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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
(29 March 2022)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**” or “**CCB**”) was held onsite on 29 March 2022 in Beijing. The Bank issued the written notice of the Meeting on 14 March 2022. The Meeting was chaired by Mr. Tian Guoli, chairman of the Board. 13 directors were eligible to attend the Meeting and all of them attended the Meeting in person. The Meeting was convened in compliance with the provisions of the *Company Law of the People's Republic of China*, the *Articles of Association of China Construction Bank Corporation* (the “**Articles of Association**”) and other rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal on the 2021 Annual Report, the Results Announcement and the Summary of the Annual Report

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

It was resolved at the Meeting that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the *2021 Annual Report of China Construction Bank Corporation* be submitted to the shareholders' general meeting of the Bank for consideration.

II. Proposal on the Profit Distribution Plan for 2021 of CCB

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

The Profit Distribution Plan for 2021 of the Bank is as follows:

1. On the basis of the after-tax profit of the Bank for 2021 in the amount of RMB295,764 million, 10% of such profit (being RMB29,576 million) be appropriated to the statutory surplus reserve fund;
2. RMB31,202 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 for the year 2021 of RMB0.364 per share (inclusive of taxes) be distributed to all the ordinary shareholders of the Bank (whose names appear on the shareholders' register after the close of trading hours on 7 July 2022). The total amount of cash dividend is RMB91,004 million;
4. No capitalisation of the capital reserve to share capital in 2021.

The independent non-executive directors were of the view that the Bank's Profit Distribution Plan for 2021 was in compliance with the requirements of laws, regulations and the Articles of Association, and were not aware of any circumstance detrimental to the legitimate rights and interests of the Bank and its minority shareholders. The independent non-executive directors agreed on this proposal.

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

For details regarding the *Announcement on the Profit Distribution Plan for 2021 of China Construction Bank Corporation*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

III. Proposal on the 2021 Internal Control Assessment Report of CCB

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

The independent non-executive directors were of the view that the Bank had evaluated the effectiveness of its internal controls on an annual basis in accordance with the requirements of the *Basic Standards for Enterprises Internal Control* and its guidelines. The Bank's 2021 Internal Control Assessment Report truthfully and objectively reflected the actual situation of the internal control of the Bank. The independent non-executive directors agreed with the relevant conclusions of the Bank's 2021 Internal Control Assessment Report.

For details regarding the *2021 Internal Control Assessment Report of China Construction Bank Corporation*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

IV. Proposal on the Engagement of External Auditors for 2022

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

The independent non-executive directors were of the view that the external auditors Ernst & Young Hua Ming LLP and Ernst & Young to be engaged by the Bank for 2022, had the relevant qualifications and professional capabilities. The review procedures of the engagement were in compliance with the relevant requirements of laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

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

For details regarding the *Announcement on Re-engagement of Accounting Firms of China Construction Bank Corporation*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

V. Proposal on the 2021 Capital Adequacy Ratio Management Report of CCB

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

VI. Proposal on the Capital Adequacy Ratio Report 2021

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

For details regarding the *Capital Adequacy Ratio Report of China Construction Bank Corporation 2021*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

VII. Proposal on the Report of CCB on Comprehensive Risk Management for 2021

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

VIII. Proposal on the Re-election of Mr. Tian Bo as Non-executive Director of CCB

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

Mr. Tian Bo has abstained from voting on this proposal.

The independent non-executive directors were of the view that Mr. Tian Bo satisfied the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

It was resolved at the Meeting that Mr. Tian Bo be nominated for re-election as non-executive director of the Bank, whose term of office will be three years and will be terminated on the date of the 2024 annual general meeting of the Bank. Mr. Tian Bo satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association.

Mr. Tian Bo, born in July 1971, is of Chinese nationality. Mr. Tian has served as non-executive director of the Bank since August 2019. Mr. Tian has served as a staff member of Central Huijin Investment Ltd. (“**Huijin**”) from 2019. From March 2006 to August 2019, Mr. Tian had served in various positions including division head of Banking Business Department, division head and assistant general manager of Corporate Banking Department and deputy general manager of Global Trade Services Department and Global Transaction Banking Department of Bank of China. Concurrently, Mr. Tian also served as member of the Standing Committee of the CPC Municipal Party Committee and vice mayor of Fangchenggang City of Guangxi Zhuang Autonomous Region from February 2016 to February 2018. From July 1994 to March 2006, Mr. Tian worked at Beijing Branch of Industrial and Commercial Bank of China and head office of China Minsheng Bank. Mr. Tian graduated from Beijing College of Finance and Trade with a bachelor’s degree in finance in 1994 and obtained a master’s degree in management from the Capital University of Economics and Business in 2004.

