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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  
(30 October 2024)**

The meeting of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**” or “**CCB**”) was held onsite on 30 October 2024 in Beijing. The Bank issued the written notice of the meeting on 15 October 2024. The meeting was chaired by Mr. Zhang Yi, vice chairman of the Board. 13 directors were eligible to attend the meeting and 12 of them attended the meeting in person. Mr. Zhang Jinliang, chairman of the Board, appointed Mr. Zhang Yi, vice chairman of the Board, as his proxy to attend and vote on his behalf. 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 CCB Third Quarter Capital Management Pillar III Report 2024**

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

For details regarding the *CCB Third Quarter Capital Management Pillar III Report 2024*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**II. Proposal on Distribution of Domestic Preference Share Dividends**

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

The Bank issued RMB60 billion of domestic preference shares (preference share stock code: 360030, abbreviation of preference share: 建行優1) in the domestic market in December 2017. According to the provisions of relevant laws, regulations, the Articles of Association and terms of the domestic preference shares, the Bank formulated a dividend distribution plan for 建行優1 as follows:

1. Dividend period: from 26 December 2023 to 25 December 2024
2. Last trading date: 24 December 2024
3. Date of record: 25 December 2024
4. Ex-dividend date: 25 December 2024
5. Dividend payment date: 26 December 2024
6. Distribution target: as of the closing of the market of the Shanghai Stock Exchange on 25 December 2024, all holders of 建行優1 whose names appear on the register of members maintained by China Securities Depository and Clearing Corporation Limited, Shanghai Branch.
7. Dividend rate and distribution amount: calculated at the coupon rate of 3.57% for 建行優1, a cash dividend of RMB3.57 (inclusive of tax) per share will be distributed. Based on the issuance volume of 600 million shares for 建行優1, the total cash dividends distributed will amount to RMB2.142 billion (inclusive of tax).
8. Tax withholding: shareholders who are resident enterprises (including institutional investors) that are specified in the *Law of the People's Republic of China on Enterprise Income Tax* shall be responsible for paying their own cash dividend income tax. A cash dividend of RMB3.57 per share will be actually distributed by the Bank to these resident enterprises. The payment of cash dividend income tax for other shareholders will be implemented in accordance with the relevant regulations.

The independent non-executive directors were of the view that the Bank's dividend distribution plan of domestic preference shares was in compliance with the relevant provisions of laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

### **III. Proposal on *Strategic Plan and Strategic Risk Management Measures of China Construction Bank (Version 2024)***

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

**IV. Proposal on Adjusting the Credit Risk Measurement Methods for Certain Assets under Regulatory Capital**

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

**V. Proposal on the Establishment of the China Construction Bank (Asia) Corporation Limited Thailand Representative Office**

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

**VI. Proposal on Report on the Important Models and Key Parameters for Expected Credit Loss Approach Implementation in the Third Quarter of 2024**

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

**VII. Proposal on *Management Measures for Collateral of China Construction Bank (Version 2024)***

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

**VIII. Proposal on the *External Audit Management Measures of China Construction Bank (Version 2024)***

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

**IX. Proposal on the *External Audit Information Security Management Measures of China Construction Bank (Version 2024)***

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

**X. Proposal on the Third Quarter Report of 2024**

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

The financial statements and related financial information in the Third Quarter Report of 2024 have been reviewed and approved by the Audit Committee of the Board of the Bank.

The Third Quarter Report of 2024 was considered and approved at the meeting.

Please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**XI. Proposal on *Remuneration Distribution and Settlement Plan for Directors of CCB for the Year 2023***

This proposal has been considered and approved by the Nomination and Remuneration Committee of the Board of the Bank.

Please refer to Appendix I to this announcement for voting results.

The independent non-executive directors were of the view that *Remuneration Distribution and Settlement Plan for Directors of CCB for the Year 2023* was in compliance with the relevant provisions of laws, regulations and the Articles of Association. The independent non-executive directors unanimously agreed that the proposal on *Remuneration Distribution and Settlement Plan for Directors of CCB for the Year 2023* be submitted to the shareholders' general meeting for consideration.

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

Please refer to Appendix II to this announcement for *Remuneration Distribution and Settlement Plan for Directors of CCB for the Year 2023*.

**XII. Proposal on *Remuneration Distribution and Settlement Plan for Senior Management Members of CCB for the Year 2023***

This proposal has been considered and approved by the Nomination and Remuneration Committee of the Board of the Bank.

Please refer to Appendix III to this announcement for voting results.

The independent non-executive directors were of the view that *Remuneration Distribution and Settlement Plan for Senior Management Members of CCB for the Year 2023* was in compliance with the relevant provisions of laws, regulations and the Articles of Association. The independent non-executive directors agreed on *Remuneration Distribution and Settlement Plan for Senior Management Members of CCB for the Year 2023*.

