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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)

(USD Preference Shares Stock Code: 4606)

**Announcement on
the Resolutions of the Meeting of the Board of Directors
(30 March 2016)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 30 March 2016 in Beijing. The Bank issued the written notice of the Meeting on 16 March 2016. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 15 directors were eligible to attend the Meeting and 14 of them attended the Meeting in person. Mr. Wang Zuji, a director of the Bank, appointed Mr. Wang Hongzhang, a director of the Bank, as his proxy to attend the Meeting and vote on his 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 2015 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: voted in favour: 15 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 2015 Annual Report of the Bank be submitted to the 2015 Shareholders' Annual General Meeting of the Bank for consideration.

II. Proposal regarding the 2015 Profit Distribution Plan

Voting results: 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.

The 2015 Profit Distribution Plan of the Bank is as follows:

1. Statutory reserve fund of RMB22,517 million will be set aside as per a ratio of 10% based on the RMB225,176 million after-tax profit earned in 2015;
2. General reserve of RMB24,247 million will be accrued according to the revised *Administrative Measures for Set-aside of Allowance by Financial Enterprises* (C.J. [2012] No. 20) formulated by the Ministry of Finance;
3. Cash dividend for 2015, that is, RMB0.274 (pre-tax) per share, is to be distributed to all the shareholders (on the share register as at June 29, 2016), totaling RMB68,503 million;
4. In 2015, the Bank will not convert the capital reserve fund to increase the share capital.

It was resolved that this proposal be submitted to the 2015 Shareholders' Annual General Meeting of the Bank for consideration.

III. Proposal regarding the 2015 Assessment Report on Internal Control

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

For details regarding the 2015 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 2015 Capital Adequacy Ratio Report

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

For details regarding the 2015 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).

V. Proposal regarding the 2015 Capital Adequacy Ratio Management Report

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

VI. Proposal regarding 2015 Social Responsibility Report

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

For details regarding the 2015 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).

VII. Proposal regarding the 2015 Overall Risk Management Report of the Bank

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

In order to further strengthen overall risk management, the Bank, based on the analysis of the risk management in 2015, studied and assessed the existing risks, formulated relevant countermeasures and prepared the 2015 Overall Risk Management Report of the Bank.

VIII. Proposal regarding the re-election of Mr. Zhang Long as an independent non-executive director of the Bank

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

Mr. Zhang Long has abstained from voting on this proposal.

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

It was resolved that Mr. Zhang Long be nominated as an independent non-executive director of the Bank, whose term of office will be three years and will end on the date of the 2018 Shareholders' Annual General Meeting of the Bank. Mr. Zhang Long 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 Long has served as director of the bank since January 2014. Mr. Zhang is currently chairman of Zhongbao Ruixin Investment Co., Ltd. and independent director of CICC Fund Management Co. Ltd.. Mr. Zhang was president of Inner Mongolia Ruifeng Mining Industries Co., Ltd. from 2007 to 2009, secretary to the board of directors of the Bank from December 2006 to May 2007, and controller of Investment and Wealth Management Banking of the Bank from May 2006 to May 2007. He was executive vice chairman of the Bank's Investment and Wealth Management Banking Committee from March 2006 to May 2006, general manager of Credit Approval Department and head of Management Mechanism Reform Office of the Bank from December 2004 to March 2006. He served consecutively as deputy head and head of Office of Credit Management Committee of the Bank, head of Credit Approval Office under Risk Control & Management Committee of the Bank and general manager of Credit Approval Department of the Bank from August 1998 to December 2004. Mr. Zhang was regional economist and investment officer of Asia Bureau of International Finance Corporation from December 1995 to August 1998, regional economist of Central Asia, Middle East and North Africa Bureau of International Finance Corporation from August 1994 to December 1995, and senior research analyst of Brookings Research Institute from October 1992 to August 1994. Mr. Zhang obtained a bachelor's degree in engineering physics from Tsinghua University in 1985, a master's degree in business administration from University of Chicago in 1989 and a Ph.D. degree in economics from University of California in 1996.

As at the date of this announcement, Mr. Zhang Long holds 235,400 A-shares of the Bank. Save as disclosed above, Mr. Zhang Long is not holding any other equity interest in the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Save as disclosed in the biographical details, Mr. Zhang Long has no other relationship with the Bank's directors, supervisors, senior management, substantial

shareholders or controlling shareholder. Mr. Zhang Long 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 Long 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 Shareholders' Annual General Meeting of the Bank for consideration. After this approval, Mr. Zhang Long will continue to serve as chairman of the Social Responsibility and Related Party Transactions Committee, and a member of each of the Audit Committee and the Risk Management Committee of the Board.

IX. Proposal regarding the re-election of Mr. Chung Shui Ming Timpson as independent non-executive director of the Bank

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

Mr. Chung Shui Ming Timpson has abstained from voting on this proposal.

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

It was resolved that Mr. Chung Shui Ming Timpson be nominated as an independent non-executive director of the Bank, whose term of office will be three years and will end on the date of the 2018 Shareholders' Annual General Meeting of the Bank. Mr. Chung Shui Ming Timpson satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the Articles of Association of the Bank.

