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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 August 2015)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 28 August 2015 in Beijing. The Bank issued the written notice of the Meeting on 14 August 2015. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 15 directors were entitled to be present at the Meeting and all of them attended the Meeting in person. Some members of the board of supervisors and senior management were present at the Meeting. 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. The Half-Year Report, the Interim Results Announcement and the Summary of the Half-Year Report of 2015

Voting results of the proposal: voted in favour: 15 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.hknews.hk).

II. Proposal regarding the Overall Risk Management Report of the First Half of 2015 of China Construction Bank Corporation

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

III. Proposal regarding *the Policy on Stress Test Management of China Construction Bank Corporation*

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

IV. Proposal regarding the amendments to *the Measures for Consolidation Management of China Construction Bank Corporation*

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

V. *The Performance Assessment Plan for Executive Directors of China Construction Bank Corporation in 2015*

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

VI. *The Performance Assessment Plan for Senior Management of China Construction Bank Corporation in 2015*

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

VII. Proposal on the nomination of Mr. Carl Walter as a candidate for independent non-executive director of the Bank

Voting results of the proposal: voted in favour: 15 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. Carl Walter be nominated to serve as independent non-executive director and, additionally be appointed as a member of each of the Strategy Development Committee, the Audit Committee and the Nomination and Remuneration Committee, whose 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. Carl Walter satisfies the qualifications and requirements of an independent director as provided for in relevant laws, regulations and the *Articles of Association of the Bank*.

Mr. Carl Walter, born in March 1947, is of American nationality. Mr. Carl Walter is currently an independent consultant, providing strategic consulting advice to various countries and financial institutions. Mr. Carl Walter served as managing director and chief operating officer in the People's Republic of China region of JPMorgan Chase & Co and chief executive officer of JP Morgan Chase Bank (China) Company Limited from September 2001 to April 2011. He was seconded from Morgan Stanley to serve as managing director and chief executive officer of China International Capital Corporation (Beijing) from January 1999 to July 2001. He served concurrently as vice president and head of Asian Credit Management and Research

(Singapore) of Credit Suisse First Boston as well as the director and head of China Investment Bank Corporation (Beijing) from September 1990 to December 1998. Mr. Carl Walter served consecutively in various positions including as vice president and general manager of Taipei Branch of Chemical Bank from January 1981 to August 1990. Mr. Carl Walter was a visiting scholar and an adjunct professor of Freeman Spogli Institute of Stanford University in 2012. He obtained a Bachelor Degree in Politics and Russia Language from Princeton University in 1970, an Advanced Studies Certificate in Economics from Peking University in 1980, and a Doctoral Degree in Politics from Stanford University in 1981.

Emoluments of Mr. Carl Walter shall be determined pursuant to the *Measures on Management of Remuneration for Independent Directors and External 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 to the shareholders' general meeting for approval.

Save as disclosed in the biographical details, Mr. Carl Walter has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Carl Walter 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. Carl Walter 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. Carl Walter 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 2015 first extraordinary general meeting of the Bank for consideration. Mr. Carl Walter will take office upon the approval by China Banking Regulatory Commission ("CBRC").

VIII. Proposal on the Nomination of Ms. Anita Fung Yuen Mei as a candidate for independent non-executive director of the Bank

Voting results of the proposal: voted in favour: 15 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 Ms. Anita Fung Yuen Mei be nominated to serve as independent non-executive director, and additionally be appointed as a member of each of the Strategy Development Committee, the Risk Management Committee and the Nomination and Remuneration Committee, whose term of office will be three years and to be ended on the date of the 2017 shareholders' annual general meeting of the Bank. Ms. Fung satisfies the qualifications and requirements of an independent director as provided for in relevant laws, regulations and the *Articles of Association of the Bank*.

Ms. Anita Fung Yuen Mei, born in December 1960, is of Hong Kong residency. Ms. Fung served concurrently as group general manager of HSBC Holdings plc and chief executive officer of The Hongkong and Shanghai Banking Corporation Limited from September 2011 to February 2015 as well as various positions including chairwoman and director of HSBC Global Asset Management (Hong Kong) Limited, non-executive director of HSBC Bank (China) Company Limited and director of HSBC Markets (Asia) Limited. She served concurrently as group general manager of HSBC Holdings plc and head of global banking and capital markets for Asia-Pacific of The Hongkong and Shanghai Banking Corporation Limited from January 2010 to September 2011. She served concurrently as group general manager of HSBC Holdings plc and head and treasurer of global capital markets for Asia-Pacific of The Hongkong and Shanghai Banking Corporation Limited from May 2008 to January 2010. Ms. Fung served consecutively as head of Hong Kong currency bond market, head of Asian fixed income trading and head of Asian Pacific trading as well as joint-head and treasurer of global capital markets for Asia-Pacific of The Hongkong and Shanghai Banking Corporation Limited from September 1996 to April 2008. Ms. Fung served as non-executive director of Hang Seng Bank Limited from November 2011 to January 2014. Ms. Fung also served as non-executive director of Bank of Communications Co., Ltd. from November 2010 to January 2015. Ms. Fung currently serves as independent non-executive director of Hong Kong Exchanges and Clearing Limited as well as Hang Lung Properties Limited, and serves in several positions in institutions including Airport Authority Hong Kong, Hong Kong Monetary Authority, Hong Kong Housing Authority and the Hong Kong University of Science and Technology. Ms. Fung obtained a Master's Degree in Applied Financing from Macquarie University of Australia in 1995. Ms. Fung was appointed as Justice of the Peace by the Government of the Hong Kong Special Administrative Region, and was awarded Bronze Bauhinia Star.

Emoluments of Ms. Fung shall be determined pursuant to the *Measures on Management of Remuneration for Independent Directors and External 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 to the shareholders' general meeting for approval.

Save as disclosed in the biographical details, Ms. Fung has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Ms. Fung 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. Fung 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. Fung 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 2015 first extraordinary general meeting of the Bank for consideration. Ms. Anita Fung Yuen Mei will take office upon the approval by CBRC.

IX. Proposal regarding the convening of the 2015 first extraordinary general meeting of the Bank

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the 2015 first extraordinary general meeting of the Bank be convened on Wednesday, 28 October 2015. Notice of the 2015 first extraordinary general meeting of the Bank will be announced in due course.

Announcement of the captioned matters is hereby given.

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

28 August 2015

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Chen Yuanling, Ms. Hao Aiqun, 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.