Please refer to Appendix IV to this announcement for *Remuneration Distribution and Settlement Plan for Senior Management Members of CCB for the Year 2023*.

**XIII. Proposal on Signing the *Unified Transaction Agreement with China Construction Bank (Asia) Corporation Limited***

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 signing the *Unified Transaction Agreement* between the Bank and China Construction Bank (Asia) Corporation Limited was in compliance with the relevant provisions of laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

**XIV. Proposal on the *Management Measures for Consumer Rights Protection of China Construction Bank (Version 2024)***

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

**XV. Proposal on the *Measures for the Administration of Insiders of CCB (Version 2024)***

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

For details regarding the *Measures for the Administration of Insiders of CCB (Version 2024)*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**XVI. Proposal on Convening the Second Extraordinary General Meeting of CCB in 2024**

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

It was resolved at the meeting that 2024 second extraordinary general meeting of the Bank be convened in Beijing on Thursday, 28 November 2024. The notice of such meeting will be announced in due course.

Announcement of the captioned matter is hereby given.

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

30 October 2024

*As at the date of this announcement, the executive directors of the Bank are Mr. Zhang Jinliang, Mr. Zhang Yi and Mr. Ji Zhihong; the non-executive directors of the Bank are Mr. Tian Bo, Mr. Xia Yang, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen, Mr. Leung Kam Chung, Antony, Lord Sassoon and Mr. Lin Zhijun.*

## Appendix I

### Voting Results of the Proposal on Remuneration Distribution and Settlement Plan for Directors of CCB for the Year 2023

Item	Valid Votes	For	Abstained	Against	Remarks
<b>Directors (in office as at the end of 2023)</b>					
Remuneration of Mr. Tian Guoli for 2023	13	13	0	0	
Remuneration of Mr. Zhang Jinliang for 2023	12	12	0	0	Mr. Zhang Jinliang abstained from voting
Remuneration of Mr. Cui Yong for 2023	13	13	0	0	
Remuneration of Mr. Ji Zhihong for 2023	12	12	0	0	Mr. Ji Zhihong abstained from voting
Remuneration of Ms. Shao Min for 2023	13	13	0	0	
Remuneration of Mr. Tian Bo for 2023	12	12	0	0	Mr. Tian Bo abstained from voting
Remuneration of Mr. Xia Yang for 2023	12	12	0	0	Mr. Xia Yang abstained from voting
Remuneration of Ms. Liu Fang for 2023	12	12	0	0	Ms. Liu Fang abstained from voting
Remuneration of Ms. Li Lu for 2023	12	12	0	0	Ms. Li Lu abstained from voting
Remuneration of Mr. Kenneth Patrick Chung for 2023	13	13	0	0	
Remuneration of Mr. Graeme Wheeler for 2023	12	12	0	0	Mr. Graeme Wheeler abstained from voting
Remuneration of Mr. Michel Madelain for 2023	12	12	0	0	Mr. Michel Madelain abstained from voting
Remuneration of Mr. William Coen for 2023	12	12	0	0	Mr. William Coen abstained from voting
Remuneration of Mr. Leung Kam Chung, Antony for 2023	12	12	0	0	Mr. Leung Kam Chung, Antony abstained from voting
Remuneration of Lord Sassoon for 2023	12	12	0	0	Lord Sassoon abstained from voting
<b>Directors Resigned in 2023</b>					
Remuneration of Mr. Xu Jiandong for 2023	13	13	0	0	
Remuneration of Sir Malcolm Christopher McCarthy for 2023	13	13	0	0	

## Appendix II

### Remuneration Distribution and Settlement Plan for Directors of CCB for the Year 2023

Unit: RMB10,000

Name	Title	Total remuneration before tax for 2023 from the Bank			Tenure incentive remuneration for 2021-2023	Whether obtained remuneration from shareholders or other related parties of the Bank
		Annual remuneration payable (Allowance)	Employer's contribution to social insurances, enterprise annuity, supplemental medical insurance and housing allowances	Other monetary income		
<b>Directors (in office as at the end of 2023)</b>						
Tian Guoli	Chairman, Executive Director	91.85	21.09	-	76.83	No
Zhang Jinliang	Vice Chairman, Executive Director	91.85	21.09	-	42.95	No
Cui Yong	Executive Director	82.67	20.53	-	32.83	No
Ji Zhihong	Executive Director	82.67	20.53	-	69.15	No
Shao Min	Non-executive Director	-	-	-	-	Yes
Tian Bo	Non-executive Director	-	-	-	-	Yes
Xia Yang	Non-executive Director	-	-	-	-	Yes
Liu Fang	Non-executive Director	-	-	-	-	Yes
Li Lu	Non-executive Director	-	-	-	-	Yes
Kenneth Patrick Chung	Independent Non-executive Director	44.00	-	-	-	No
Graeme Wheeler	Independent Non-executive Director	44.00	-	-	-	No
Michel Madelain	Independent Non-executive Director	43.00	-	-	-	No
William Coen	Independent Non-executive Director	39.00	-	-	-	No
Leung Kam Chung, Antony	Independent Non-executive Director	41.00	-	-	-	No
Lord Sassoon	Independent Non-executive Director	9.75	-	-	-	No
<b>Directors Resigned in 2023</b>						
Xu Jiandong	Non-executive Director	-	-	-	-	Yes
Sir Malcolm Christopher McCarthy	Independent Non-executive Director	20.50	-	-	-	No