Save as disclosed in the biographical details, Mr. Tian Bo confirms that: (i) he has no other relationship with the Bank’s directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he 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); (iii) he 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; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Hong Kong Listing Rules**”), and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

Mr. Tian Bo as non-executive director of the Bank will not receive any emoluments from the Bank.

It was resolved that this proposal be submitted to the shareholders’ general meeting of the Bank for consideration. Upon the approval by the shareholders’ general meeting of the Bank, Mr. Tian Bo will continue to serve as member of each of Strategy Development Committee and Audit Committee of the Board.

IX. Proposal on the Re-election of Mr. Xia Yang as Non-executive Director of CCB

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

Mr. Xia Yang has abstained from voting on this proposal.

The independent non-executive directors were of the view that Mr. Xia Yang satisfied the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

It was resolved at the Meeting that Mr. Xia Yang be nominated for re-election as non-executive director of the Bank, whose term of office will be three years and will be terminated on the date of the 2024 annual general meeting of the Bank. Mr. Xia Yang satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association.

Mr. Xia Yang, born in November 1968, is of Chinese nationality. Mr. Xia has served as non-executive director of the Bank since August 2019. Mr. Xia has served as a staff member of Huijin from 2019. From August 1997 to September 2019, Mr. Xia worked in Hua Xia Bank consecutively serving various positions including general manager of asset custody department, general manager of Jinan Branch, general manager of Hefei Branch, chief disciplinary officer and deputy general manager of Hangzhou Branch, and chief disciplinary officer and deputy general manager of Wenzhou Branch. From December 1988 to August 1997, Mr. Xia worked for Zhejiang Branch of Industrial and Commercial Bank of China and Hangzhou Branch of China Merchants Bank. Mr. Xia is a senior economist and accountant. Mr. Xia graduated from Nanjing University with a bachelor's degree specialised in human and animal physiology in 1988. Mr. Xia graduated from Nanjing University with a PhD degree in management sciences and engineering in 2018.

Save as disclosed in the biographical details, Mr. Xia Yang confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he 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); (iii) he 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; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

Mr. Xia Yang as non-executive director of the Bank will not receive any emoluments from the Bank.

It was resolved that this proposal be submitted to the shareholders' general meeting of the Bank for consideration. Upon the approval by the shareholders' general meeting of the Bank, Mr. Xia Yang will continue to serve as member of each of the Strategy Development Committee and Risk Management Committee of the Board.

X. Proposal on the Re-election of Mr. Graeme Wheeler as Independent Non-executive Director of CCB

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

Mr. Graeme Wheeler has abstained from voting on this proposal.

The independent non-executive directors were of the view that Mr. Graeme Wheeler satisfied the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

It was resolved at the Meeting that Mr. Graeme Wheeler be nominated for re-election as independent non-executive director of the Bank, whose term of office will be three years and will be terminated on the date of the 2024 annual general meeting of the Bank. Mr. Graeme Wheeler satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association.

Mr. Graeme Wheeler, born in October 1951, is of New Zealand nationality. Mr. Wheeler has served as independent non-executive director of the Bank since October 2019. Mr. Wheeler has served as non-executive director of Thyssen-Bornemisza Group since 2017. Mr. Wheeler served as governor of Reserve Bank of New Zealand from 2012 to 2017, non-executive director of Thyssen-Bornemisza Group and co-founder of Privatisation Analysis and Consulting Ltd. from 2010 to 2012, managing director responsible for operations of World Bank from 2006 to 2010, vice president and treasurer of World Bank from 2001 to 2006, director of financial products and services department of World Bank from 1997 to 2001, treasurer of New Zealand Debt Management Office and deputy secretary to New Zealand Treasury from 1993 to 1997, director of Macroeconomic Policy of New Zealand Treasury from 1990 to 1993, economic and financial counsellor of New Zealand Delegation to the OECD, Paris, from 1984 to 1990 and an advisor in the New Zealand Treasury from 1973 to 1984. Mr. Wheeler was awarded Companion of the New Zealand Order of Merit in 2018. Mr. Wheeler obtained his master's degree of commerce in economics from University of Auckland in 1972.