Mr. Chung Shui Ming Timpson has served as director of the bank since October 2013. Mr. Chung currently serves as independent non-executive director of each of China Unicom (Hong Kong) Limited, Miramar Hotel and Investment Company, Limited, Glorious Sun Enterprises Limited, China State Construction Engineering Corporation, China Overseas Grand Oceans Group Limited, Henderson Land Development Company Limited, China Everbright Limited and Jinmao (China) Investments Holdings Limited. Mr. Chung served as independent non-executive director of China Everbright Bank from 2006 to 2012. Formerly, he served in various companies and public institutions, consecutively as chairman of the Council of the City University of Hong Kong, chief executive officer of Shimao International Holdings Limited, chairman of the Hong Kong Housing Society, a member of the Executive Council of the Hong Kong Special Administrative Region, executive director of the Land Fund Advisory Committee of Hong Kong Special Administrative Region Government, and independent non-executive director of Nine Dragons Paper (Holdings) Limited. From 1979 to 1983, he was a senior audit director of Coopers & Lybrand Consulting. Mr. Chung is a senior fellow member of the Hong Kong Institute of Certified Public Accountants. He obtained a bachelor's degree of science from University of Hong Kong in 1976 and a master's degree in business administration from Chinese University of Hong Kong in 1987. Mr. Chung received the title of Justice of the Peace from the Hong Kong Special Administrative Region Government in 1998 and was awarded the Gold Bauhinia Star by the Hong Kong Special Administrative Region Government in 2000.

Save as disclosed in the biographical details, Mr. Chung Shui Ming Timpson has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Chung Shui Ming Timpson 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. Chung Shui Ming Timpson 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. Chung Shui Ming Timpson 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 Shareholders' Annual General Meeting of the Bank for consideration. After this approval, Mr. Chung Shui Ming Timpson will continue to serve as chairman of the Audit Committee, and a member of each of the Risk Management Committee, the Nomination and Remuneration Committee and the Social Responsibility and Related Party Transactions Committee of the Board.

X. Proposal regarding the re-election of Mr. Wim Kok as an independent non-executive director of the Bank

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

Mr. Wim Kok has abstained from voting on this proposal.

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

It was resolved that Mr. Wim Kok be nominated as an independent non-executive director of the Bank, whose term of office will be one year and will end on the date of the 2016 Shareholders' Annual General Meeting of the Bank. Mr. Wim Kok satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the Articles of Association of the Bank.

Mr. Wim Kok has served as director of the bank since October 2013. In 2003, Mr. Wim Kok was appointed as Minister of State of the Netherlands. Mr. Wim Kok served two consecutive terms as Prime Minister of the Netherlands from 1994 to 2002. He was leader of the Dutch Labour Party from 1986 to 2002, Minister of Finance and Deputy Prime Minister of the Netherlands from 1989 to 1994, president of the European Trade Union Confederation from 1979 to 1982, and president of the Netherlands Confederation of Trade Unions from 1973 to 1985. From January 2010 to January 2014, he served as president of the Club de Madrid, composing of former Heads of State and Government. In 2004, he headed a High Level Group advising the European Council on revitalising the European economy and improving its competitiveness. After having stepped down as Prime Minister in 2002, Mr. Wim Kok served as non-executive director of various large international companies, such as Royal Dutch Shell, ING Group, TNT, Post NL and KLM. He also holds positions in various non-profit organisations, including as chairman of the board of trustees of the Anne Frank Foundation, member of the board of trustees of the International Crisis Group (ICG) and member of the International Commission on Missing Persons (ICMP). Mr. Wim Kok graduated from the Nijenrode Business School.

Save as disclosed in the biographical details, Mr. Wim Kok has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Wim Kok 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. Wim Kok 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. Wim Kok 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 Shareholders' Annual General Meeting of the Bank for consideration. After this approval, Mr. Wim Kok will continue to serve as chairman of the Nomination and Remuneration Committee, and a member of the Strategy Development Committee of the Board.

XI. Proposal regarding the re-election of Mr. Murray Horn as an independent non-executive director of the Bank

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

Mr. Murray Horn has abstained from voting on this proposal.

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

It was resolved that Mr. Murray Horn be nominated as an independent non-executive director of the Bank, whose term of office will be three years and will end on the date of the 2018 Shareholders' Annual General Meeting of the Bank. Mr. Murray Horn satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the Articles of Association of the Bank.

Mr. Murray Horn has served as director of the bank since December 2013. Mr. Murray Horn currently serves as chairman of Wynyard Group and director of Spark New Zealand (formerly Telecom New Zealand). He also consults to multiple government agencies. Mr. Murray Horn held positions in public organisations in New Zealand and other regions, including as chairman of the National Health Board and the Health Innovation Hub, chairman of the New Zealand Business Roundtable, member of the NZ Tourism Board, member of the Board of the Centre for Independent Studies in Australia and member of the Trilateral Commission. Mr. Murray Horn was previously managing director of ANZ Bank in New Zealand and director of ANZ's Global Institutional Banking business, based in Sydney, Australia. He was Secretary to the New Zealand Treasury from 1993 to 1997. Mr. Murray Horn holds a Ph.D. degree from Harvard University in Political Economy and Government, a Master's degree in Commerce and a Bachelor's degree in Commerce (Agriculture) from Lincoln University. Lincoln University awarded him the Bledisloe Medal in 2000. He also made a Companion of the New Zealand Order of Merit in 2013.

Save as disclosed in the biographical details, Mr. Murray Horn has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Murray Horn 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. Murray Horn 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. Murray Horn 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 Shareholders' Annual General Meeting of the Bank for consideration. After this approval, Mr. Murray Horn will continue to serve as chairman of the Risk Management Committee, and a member of the Strategy Development Committee, the Audit Committee, the Nomination and Remuneration Committee and the Social Responsibility and Related Party Transactions Committee of the Board.

XII. Proposal regarding the 2016 Performance Assessment Plan for Executive Directors

Voting results: 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.

XIII. Proposal regarding the 2016 Performance Assessment Plan for Senior Management

Voting results: 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.

XIV. Proposal regarding the convening of the 2015 Shareholders' Annual General Meeting

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

It was resolved that the 2015 Shareholders' Annual General Meeting of the Bank be convened on Friday, 17 June 2016. Notices of the 2015 Shareholders' Annual 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

30 March 2016

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