*Notes:*

1. From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies relating to the remuneration reform for central enterprises.
2. In accordance with relevant laws and regulations, independent non-executive directors receive allowances from the Bank.
3. The remuneration before tax in the above table refers to the total amount of remuneration of the directors of the Bank for the year 2023, including the "remuneration paid" as disclosed in the Bank's 2023 annual report. This plan is additional information to the remuneration of directors as disclosed in the Bank's 2023 annual report.
4. In accordance with relevant national regulations, the tenure incentive income of the chairman, vice chairman and executive directors of the Bank for 2021-2023 will be paid after the end of the tenure appraisal (with three years as a performance appraisal term) based on the length of time in office, the annual salary and the tenure appraisal results. The tenure incentive income for Mr. Wang Jiang, the former vice chairman and executive director of the Bank, is RMB297,000; and the tenure incentive income for Mr. Lyu Jiajin, the former executive director, is RMB94,500.
5. In 2023, there were no performance-based remuneration recourse deductions for directors.
6. Ms. Shao Min, Mr. Tian Bo, Mr. Xia Yang, Ms. Liu Fang, Ms. Li Lu and Mr. Xu Jiandong are directors appointed by Central Huijin Investment Ltd., and they receive their remuneration from Central Huijin Investment Ltd. In addition, some of the Bank's independent non-executive directors hold positions as directors or senior management members in other legal entities or organisations, such legal entities or organisations thus become related parties of the Bank. Save as disclosed above, none of the Bank's directors obtained remuneration from related parties of the Bank during the reporting period.
7. Changes in directors as shown in the table above:
  - (1) Upon election by the Board of the Bank and approval of National Financial Regulatory Administration, Mr. Zhang Jinliang commenced his position as chairman of the Bank from March 2024 and ceased to serve as vice chairman of the Bank;
  - (2) Upon election at the 2023 first extraordinary general meeting of the Bank and approval of National Financial Regulatory Administration, Mr. Ji Zhihong commenced his position as executive director of the Bank from June 2023;
  - (3) Upon election at the 2022 annual general meeting of the Bank, Ms. Liu Fang continued to serve as non-executive director of the Bank from June 2023;
  - (4) Upon election at the 2022 first extraordinary general meeting of the Bank and approval of the former China Banking and Insurance Regulatory Commission, Ms. Li Lu commenced her position as non-executive director of the Bank from March 2023;
  - (5) Upon election at the 2023 annual general meeting of the Bank, Mr. William Coen and Mr. Leung Kam Chung, Antony continued to serve as independent non-executive directors of the Bank from June 2024;



- (6) Upon election at the 2022 annual general meeting of the Bank and approval of National Financial Regulatory Administration, Lord Sassoon commenced his position as independent non-executive director of the Bank from October 2023;
- (7) Upon election at the 2022 annual general meeting of the Bank, Mr. Tian Guoli continued to serve as chairman and executive director of the Bank from June 2023; by reason of age, Mr. Tian Guoli ceased to serve as chairman and executive director of the Bank from March 2024;
- (8) Upon election at the 2023 first extraordinary general meeting of the Bank and approval of National Financial Regulatory Administration, Mr. Cui Yong commenced his position as executive director of the Bank from June 2023; due to change of job, Mr. Cui Yong ceased to serve as executive director of the Bank from January 2024;
- (9) Upon election at the 2022 annual general meeting of the Bank, Ms. Shao Min continued to serve as non-executive director of the Bank from June 2023; due to change of job, Ms. Shao Min ceased to serve as non-executive director of the Bank from August 2024;
- (10) Due to expiry of term, Mr. Xu Jiandong ceased to serve as non-executive director of the Bank from June 2023;
- (11) Due to expiry of term, Mr. Kenneth Patrick Chung ceased to serve as independent non-executive director of the Bank from June 2024;
- (12) Due to expiry of term, Sir Malcolm Christopher McCarthy ceased to serve as independent non-executive director of the Bank from June 2023.

