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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 Second Meeting of the Board of Directors of 2019
(27 March 2019)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 27 March 2019 in Beijing. The Bank issued the written notice of the Meeting on 13 March 2019. The Meeting was chaired by Mr. Tian Guoli, chairman of the board of directors of the Bank (the “**Board**”). 13 directors were eligible to attend the Meeting and 13 of them attended the Meeting in person. 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 China Construction Bank Corporation* (the “**Articles of Association**”) and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the Appointment of Mr. Liu Guiping as the President of the Bank

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

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

According to the relevant provisions of laws, regulations, the Articles of Association, *the Rules of Procedure for the Board of Directors of China Construction Bank Corporation* and *the Terms of Reference for Nomination and Remuneration Committee of the Board of Directors of China Construction Bank Corporation*, it was resolved that Mr. Liu Guiping be appointed as the president of the Bank. Mr. Liu Guiping satisfies the qualifications and conditions of the president as required by relevant laws, regulations and the Articles of Association. Mr. Liu Guiping will take office upon the approval of his qualification by the CBIRC. Before the qualification approval of Mr. Liu Guiping from the China Banking and Insurance Regulatory Commission (the “**CBIRC**”), Mr. Tian Guoli, the chairman of the Board, will temporarily perform the duties of the president of the Bank.

Mr. Liu Guiping, born in May 1966, is of Chinese nationality. Mr. Liu has served as Vice Mayor in Chongqing from June 2016 to March 2019; from May 2014 to June 2016, he served as the deputy general manager of China Investment Corporation; from January 2005 to May 2014, he successively served as the deputy general manager and the general manager of Fujian Branch, the general manager of Shanghai Branch, the head of the Retail Banking Department (Retail Product Department) of Agricultural Bank of China (the “**Agricultural Bank**”); from May 1994 to January 2005, he successively served as the deputy director of the Executive Office of the Guangdong Branch of the Agricultural Bank, the deputy general manager of Zhaoqing Branch, Dongguan Branch and Shenzhen Branch of the Agricultural Bank in Guangdong. Mr. Liu is a senior economist. He obtained a PhD degree from the Finance Department of Zhongnan University of Economics and Law in 2002.

Save as disclosed in the biographical details, Mr. Liu Guiping has no other relationship with the Bank’s directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Liu Guiping 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. Liu Guiping 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. Liu Guiping 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.

II. Proposal regarding the Appointment of Mr. Liu Guiping as an Executive Director of the Bank

Voting results: voted in favour: 13 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. Liu Guiping be nominated as an executive director of the Bank, whose term of office will be three years and will terminate on the date of the 2021 shareholders’ general meeting of the Bank. Mr. Liu Guiping satisfies the qualifications and requirements of a director as required by relevant laws, regulations and the Articles of Association. The qualification for directorship of Mr. Liu Guiping is subject to the approval by the CBIRC.

It was resolved that this proposal be submitted to the 2018 shareholders’ annual general meeting of the Bank.

III. Proposal regarding the 2018 Annual Report, the Results Announcement and the Summary

Voting results: voted in favour: 13 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 2018 Annual Report of the Bank be submitted to the 2018 shareholders' annual general meeting of the Bank for consideration.

IV. Proposal regarding the 2018 Assessment Report on Internal Control of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2018 Assessment Report on Internal Control of the Bank, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

V. Proposal regarding the 2018 Capital Adequacy Ratio Management Report

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

VI. Proposal regarding the 2018 Capital Adequacy Ratio Report

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the 2018 Capital Adequacy Ratio Report of the Bank, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

VII. Proposal regarding the Corporate Social Responsibility Report 2018 of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the Corporate Social Responsibility Report 2018 of the Bank, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

VIII. Proposal regarding the 2018 Profit Distribution Plan of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

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

The 2018 Profit Distribution Plan of the Bank is as follows:

1. On the basis of the after-tax profit of the Bank for 2018 in the amount of RMB246,184 million, 10% of such profit (being RMB24,618 million) be appropriated to the statutory surplus reserve fund;
2. RMB17,897 million be set aside as the general reserve according to the Administrative Measures for the Provision of Reserves of Financial Enterprises (Cai Jin [2012] No. 20) issued by the Ministry of Finance;
3. Cash dividend of RMB0.306 per share (inclusive of taxes) be distributed to all the shareholders of the Bank (whose names appear on the shareholders' register after the close of trading hours on 9 July 2019) for the year of 2018. The total amount of cash dividend is RMB76,503 million;
4. No capitalisation of the capital reserve to share capital in 2018.

