

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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
(23 August 2013)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 23 August 2013 in Beijing. 13 directors were entitled to participate in the Meeting and 12 directors attended the Meeting in person. Mr. Yam Chi Kwong, Joseph, appointed Mr. Wong Kai-Man, 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* 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 on the Half-year Report, the Interim Results Announcement and the Summary of Half-year Report of 2013

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 (www.hkexnews.hk).

II Proposal on the appointment of external auditors for the year of 2014

Voting results of the proposal: 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 proposed that PricewaterhouseCoopers Zhong Tian CPAs (special general partnership) (formerly named as PricewaterhouseCoopers Zhong Tian CPAs Limited Company) be appointed as the domestic accounting firm of the Bank and the Bank's onshore subsidiaries for the year of 2014 and PricewaterhouseCoopers be appointed as the international accounting firm of the Bank and the Bank's offshore subsidiaries for the year of 2014. The total audit fee is RMB132 million (inclusive of internal control audit fee).

It was resolved that this proposal be submitted to the 2013 Annual General Meeting of the Bank for consideration.

III Proposal on issuance of write-down type tier-2 capital instruments in the amount of up to RMB22 billion

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

The 2012 Annual General Meeting of the Bank held on 6 June 2013 approved the proposal regarding issuance of write-down type eligible capital instruments in the amount of up to RMB60 billion by the end of 2015 and authorized the board of directors (the "**Board**") to determine and attend to other terms and specific matters concerning the issuance of write-down type eligible capital instruments in accordance with rules issued by relevant authorities and the approval requirements by regulatory authorities. For more details, please refer to *the Announcement on the Resolutions of the Meeting of the Board of Directors* published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) dated 22 March 2013. Pursuant to the authorization of issuance cap of RMB60 billion, the Board made the following approval and authorization:

1. It was resolved that subject to the approval by China Banking Regulatory Commission ("**CBRC**") and other domestic and overseas regulatory authorities, the issuance of write-down type eligible capital instruments by the Bank in both domestic and overseas markets in accordance with the following terms and conditions be approved:
 - (1) Total amount: up to RMB22 billion or equivalent;
 - (2) Type: write-down type tier-2 capital instruments;
 - (3) Market of issuance: domestic and overseas markets;
 - (4) Term: no less than 5 years;
 - (5) Interest rate: based on the market interest rates;
 - (6) Means of loss absorption: upon the occurrence of the triggering events specified in the issuing documents, the loss will be absorbed by means of write-down;

- (7) Use of proceeds: to replenish the Bank's tier-2 capital and increase the capital adequacy ratio of the Bank;
 - (8) Term of validity of the resolution on this proposal: from the date of approval by the Meeting on this issuance of write-down type tier-2 capital instruments to 31 December 2015.
2. The Board authorized the senior management to determine other terms and specific matters concerning the issuance of write-down type tier-2 capital instruments based on the actual circumstances and in accordance with the approval requirements of the regulatory authorities, execute relevant documents, handle the formalities for the submission to competent domestic and overseas regulatory authorities and all other matters in relation to the issuance, attend to relevant subsequent matters during the term of the bond and write down the capital instruments upon the occurrence of the triggering events in accordance with applicable provisions.

IV Proposal on nomination of Ms. Zhang Yanling as a non-executive director of the Bank

Voting results of the proposal: 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.

Emoluments of Ms. Zhang Yanling shall be determined pursuant to the *Interim Measures on Emoluments Distribution for Directors and Supervisors of China Construction Bank Corporation*. The nomination and remuneration committee of the Board shall, at 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. Please refer to Appendix 1 to this announcement for the biographical details of Ms. Zhang Yanling.

Save as disclosed in the biographical details, Ms. Zhang Yanling has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Ms. Zhang does not hold any 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). Ms. Zhang 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 she 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*. Ms. Zhang held no directorship in other listed companies in the last three years, nor does she hold any position 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 First Extraordinary General Meeting of 2013 for consideration. The qualification for directorship of Ms. Zhang Yanling is subject to the approval by the CBRC. The term of office of Ms. Zhang Yanling will end on the date of the 2015 Annual General Meeting of the Bank.

V Proposal on nomination of Mr. Guo Yanpeng as a non-executive director of the Bank

Voting results of the proposal: 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.

Emoluments of Mr. Guo Yanpeng shall be determined pursuant to the *Interim Measures on Emoluments Distribution for Directors and Supervisors of China Construction Bank Corporation*. The nomination and remuneration committee of the Board shall, at 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. Please refer to Appendix 2 to this announcement for the biographical details of Mr. Guo Yanpeng.

Save as disclosed in the biographical details, Mr. Guo Yanpeng has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Guo does not hold any 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). Mr. Guo 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. Guo held no directorship in other listed companies in the last three years, nor does he hold any position 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 First Extraordinary General Meeting of 2013 for consideration. The qualification for directorship of Mr. Guo Yanpeng is subject to the approval by the CBRC. The term of office of Mr. Guo Yanpeng will end on the date of the 2015 Annual General Meeting of the Bank.

