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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 Fourth Meeting of the Board of Directors of 2019
(20 June 2019)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 20 June 2019 in Beijing. The Bank issued the written notice of the Meeting on 6 June 2019. The Meeting was chaired by Mr. Tian Guoli, Chairman of the Board. 12 directors were eligible to attend the Meeting and 12 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 for the Establishment of China Construction Bank (Europe) S.A. Hungary Branch

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

It was resolved that a branch be established in Budapest, Hungary under China Construction Bank (Europe) S.A. and the senior management be authorised to handle specific matters concerning the establishment of China Construction Bank (Europe) S.A. Hungary Branch in Budapest, Hungary.

II. Proposal for Measures of China Construction Bank for Management of Non-credit Asset Impairment

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

III. Proposal regarding Election of Mr. Liu Guiping as Vice Chairman of the Board

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

It was resolved that Mr. Liu Guiping be appointed as Vice Chairman of the Board. The appointment of Mr. Liu Guiping as Vice Chairman will take effect upon the consideration and approval by the shareholders' general meeting of the Bank on his appointment as Executive Director of the Bank and the approval by the China Banking and Insurance Regulatory Commission (the "CBIRC") on his qualification.

IV. Proposal regarding the Election of Mr. Liu Guiping as Member of Strategy Development Committee and 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. Liu Guiping be appointed as Member of Strategy Development Committee and Risk Management Committee of the Board. The appointment of Mr. Liu Guiping in the committees of the Board will take effect upon the consideration and approval by the shareholders' general meeting of the Bank on his appointment as Executive Director of the Bank and the approval by the CBIRC on his qualification.

V. Proposal regarding the Election of Mr. Tian Bo as Member of Strategy Development Committee and 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. Tian Bo be appointed as Member of Strategy Development Committee and Audit Committee of the Board. The appointment of Mr. Tian Bo in the committees of the Board will take effect upon the consideration and approval by the shareholders' general meeting of the Bank on his appointment as Non-executive Director of the Bank and the approval by the CBIRC on his qualification.

VI. Proposal regarding the Election of Mr. Xia Yang as Member of Strategy Development Committee and 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. Xia Yang be appointed as Member of Strategy Development Committee and Risk Management Committee of the Board. The appointment of Mr. Xia Yang in the committees of the Board will take effect upon the consideration and approval by the shareholders' general meeting of the Bank on his appointment as Non-executive Director of the Bank and the approval by the CBIRC on his qualification.

VII. Proposal regarding the Election of Mr. Graeme Wheeler as Member of Audit Committee, Risk Management Committee and 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. Graeme Wheeler be appointed as Member of Audit Committee, Risk Management Committee and Nomination and Remuneration Committee of the Board. The appointment of Mr. Graeme Wheeler in the committees of the Board will take effect upon the consideration and approval by the shareholders' general meeting of the Bank on his appointment as Independent Non-executive Director of the Bank and the approval by the CBIRC on his qualification.

VIII. Proposal regarding the Nomination of Mr. Michel Madelain as Independent Non-executive Director 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 resolution: Agreed.

It was resolved that Mr. Michel Madelain be nominated as Independent Non-executive Director of the Bank, whose term of office will be three years, taking effect upon the approval by the CBIRC and terminating on the date of the shareholders' annual general meeting for the year when such term of office expires. Mr. Michel Madelain satisfies the qualifications and conditions of Director as required by relevant laws, regulations and the Articles of Association.

Mr. Michel Madelain, born in January 1956, is of French nationality. Mr. Madelain has been Trustee of the IFRS Foundation since January 2018 and a Member of the Supervisory Board of La Banque Postale in France since April 2018. From June 2016 to December 2018, he was Vice Chairman of Moody's Investors Service (MIS). Concurrently, he chaired several of the European Boards and was a Member of MIS US Board. From May 2008 to June 2016, he was President and Chief Operating Officer of MIS, having previously assumed a number of positions in Europe and the USA with MIS from 1994 to May 2008. From May 1980 to May 1994, he worked with the consulting and audit practices of Ernst & Young in Belgium and France and was promoted to the partnership in 1989. Mr. Madelain is a Qualified Chartered Accountant of France. He obtained a Master's Degree in Management from Kellogg Graduate School of Management of Northwestern University (USA) and a Bachelor's Degree in Business Administration from the Ecole Supérieure de Commerce de Rouen, France.

Saved as disclosed in the biographical details, Mr. Michel Madelain has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Michel Madelain 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. Michel Madelain 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. Michel Madelain 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.

The emoluments of Mr. Michel Madelain shall be determined pursuant to the Measures on Administration of Allowance 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.

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

IX. Proposal regarding the Appointment of Mr. Ji Zhihong 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 resolution: Agreed.

It was resolved that Mr. Ji Zhihong be appointed as the Executive Vice President of the Bank. Mr. Ji Zhihong satisfies the qualifications and conditions of senior management as required by relevant laws, regulations and the Articles of Association. Mr. Ji Zhihong will take office upon the approval of his qualifications by the CBIRC.

Mr. Ji Zhihong, born in April 1968, is of Chinese nationality. Mr. Ji was Director-general of the Financial Market Department of People's Bank of China (the "PBC") from August 2013 to May 2019, during which Mr. Ji was concurrently Director of the Financial Market Management Department of the PBC Shanghai Head Office from August 2013 to May 2016. From September 2012 to August 2013, Mr. Ji was Director-general of the Research Bureau of the PBC. From April 2010 to September 2012, Mr. Ji was Deputy Director-general of the Monetary Policy Department of the PBC. From February 2008 to April 2010, Mr. Ji was Deputy Director (Deputy Director-general Level) of the Open Market Operations Department of the PBC Shanghai Head Office. Mr. Ji Zhihong is a Researcher. He graduated from the PBC School of Finance, Tsinghua University (formerly known as the Graduate School of the PBC Head Office) with a master's degree in International Finance in 1995 and obtained a PhD degree in Economics from the Major of National Economics of Chinese Academy of Social Sciences in 2005.

X. Proposal for Revisions to 2019 Performance Evaluation Plan for Executive Directors of China Construction Bank Corporation

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 resolution: Agreed.

XI. Proposal for Revisions to 2019 Performance Evaluation Plan for Senior Management Members of China Construction Bank Corporation

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 resolution: Agreed.

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

20 June 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. 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.