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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**

The meeting of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 24 August 2012 in Beijing (the “**Meeting**”). 13 directors were entitled to present at the Meeting and 13 directors attended the Meeting in person. The number of directors present at 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 following resolutions were considered and approved at the Meeting:

### **I. Proposal regarding the Interim Report, the Interim Results Announcement and the Summary of Interim Report of 2012**

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

For more details, please refer to the relevant documents published on the website of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) ([www.hkexnews.hk](http://www.hkexnews.hk)).

### **II. Proposal regarding the *Management Measures for Internal Capital Adequacy Assessments Process of China Construction Bank Corporation***

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

### **III. Proposal regarding the Establishment of Operating Entities in Luxembourg**

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

It was resolved that:

1. the establishment of Luxembourg Branch be approved and the senior management of the Bank be authorized on specific arrangement relating to the application and establishment of Luxembourg Branch; and
2. the establishment of subsidiary in Luxembourg be approved and the senior management of the Bank be authorized on specific arrangement relating to the application and establishment of subsidiary in Luxembourg.

#### **IV. Proposal regarding the Adjustment of the Fixed Assets Investment Budget of the bank of 2012**

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

When carrying out the budget of 2012 fixed assets investment, the Bank noticed that some of the urgent and necessary fixed assets investment objects could not be arranged within the original budget. In order to respond to the market competition, enhance the network construction, and improve the comprehensive competitiveness, as well as to solve new issues and meet the requirements of external monitoring, in line with the Procedural Rules for the Board of Directors of the Bank, it was resolved that a 10% increase of the 2012 fixed assets investment budget, representing RMB3.3 billion, be approved. The increased budget will mainly be used to improve the network construction and purchase more self-service equipments and cashier machines.

#### **V. Proposal regarding the Cancellation of Sing Jian Development Company Limited (“SJD”)**

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

It was resolved that:

1. according to the optimization of Hong Kong non-core subsidiaries of the Bank, the cancellation of SJD and its subsidiaries (namely, Jian Sing Nominees Limited and CCB International Holdings (Cayman) Limited) be approved; and
2. president Zhang Jianguo be authorized to sign relevant documents regarding the cancellation of SJD and its subsidiaries.

#### **VI. Proposal regarding the Establishment of the Internal Control and Compliance Department**

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

## **VII. Proposal regarding the Amendments to the Revisions to the Articles of Association of the Bank**

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

The Bank approved the Revisions to the Articles of Association of the Bank (the “**Revisions**”) in the 2011 shareholders’ general meeting held on 7 June 2012 and authorized the Board to further amend the Revisions in accordance with the opinion of regulatory authorities. Based on the opinions of the relevant regulatory authorities on the Revisions, the Board amended some articles to the Revisions.

Please refer to Appendix I for more details.

The Revisions approved by the 2011 shareholders’ general meeting and the amendments to the Revisions made by the Board in the Meeting will come into effect upon the approval by the China Banking Regulatory Commission.

## **VIII. Proposal regarding the Amendments to the Interim Measures for the Administration of Insiders of China Construction Bank Corporation**

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

For more details, please refer to the relevant document published on the website of The Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

Announcement of the captioned matter is hereby given.

By order of the Board  
**China Construction Bank Corporation**  
**Zhang Jianguo**  
*Vice Chairman, Executive Director and President*

24 August 2012

*As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo and Mr. Chen Zuofu; the independent non-executive directors of the Bank are Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Mr. Lu Xiaoma, Ms. Chen Yuanling and Mr. Dong Shi.*

Appendix I:

**The Amendments to the Revisions made by the Board based on the opinions of the relevant regulatory authorities**

S/N	Current Articles of Association	Proposed Revised Articles in the Revisions	The Amendments to the Revisions made by the Board based on the opinions of the relevant regulatory authorities
1	<p><b>Article 11</b> In light of the needs of business development and with the approval of the banking regulatory institution of the State Council, the Bank may set up branches at home and abroad.</p> <p>Branches of the Bank shall not have the qualification of legal persons and shall carry out their operations according to the authorization of the Bank and accept the uniform management of the Bank.</p>	<p><b>Article 11</b> In light of the needs of business development and with the approval of the banking regulatory institution of the State Council, the Bank may set up branches and <u>subsidiaries</u> at home and abroad.</p> <p>Branches of the Bank shall not have the qualification of legal persons and shall carry out their operations according to the authorization of the Bank and accept the uniform management of the Bank. <u>Subsidiaries of the Bank shall have the qualification of legal persons, and shall undertake civil responsibilities independently in accordance with applicable laws.</u></p>	Keep the current article unchanged
2	<p><b>Article 12</b> The Bank may invest in other limited liability companies and joint stock limited companies and shall be responsible for the invested companies to the extent of the capital contributions it has made.</p>	<p><b>Article 12</b> The Bank may invest in other <del>limited liability companies and joint stock limited companies</del> <u>domestic and overseas enterprises</u> and shall be responsible for the invested <del>companies</del> <u>enterprises</u> to the extent of the capital contributions it has made. <u>The Bank shall not act as a capital contributor that assumes joint and several liabilities over debts of the invested enterprises.</u></p>	Keep the current article unchanged

