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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 (14 June 2017)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 14 June 2017 in Beijing. The Bank issued the written notice of the Meeting on 31 May 2017. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 12 directors were eligible to attend the Meeting and 11 directors attended the Meeting in person. Mr. Wang Zuji, vice chairman of the Board, appointed Mr. Wang Hongzhang, chairman of the Board 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* (the “**Articles of Association**”) and other relevant rules.

The following resolutions were considered and approved at the Meeting:

**I. Proposal regarding the Renewal of the Authorizations Granted by the Board to the Special Committees of the Board and the President**

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

Given that it has been three years from the date of approval of the Proposal regarding the Authorizations Granted by the Board of Directors to the Special Committees of the Board of Directors and the Proposal regarding the Authorizations Granted by the Board of Directors to the President, it was resolved at the Meeting that the relevant authorization details shall remain unchanged while the validity period, being three years in principle, shall be re-calculated from the date of approval by the Meeting until the Board makes any new authorization proposal in this regard.

**II. Proposal regarding the Nomination of Ms. Feng Bing as a Member of Each of the Strategy Development Committee and the Nomination and Remuneration Committee of the Board**

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

It was resolved that Ms. Feng Bing be appointed as a member of each of the Strategy Development Committee and the Nomination and Remuneration Committee of the Board, who will take offices upon the approval of the shareholders' general meeting of the Bank of her appointment as a non-executive director of the Bank and the approval of her qualifications as a director by the China Banking Regulatory Commission (the "CBRC").

**III. Proposal regarding the Nomination of Mr. Zhu Hailin as a Member of Each of the Strategy Development Committee and the Audit Committee of the Board**

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

It was resolved that Mr. Zhu Hailin be appointed as a member of each of the Strategy Development Committee and the Audit Committee of the Board, who will take offices upon the approval of the shareholders' general meeting of the Bank of his appointment as a non-executive director of the Bank and the approval of his qualifications as a director by the CBRC.

**IV. Proposal regarding the Nomination of Mr. Wu Min as a Member of Each of the Strategy Development Committee and the Risk Management Committee of the Board**

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

It was resolved that Mr. Wu Min be appointed as a member of each of the Strategy Development Committee and the Risk Management Committee of the Board, who will take offices upon the approval of the shareholders' general meeting of the Bank of his appointment as a non-executive director and the approval of his qualifications as a director by the CBRC.

**V. Proposal regarding the Nomination of Mr. Zhang Qi as a Member of Each of the Strategy Development Committee and the Nomination and Remuneration Committee of the Board**

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

It was resolved that Mr. Zhang Qi be appointed as a member of each of the Strategy Development Committee and the Nomination and Remuneration Committee of the Board, who will take offices upon the approval of the shareholders' general meeting of the Bank of his appointment as a non-executive director and the approval of his qualifications as a director by the CBRC.

**VI. Proposal regarding the Nomination of Ms. Hao Aiqun as a Member of the Audit Committee of the Board**

Voting results: voted in favour: 11 votes, voted against: 0 vote, abstained from voting: 0 vote. Ms. Hao Aiqun abstained from voting on this proposal.

It was resolved that Ms. Hao Aiqun be appointed as a member of the Audit Committee of the Board.

**VII. Proposal regarding the Nomination of Sir Malcolm Christopher McCarthy as the Chairman of the Nomination and Remuneration Committee of the Board**

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

It was resolved that Sir Malcolm Christopher McCarthy be appointed as the chairman of the Nomination and Remuneration Committee of the Board, who will take office upon the approval of the shareholders' general meeting of his appointment as an independent non-executive director and the approval of his qualifications as a director by the CBRC.

It was also resolved that Mr. Murray Horn shall serve as the chairman of the Nomination and Remuneration Committee of the Board, to exercise the duties of the chairman, whose term of office will take effect on the date of the 2016 annual general meeting and will end on the date when the approval on Sir Malcolm Christopher McCarthy's qualifications as a director from the CBRC is obtained.

**VIII. Proposal regarding the Appointment of Mr. Zhang Lilin as the Executive Vice President of the Bank**

Voting results: 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 proposal: Agreed.

It was resolved that Mr. Zhang Lilin be appointed as the executive vice president of the Bank. Mr. Zhang Lilin satisfies the qualifications and conditions of senior management as required by relevant laws, regulations and the Articles of Association. Mr. Zhang Lilin will take office upon the approval of his qualifications by the CBRC.

Mr. Zhang Lilin, born in January 1971, is of Chinese nationality. Mr. Zhang was president (general manager) of Asset Management Department of Agricultural Bank of China from August 2014 to May 2017. Mr. Zhang was general manager of Credit Card Center of Agricultural Bank of China from September 2012 to August 2014, and head of Credit Card Center of Agricultural Bank of China and deputy general manager of Shanghai Branch of Agricultural Bank of China from June to September 2012, deputy general manager of Shanghai Branch of Agricultural Bank of China from April 2009 to June 2012, general manager of Hong Kong Branch of Agricultural Bank of China from December 2006 to April 2009, general manager of Hong Kong Branch and assistant general manager and concurrently general manager of Banking Business Department of Shanghai Branch of Agricultural Bank of China from November to December 2006, assistant general manager and concurrently general manager of Banking Business Department of Shanghai Branch of Agricultural Bank of China from April 2005 to November 2006, assistant general manager of Shanghai Branch

of Agricultural Bank of China from January to April 2005. Mr. Zhang worked in Hongkou Sub-branch, Risk Supervision Division, Retail Banking Division, Personal Banking Division, Executive Office of Shanghai Branch of Agricultural Bank of China from July 1997 to January 2005. Mr. Zhang is a senior economist. He obtained a PhD degree of economics in foreign economic thought history from Fudan University in July 1997.

Save as disclosed in the biographical details, Mr. Zhang Lilin is not connected with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Zhang Lilin has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Mr. Zhang Lilin 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. Zhang Lilin did not hold any directorship in other listed companies 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.

**IX. Proposal regarding the Nomination of Mr. Carl Walter as a Member and the Chairman of Social Responsibility and Related Party Transactions Committee of the Board**

Voting results: voted in favour: 11 votes, voted against: 0 vote, abstained from voting: 0 vote. Mr. Carl Walter abstained from voting on this proposal.

It was resolved that Mr. Carl Walter be appointed as a member and the Chairman of the Social Responsibility and Related Party Transactions Committee of the Board.

Announcement is hereby given.

By order of the Board of Directors  
**China Construction Bank Corporation**  
**Wang Zuji**

*Vice Chairman, Executive Director and President*

14 June 2017

*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. Hao Aiqun and Mr. Dong Shi; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Mr. Carl Walter, Mr. Chung Shui Ming Timpson, Mr. Wim Kok and Mr. Murray Horn.*