Save as disclosed in the biographical details, Mr. Graeme Wheeler confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he 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); (iii) he 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; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

Allowances of Mr. Graeme Wheeler shall be determined pursuant to the *Measures on Management of Allowances 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 and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

It was resolved that this proposal be submitted to the shareholders' general meeting of the Bank for consideration. Upon the approval by the shareholders' general meeting of the Bank, Mr. Graeme Wheeler will continue to serve as chairman of the Related Party Transaction, Social Responsibility and Consumer Protection Committee and member of each of the Audit Committee, Risk Management Committee and Nomination and Remuneration Committee of the Board.

XI. Proposal on the Re-election of Mr. Michel Madelain as Independent Non-executive Director of CCB

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

Mr. Michel Madelain has abstained from voting on this proposal.

The independent non-executive directors were of the view that Mr. Michel Madelain satisfied the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

It was resolved at the Meeting that Mr. Michel Madelain be nominated for re-election as independent non-executive director of the Bank, whose term of office will be three years and will be terminated on the date of the 2024 annual general meeting of the Bank. Mr. Michel Madelain satisfies the qualifications and requirements of director required by relevant laws, regulations and the Articles of Association.

Mr. Michel Madelain, born in January 1956, is of French nationality. Mr. Madelain has served as independent non-executive director of the Bank since January 2020. 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, Mr. Madelain was vice chairman of Moody's Investors Service ("MIS"). Concurrently, Mr. Madelain served as chairman of Moody's European Boards and was a member of MIS US Board. From May 2008 to June 2016, Mr. Madelain was president and chief operating officer of MIS, having assumed a number of positions in Europe and the USA with MIS from 1994 to May 2008. From May 1980 to May 1994, Mr. Madelain worked with Ernst & Young in Belgium and France and was promoted to the partnership in 1989. Mr. Madelain is a Qualified Chartered Accountant of France. Mr. Madelain 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.

Save as disclosed in the biographical details, Mr. Michel Madelain confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he 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); (iii) he 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; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

Allowances of Mr. Michel Madelain shall be determined pursuant to the *Measures on Management of Allowances 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 and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

It was resolved that this proposal be submitted to the shareholders' general meeting of the Bank for consideration. Upon the approval by the shareholders' general meeting of the Bank, Mr. Michel Madelain will continue to serve as member of each of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board.

XII. Proposal regarding the Appointment of Mr. Tian Guoli, Chairman of the Board, as Acting President of CCB

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

It was resolved at the Meeting that Mr. Tian Guoli, chairman of the Board, be appointed as acting president of the Bank. The acting period started from the date on which Mr. Wang Jiang ceased to perform the duty as president of the Bank due to work arrangements to the date on which the new president of the Bank appointed by the Board of the Bank officially takes office.

XIII. Proposal on the 2021 Corporate Social Responsibility Report of CCB

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

For details regarding the *2021 Corporate Social Responsibility Report of China Construction Bank Corporation*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

XIV. Proposal on the Special Report on the Related Party Transactions of CCB in 2021

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

The *Special Report on the Related Party Transactions of China Construction Bank Corporation in 2021* will be submitted to the shareholders' general meeting of the Bank for review.

XV. Proposal on Requesting the Convening of the 2021 Annual General Meeting

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

It was resolved at the Meeting that the 2021 annual general meeting of the Bank be convened in Beijing on Thursday, 23 June 2022. The notice of such meeting will be announced in due course.

Announcement of the captioned matters is hereby given.

**The Board of Directors of
China Construction Bank Corporation**

29 March 2022

As at the date of this announcement, the executive director of the Bank is Mr. Tian Guoli; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Zhang Qi, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min and Ms. Liu Fang; and the independent non-executive directors of the Bank are Sir Malcolm Christopher McCarthy, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen and Mr. Leung Kam Chung, Antony.