It was resolved that this proposal be submitted to the 2018 shareholders' annual general meeting of the Bank for consideration.

IX. Proposal regarding the Revisions to the Basic Accounting Policies of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

In 2018, the Ministry of Finance revised the Accounting Standards for Enterprises No. 21 – Leases, which came into effect on 1 January 2019. The group revised the Basic Accounting Policies of China Construction Bank Corporation accordingly.

X. Proposal regarding the Anti-money Laundering Management Policy of China Construction Bank Corporation (Version 2019)

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XI. Proposal regarding the Revised Compliance Management Policy of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XII. Proposal regarding the 2018 Overall Risk Management Report of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

In order to further actively strengthen the overall risk management, the Bank, based on the analysis of the risk management in 2018, studied and assessed the existing major risks, formulated relevant counter-measures and prepared the 2018 Overall Risk Management Report of China Construction Bank Corporation.

XIII. Proposal regarding the 2019 Performance Assessment Plan for Executive Directors of China Construction Bank Corporation

Voting results: voted in favour: 13 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 2019 Performance Assessment Plan for Senior Management of China Construction Bank Corporation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

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

XV. Proposal regarding the Re-election of Mr. Murray Horn as Independent Non-executive Director of the Bank

Voting results: voted in favour: 12 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 independent non-executive director of the Bank, whose term of office will terminate upon the approval of Mr. Graeme Weeler's qualifications as a director by the CBIRC. Mr. Murray Horn satisfies the requirements of a director required by laws, regulations and the Articles of Association.

Mr. Murray Horn has served as director since December 2013. Mr. Murray Horn currently also consults to multiple government agencies. He served as chairman of Wynyard Group and directors of many listed companies, including Spark New Zealand (formerly Telecom New Zealand). He also held positions in public organisations in New Zealand and other regions, including chairman of the National Health Board of New Zealand, member of the New Zealand Tourism Board, chairman of the New Zealand Business Roundtable, 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 global institutional banking business of ANZ (Australia). He was Secretary to the New Zealand Treasury from 1993 to 1997. Mr. Murray Horn holds a PhD 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, or 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 2018 shareholders' annual general meeting of the Bank for consideration. After this approval, Mr. Murray Horn will continue to serve as a member of each of the Strategy Development Committee, Audit Committee, Nomination and Remuneration Committee and the Social Responsibilities and Related Party Transactions Committee of the Board and the chairman of the Risk Management Committee.

XVI. Proposal regarding the Appointment of Mr. Jin Yanmin as the Chief Risk Officer of the Bank

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

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

According to the relevant provisions of laws, regulations, the Articles of Association, *the Rules of Procedure for the Board of Directors of China Construction Bank Corporation* and the *Terms of Reference for Nomination and Remuneration Committee of the Board of Directors of China Construction Bank Corporation*, it was resolved that Mr. Jin Yanmin be appointed as the chief risk officer of the Bank. Mr. Jin Yanmin satisfies the qualifications and conditions of senior management as required by relevant laws, regulations and the Articles of Association. Mr. Jin Yanmin will take office upon the approval of his qualifications by the CBIRC.