S/N	Current Articles of Association	Proposed Revised Articles in the Revisions	The Amendments to the Revisions made by the Board based on the opinions of the relevant regulatory authorities
3	<p><b>Article 115</b> Directors shall be elected by the Shareholders' General Meeting. The term of office of a director shall be three (3) years, effective to the date of the annual general meeting of the Bank. A director may serve consecutive terms if he/she is reelected.</p> <p>Directors need not hold shares of the Bank.</p> <p>The qualification of directors shall be reported to the banking regulatory institution of the State Council for approval.</p> <p>Non-executive directors shall have sufficient time and necessary knowledge and competence to perform their duties.</p> <p>The written notice concerning intention of nominating director candidates and candidates' willingness to accept nomination shall be presented to the Bank no earlier than the next day after issuance of notice of Shareholders' General Meeting and no later than seven (7) days before the date of the Shareholders' General Meeting.</p> <p>If the number of directors elected through voting at the Shareholders' General Meeting exceeds the maximum number for directors as specified by the Articles, candidates with the highest votes shall be elected as directors according to the maximum number specified in the Articles.</p>	<p><b>Article 115</b> Directors shall be elected by the Shareholders' General Meeting. The term of office of a director shall be three (3) years, effective to the date of the annual general meeting of the Bank. A director may serve consecutive terms if he/she is reelected.</p> <p><u>When there are vacancies for directors which need to be filled in as soon as possible, the Board of Directors may elect directors with more than half affirmative votes. The terms of office of such directors shall expire at the next Shareholders' General Meeting, and they may serve a consecutive term if being reelected at this Shareholders' General Meeting.</u></p> <p>Directors need not hold shares of the Bank.</p> <p>The qualification of directors shall be reported to the banking regulatory institution of the State Council for approval.</p> <p>Non-executive directors shall have sufficient time and necessary knowledge and competence to perform their duties.</p> <p>The written notice concerning intention of nominating director candidates and candidates' willingness to accept nomination shall be presented to the Bank no earlier than the next day after issuance of notice of Shareholders' General Meeting and no later than seven (7) days before the date of the Shareholders' General Meeting.</p>	Keep the current article unchanged

S/N	Current Articles of Association	Proposed Revised Articles in the Revisions	The Amendments to the Revisions made by the Board based on the opinions of the relevant regulatory authorities
	<p>Chairman of the Board of Directors and vice chairman of the Board of Directors shall be assumed by directors, and elected and removed by more than half of the directors. The term of office of chairman and vice chairman shall be three (3) years, and they may serve consecutive terms if being re-elected.</p>	<p>If the number of directors elected through voting at the Shareholders' General Meeting exceeds the maximum number for directors as specified by the Articles, candidates with the highest votes shall be elected as directors according to the maximum number specified in the Articles.</p> <p>Chairman of the Board of Directors and vice chairman of the Board of Directors shall be assumed by directors, and elected and removed by more than half of the directors. The term of office of chairman and vice chairman shall be three (3) years, and they may serve consecutive terms if being re-elected.</p>	
4	<p><b>Article 118</b> A director may resign prior to the expiry of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of Directors.</p> <p>If the resignation of a director causes the number of directors to be less than two thirds (2/3) of the number of directors stipulated in the Articles or less than the minimum quorum specified by the Company Law, his/her resignation shall become effective after a new director is elected and fills up the vacancy resulting from the resignation.</p>	<p><b>Article 118</b> A director may resign prior to the expiry of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of Directors.</p> <p>If the resignation of a director causes the number of directors to be <del>less than two thirds (2/3) of the number of directors stipulated in the Articles</del> or less than the minimum quorum specified <u>in the Articles</u> <del>by the Company Law</del>, his/her resignation shall become effective after a new director is elected and fills up the vacancy resulting from the resignation.</p>	Revise item 2 of this article only and keep current item 4 unchanged

S/N	Current Articles of Association	Proposed Revised Articles in the Revisions	The Amendments to the Revisions made by the Board based on the opinions of the relevant regulatory authorities
	<p>Except for circumstance in the preceding paragraph, a director's resignation shall become effective upon the delivery of his/her resignation to the Board of Directors.</p> <p>If the case mentioned in Clause 2 of this Article occurs, the Board of Directors shall convene an extraordinary general meeting as soon as possible to elect new directors to fill up the vacancy.</p> <p>The Shareholders' General Meeting may remove any director before expiration of his/her term of office in accordance with relevant laws, regulations and rules (but the director's right to raise any claim in accordance with any contract shall not be affected).</p>	<p>Except for circumstance in the preceding paragraph, a director's resignation shall become effective upon the delivery of his/her resignation to the Board of Directors.</p> <p>If the case mentioned in Clause 2 of this Article occurs, the Board of Directors shall <u>hold a meeting as soon as possible to elect directors to fill in the vacancy in accordance with Clause 2 Article 115 of the Articles or convene an extraordinary general meeting</u> <del>as soon as possible</del> to elect new directors to fill up the vacancy <u>in accordance with Clause 1 Article 67 of the Articles.</u></p> <p>The Shareholders' General Meeting may remove any director before expiration of his/her term of office in accordance with relevant laws, regulations and rules (but the director's right to raise any claim in accordance with any contract shall not be affected).</p>	