VI Proposal on appointment of Mr. Pang Xiusheng concurrently serving as Chief Financial Officer of the Bank

Voting results of the proposal: 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.

Mr. Pang Xiusheng concurrently serves as Chief Financial Officer of the Bank.

Please refer to Appendix 3 to this announcement for the biographical details of Mr. Pang Xiusheng.

VII Proposal on transfer of Mr. Zeng Jianhua to serve as Chief Risk Officer of the Bank

Voting results of the proposal: 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.

Mr. Zeng Jianhua serves as Chief Risk Officer of the Bank, and no longer serves as Chief Financial Officer of the Bank. Mr. Huang Zhiling no longer serves as Chief Risk Officer of the Bank.

Please refer to Appendix 4 to this announcement for the biographical details of Mr. Zeng Jianhua.

VIII Proposal on Board Diversity Policy of China Construction Bank Corporation

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

Pursuant to the latest amendments to the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, the Bank formulated the *Board Diversity Policy of China Construction Bank Corporation*.

IX Proposal on the convening of the First Extraordinary General Meeting of 2013

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

It was resolved that the First Extraordinary General Meeting of 2013 of the Bank be convened on Thursday, 24 October 2013. Notice of the First Extraordinary General Meeting of 2013 of the Bank will be otherwise announced.

Announcement of the captioned matters is hereby given.

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

23 August 2013

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo, Mr. Zhu Hongbo and Mr. Hu Zheyi; the non-executive directors of the Bank are Mr. Zhu Zhenmin, Mr. Qi Shouyin, Ms. Chen Yuanling and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man.

Appendix 1:

Biographical Details of Ms. Zhang Yanling

Ms. Zhang Yanling, aged 62, was executive vice president of BOC (Bank of China) from March 2002 to July 2010, and assistant president of BOC from October 2000 to March 2002. Ms. Zhang served consecutively as the general manager of business department, Milan Branch and legal affairs department of BOC from April 1997 to August 2002. Ms. Zhang was non-executive director of BOC Hong Kong (Holdings) Limited from June 2002 to December 2011, vice chairperson and chairperson of BOC International from September 2003 to May 2010, chairperson of BOC (UK) Limited from November 2007 to September 2010, the chairperson of BOC Aviation Pte. Ltd. from December 2008 to December 2011, and the vice chairperson of the ICC (International Chamber of Commerce) Commission on Banking from July 2002 to April 2013. Ms. Zhang has been executive director of the ICC World Council since July 2012, director of Negotiable Instruments Research Institute of China University of Political Science and Law since 2011, and senior research fellow of Chongyang Institute for finance studies of Renmin University of China since 2013. Ms. Zhang Yanling graduated from English department of Liaoning University in 1977 and obtained a Master's degree in finance from Wuhan University in 1999.

Appendix 2:

Biographical Details of Mr. Guo Yanpeng

Mr. Guo Yanpeng, aged 51, has served as deputy director-general of MOF (Ministry of Finance) since October 2009. Mr. Guo was the chairman of Trade Union of MOF from December 2005 to October 2009, the deputy director and director of Organizational Department of MOF from September 1998 to December 2005, the principal staff member and research associate of MOF from May 1995 to September 1998. Mr. Guo obtained his college diploma in international economics from Correspondence Institute of the Party School of the Central Committee of CPC in December 1997.

Appendix 3:

Biographical Details of Mr. Pang Xiusheng

Mr. Pang Xiusheng, aged 55, has served as the Bank's executive vice president since February 2010. He served as Chief Financial Officer from April 2006 to March 2011, executive vice chairman of the Bank's asset and liability committee from March 2006 to April 2006, director of the Bank's restructuring office from April 2005 to March 2006, general manager of Zhejiang Branch of China Construction Bank from June 2003 to April 2005, and acted as general manager of Zhejiang Branch of China Construction Bank from April 2003 to June 2003. Mr. Pang served consecutively as deputy general manager of treasury and planning department, deputy general manager of planning and finance department, and general manager of planning and finance department of China Construction Bank from September 1995 to April 2003. Mr. Pang is a senior economist, and a recipient of a special grant by PRC government. He graduated from postgraduate programme in technological economics from Harbin Industrial University in 1995.

Appendix 4:

Biographical Details of Mr. Zeng Jianhua

Mr. Zeng Jianhua, aged 55, has served as the Bank's Chief Financial Officer since March 2011. He served as general manager of Guangdong Branch of the Bank from September 2007 to March 2011. Mr. Zeng was consecutively the head of Guangdong Branch from July 2007 to September 2007, general manager of Shenzhen Branch of the Bank from October 2004 to July 2007, deputy general manager of the asset and liability management department of China Construction Bank from July 2003 to October 2004, and deputy general manager of Hunan Branch of China Construction Bank from February 1996 to July 2003. Mr. Zeng is a senior economist and obtained his Ph.D. degree in enterprise management from Hunan University in 2005.