the capital level matches the operating status, the risk trend and the development strategy.

### **III. Proposal on Changing Senior Officer Outside Australia of Sydney Branch**

Voting results of the proposal: voted in favour: 12 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that Mr. Zeng Jianhua be appointed to serve as the senior officer outside Australia of Sydney Branch, who will be responsible to monitor and manage the Sydney Branch on behalf of the head office of the Bank.

### **IV. Proposal on Nominating of Mr. Zhang Gengsheng as Executive Director of the Bank**

Voting results of the proposal: voted in favour: 12 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. Zhang Gengsheng be nominated as an executive director of the Bank and, additionally be appointed as a member of each of the Strategy Development Committee and Social Responsibility and Related Party Transactions Committee. The term of office will be three years and to be ended on the date of the 2017 Shareholders' Annual General Meeting of the Bank. Mr. Zhang Gengsheng satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the *Articles of Association of the Bank*.

Mr. Zhang Gengsheng, born in May 1960, is of Chinese nationality. Mr. Zhang has served as executive vice president of the Bank since April 2013. Mr. Zhang served as a member of senior management of the Bank from December 2010 to April 2013. Mr. Zhang was general manager of the group clients department (banking business department) and deputy general manager of Beijing Branch of the Bank from October 2006 to December 2010, general manager of the banking business department at the head office and the group clients department (banking business department) of the Bank from March 2004 to October 2006, deputy general manager of the banking business department at the head office of the Bank from June 2000 to March 2004 (in charge of overall management from March 2003), general manager of the Three Gorges Branch of the Bank from September 1998 to June 2000, and deputy general manager of the Three Gorges Branch of the Bank from December 1996 to September 1998. Mr. Zhang is a senior economist. He obtained his bachelor's degree in infrastructure finance and credit from Liaoning Finance and Economics College in 1984 and an Executive MBA degree from Peking University in 2010.

Emoluments of Mr. Zhang Gengsheng shall be determined pursuant to the *Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation*. The Nomination and Remuneration Committee of the Board shall, at the end of each year, propose the emoluments distribution plan, which shall be presented to the Board for consideration and be submitted it to the Shareholders' Annual General Meeting for approval.

As at the date of this announcement, Mr. Zhang Gengsheng indirectly held 19,304 H Shares of the Bank by participating in the employee share incentive plan. Save as disclosed above, Mr. Zhang Gengsheng 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. Zhang Gengsheng has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Zhang Gengsheng 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. Zhang Gengsheng 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.

It was resolved that this proposal be submitted to the 2014 Shareholders' annual general meeting of the Bank for consideration. Mr. Zhang Gengsheng will take office upon the approval of his qualifications as a director by the China Banking Regulatory Commission.

#### **V. Proposal on Continuation of Ms. Elaine La Roche as Independent Non-executive Director of the Bank**

Voting results of the proposal: voted in favour: 11 votes, voted against: 0 vote, abstained from voting: 1 vote (Ms. Elaine La Roche abstained from voting).

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

Pursuant to the relevant laws, regulations and the *Articles of Association*, to ensure the appropriate composition of the Board, it was agreed that Ms. Elaine La Roche will continue to serve as an independent non-executive director of the Bank, and will continue to serve as a member of each of the Strategy Development Committee, Audit Committee and Nomination and Remuneration Committee of the Bank during her term of office. The term of office will end on 31 December 2015.

Ms. Elaine La Roche, born in August 1949, is of American nationality. Ms. Elaine La Roche has served as director of the Bank since September 2012. She currently serves as the Senior Advisor of the China International Capital Corporation Limited (US). From March 2012, she has served as independent non-executive director of Marsh and McLennan Companies, a global risk management and human resources professional services company. Ms. Elaine La Roche served as independent non-executive director of Harsco Corporation, a diversified, worldwide industrial services company, in 2014, independent non-executive director of the Bank from June 2005 to June 2011, and vice chairperson of J.P. Morgan (China) Securities from 2008 to 2010. From 1978 to 2000, Ms. Elaine La Roche consecutively held several positions in Morgan Stanley. In 1998, she was assigned from Morgan Stanley to serve as chief executive officer of China International Capital Corporation Limited (Beijing). Thereafter, she served as chief executive officer of Salisbury Pharmacy Group and non-executive chairperson of the board of Linktone, a NASDAQ listed company. Ms. Elaine La Roche graduated from Georgetown University School of Foreign Service with a bachelor's degree in international affairs and from the American University with a master's degree in business administration in finance.

Emoluments of Ms. Elaine La Roche shall be determined pursuant to the *Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation*. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution plan, which shall be presented to the Board for consideration and be submitted it to the shareholders' general meeting for approval.

Save as disclosed in the biographical details, Ms. Elaine La Roche has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Ms. Elaine La Roche 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). Ms. Elaine La Roche 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 she 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*. Ms. Elaine La Roche did not hold any directorship in any other listed company in the last three years, nor does she 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 2014 Shareholders' Annual General Meeting of the Bank for consideration.

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*

29 April 2015

*As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang and Mr. Zhang Jianguo; 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.*