

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
(29 August 2014)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 29 August 2014 in Beijing. The Bank issued a written notice of the Meeting on 15 August 2014. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 15 directors were eligible to attend the Meeting and 15 directors attended the Meeting in person. Some members of the board of supervisors and senior management were present at the Meeting. 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 the Bank* and other relevant rules.

The following resolutions were considered and approved at the Meeting:

1. Proposal on the Half-year Report, the Interim Results Announcement and the Summary of Half-year Report of 2014

Voting results of the proposal: voted in favour: 15 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).

2. Proposal on issuance of write-down type tier-2 capital instruments in the amount of up to RMB38 billion or equivalent

Voting results of the proposal: voted in favour: 15 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 or equivalent by the end of 2015 and authorized the Board to decide and handle specific matters. According to the authorization of the shareholder meeting, the Board made the following resolutions:

1. Subject to the approval by the China Banking Regulatory Commission and other domestic and overseas regulatory authorities, the Bank may issue write-down type eligible capital instruments in domestic and overseas markets in accordance with the following terms and conditions:
 - (1) Total amount: up to RMB38 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 decide on other terms and specific proposal 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 all the matters in relation to the submission of the issuance to competent domestic and overseas regulatory authorities, 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 agreements.

3. Proposal on Establishing the Asset Management Department (Investment Banking Department)

Voting results of the proposal: voted in favour: 14 votes, voted against: 0 vote, abstained from voting: 1 vote.

It was resolved at the Meeting that the Head Office of the Bank establishes the Asset Management Department which is co-located with the Investment Banking Department. The new department is named Asset Management Department (Investment Banking Department).

4. Proposal on Nominating Mr. Ma Chan-Chi as the Company Secretary of the Bank

Voting results of the proposal: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved at the Meeting that Mr. Ma Chan-Chi be appointed as the company secretary of the Bank. Mr. Ma Chan-Chi takes the position of the company secretary of the Bank from 29 August 2014.

Mr. Ma Chan-Chi, aged 57, is a Hong Kong resident. He obtained his Master Degree in Business Administration from the University of Strathclyde in 1995 and the qualifications of the Hong Kong Institute of Certified Public Accountants. He joined the China Construction Bank (Asia) Corporation Limited (the “**China Construction Bank (Asia)**”) in 2010 and has now served as the Deputy Chief Executive & Chief Financial Officer of the China Construction Bank (Asia). He has more than 30 years of corporate financial and legal affairs experience. Prior to joining the China Construction Bank (Asia), he was the Chief Financial Officer & Secretary to the Board of Hang Seng Bank (China) Limited and the Chief Financial Officer of Nanyang Commercial Bank (China) Limited.

Ms. Cathy Pui Ling Cheng no longer performs her duty as the company secretary of the Bank from 29 August 2014.

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

29 August 2014

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. Qi Shouyin, Ms. Chen Yuanling, Mr. Xu Tie, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Ms. Elaine La Roche, Mr. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.