## Appendix III

### Voting Results of the Proposal on *Remuneration Distribution and Settlement Plan* for Senior Management Members of CCB for the Year 2023

Item	Valid Votes	For	Abstained	Against	Remarks
<b>Senior Management Members (in office as at the end of 2023)</b>					
Remuneration of Mr. Zhang Jinliang for 2023	12	12	0	0	Mr. Zhang Jinliang abstained from voting
Remuneration of Mr. Cui Yong for 2023	13	13	0	0	
Remuneration of Mr. Ji Zhihong for 2023	12	12	0	0	Mr. Ji Zhihong abstained from voting
Remuneration of Mr. Li Yun for 2023	13	13	0	0	
Remuneration of Mr. Wang Bing for 2023	13	13	0	0	
Remuneration of Mr. Li Min for 2023	13	13	0	0	
Remuneration of Mr. Hu Changmiao for 2023	13	13	0	0	
Remuneration of Mr. Jin Panshi for 2023	13	13	0	0	
Remuneration of Mr. Sheng Liurong for 2023	13	13	0	0	
<b>Senior Management Members Resigned in 2023</b>					
Remuneration of Ms. Zhang Min for 2023	13	13	0	0	
Remuneration of Mr. Cheng Yuanguo for 2023	13	13	0	0	

## Appendix IV

### Remuneration Distribution and Settlement Plan for Senior Management Members of CCB for the Year 2023

Unit: RMB10,000

Name	Title	Total remuneration before tax for 2023 from the Bank			Tenure incentive remuneration for 2021-2023	Whether obtained remuneration from shareholders or other related parties of the Bank
		Annual remuneration payable	Employer's contribution to social insurances, enterprise annuity, supplemental medical insurance and housing allowances	Other monetary income		
<b>Senior Management Members (in office as at the end of 2023)</b>						
Zhang Jinliang	President	91.85	21.09	-	42.95	No
Cui Yong	Executive Vice President	82.67	20.53	-	32.83	No
Ji Zhihong	Executive Vice President	82.67	20.53	-	69.15	No
Li Yun	Executive Vice President	82.67	20.53	-	54.03	No
Wang Bing	Executive Vice President	82.67	20.53	-	22.99	No
Li Min	Executive Vice President	20.67	5.27	-	5.75	No
Hu Changmiao	Secretary to the Board	259.89	31.20	-	-	No
Jin Panshi	Chief Information Officer	259.89	31.21	-	-	No
Sheng Liurong	Chief Financial Officer	259.96	29.76	-	-	No
<b>Senior Management Members Resigned in 2023</b>						
Zhang Min	Executive Vice President	13.78	3.33	-	49.86	No
Cheng Yuanguo	Chief Risk Officer	151.64	17.90	-	-	No

*Notes:*

1. From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies relating to the remuneration reform for central enterprises.
2. The remuneration before tax in the above table refers to the total amount of remuneration of the senior management members of the Bank for the year 2023, including the "remuneration paid" as disclosed in the Bank's 2023 annual report. This plan is additional information to the remuneration of the senior management members as disclosed in the Bank's 2023 annual report.
3. In accordance with relevant national regulations, the tenure incentive income of the president and executive vice presidents of the Bank for 2021-2023 will be paid after the end of the tenure appraisal (with three years as a performance appraisal term) based on the length of time in office, the annual salary and the tenure appraisal results. The tenure incentive income for Mr. Wang Jiang, the former president of the Bank, is RMB297,000; the tenure incentive income for Mr. Wang Hao, the former executive vice president, is RMB364,400 and the tenure incentive income for Mr. Lyu Jiajin, the former executive vice president, is RMB94,500.
4. In 2023, there were no performance-based remuneration recourse deductions for senior management members.
5. Changes in senior management members as shown in the table above:
  - (1) Upon appointment of the Board of the Bank and approval of the former China Banking and Insurance Regulatory Commission, Mr. Wang Bing commenced his position as executive vice president of the Bank from March 2023; upon appointment of the Board of the Bank, Mr. Wang Bing commenced his position as secretary to the Board of the Bank concurrently from May 2024;
  - (2) Upon appointment of the Board of the Bank and approval of National Financial Regulatory Administration, Mr. Li Min commenced his position as executive vice president of the Bank from September 2023; due to change of job, Mr. Li Min ceased to serve as executive vice president of the Bank from September 2024;
  - (3) By reason of age, Mr. Hu Changmiao ceased to serve as secretary to the Board of the Bank from May 2024;
  - (4) Due to change of job, Mr. Zhang Jinliang ceased to serve as president of the Bank from March 2024;
  - (5) Due to change of job, Mr. Cui Yong ceased to serve as executive vice president of the Bank from January 2024;
  - (6) By reason of age, Mr. Cheng Yuanguo ceased to serve as chief risk officer of the Bank from July 2023;
  - (7) Due to change of job, Ms. Zhang Min ceased to serve as executive vice president of the Bank from January 2023.