Mr. Jin Yanmin, born in October 1961, is of Chinese nationality. He has served as general manager of Credit Approval Department of the Bank from November 2014. From February 2011 to November 2014, Mr. Jin Yanmin served as head and general manager of Guangdong Branch of the Bank; from March 2009 to February 2011, Mr. Jin Yanmin served as general manager of the Corporate Banking Department and concurrently as general manager of the Small Enterprises Finance Service Department of the Bank; from August 2007 to March 2009, he served as general manager of the Corporate Banking Department of the Bank; from June 2006 to August 2007, he served as risk control director of Guangdong Branch of the Bank; from March 2001 to June 2006, he served as deputy general manager of Corporate Banking Department of the Bank. Mr. Jin is an economist and obtained his bachelor's degree in infrastructure finance and credit from Liaoning Finance and Economics College in 1983 and obtained his EMBA degree from Tsinghua University in 2010.

According to the job arrangement, before Mr. Jin Yanmin's appointment takes effect, Mr. Liao Lin will continue to serve as the chief risk officer. After the appointment takes effect, Mr. Liao Lin will cease to serve as the chief risk officer. Mr. Liao Lin has confirmed that he has no disagreement with the Board of Directors and there is no matter that needs to be brought to the attention of the shareholders of the Bank.

The Board would like to express its sincere gratitude to Mr. Liao Lin for his contributions to the Bank during his term of office as the chief risk officer.

XVII. Proposal regarding the Appointment of Mr. Hu Changmiao as the Secretary to the Board of the Bank

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

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

According to the relevant provisions of laws, regulations, the Articles of Association, *the Rules of Procedure for the Board of Directors of China Construction Bank Corporation* and the *Terms of Reference for Nomination and Remuneration Committee of the Board of Directors of China Construction Bank Corporation*, it was resolved that Mr. Hu Changmiao be appointed as the secretary to the Board of the Bank. Mr. Hu Changmiao satisfies the qualifications and conditions of the senior management as required by relevant laws, regulations and the Articles of Association. Mr. Hu Changmiao will take office after obtaining the qualification certificate of the training for the secretary to the Board held by Shanghai Stock Exchange and upon the approval of his qualifications by the CBIRC.

Mr. Hu Changmiao, born in March 1964, is of Chinese nationality. Mr. Hu Changmiao has served as general manager of the Board Office of the Bank since December 2018. He served as the chairman of CCB Financial Leasing Corporation Ltd. from August 2016 to December 2018, general manager of Guangxi Branch of the Bank from February 2012 to August 2016, general manager of Public Relations & Corporate Culture Department of the Bank from March 2006 to February 2012, and deputy general manager in charge of the overall management of the Board Office of the Bank from June 2005 to March 2006. He served as deputy general manager of the Executive Office of the Bank from December 2004 to June 2005, deputy general manager of Credit Card Centre of the Bank from March 2003 to December 2004, and deputy general manager of Retail Banking Department of the Bank from July 2001 to March 2003. Mr. Hu is a senior economist. He graduated from the economic geography major of Peking University with a master's degree in science in 1986.

According to the job arrangement, before Mr. Hu Changmiao's appointment takes effect, Mr. Huang Zhiling will continue to serve as the secretary to the Board. After the appointment takes effect, Mr. Huang Zhiling will cease to serve as the secretary to the Board. Mr. Huang Zhiling has confirmed that he has no disagreement with the Board of Directors and there is no matter that needs to be brought to the attention of the shareholders of the Bank.

The Board would like to express its sincere gratitude to Mr. Huang Zhiling for his contributions to the Bank during his term of office as the secretary to the Board.

XVIII. Proposal regarding the Convening of the 2018 Shareholders' Annual General Meeting

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that the 2018 shareholders' annual general meeting of the Bank be convened on Friday, 21 June 2019. Notices of the 2018 annual general meeting will be announced in due course.

Announcement of the captioned matters is hereby given.

By order of the Board of Directors
China Construction Bank Corporation
Tian Guoli
Chairman and Executive Director

27 March 2019

As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Feng Bing, Mr. Zhu Hailin, Mr. Li Jun, Mr. Wu Min and Mr. Zhang Qi; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Sir Malcolm Christopher McCarthy, Mr. Carl Walter, Mr. Chung Shui Ming Timpson, Mr. Kenneth Patrick Chung and Mr. Murray Horn.