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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)**

**(USD Preference Shares Stock Code: 4606)**

**Announcement on  
the Resolutions of the Fifth Meeting of the Board of Directors of 2018  
(28 August 2018)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 28 August 2018 in Beijing. The Bank issued the written notice of the Meeting on 14 August 2018. The Meeting was chaired by Mr. Wang Zuji, vice chairman of the board of directors. 14 directors were eligible to attend the Meeting and 10 of them attended the Meeting in person. Mr. Tian Guoli, chairman of the board of directors, appointed Mr. Wang Zuji, vice chairman of the board of directors, as his proxy to attend and vote on his behalf; Mr. Pang Xiusheng, director of the Bank, appointed Mr. Zhu Haili, director of the Bank, as his proxy to attend and vote on his behalf; Mr. Li Jun, director of the Bank, appointed Mr. Zhang Qi, director of the Bank, as his proxy to attend and vote on his behalf; and Mr. Wu Min, director of the Bank, appointed Ms. Feng Bing, director of the Bank, as his proxy to attend and vote on his behalf. 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 China Construction Bank Corporation* (the “**Articles of Association**”) and other relevant rules.

The following resolutions were considered and approved at the Meeting:

**I. Proposal regarding the Half-Year Report, the Summary of the Half-Year Report and the Interim Results Announcement of 2018**

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

For details, please refer to the relevant documents published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

**II. Proposal regarding the Appointment of External Auditors for 2019**

Voting results: voted in favour: 14 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 at the Meeting that:

1. Ernst & Young Hua Ming LLP be appointed as the domestic accounting firm of the Bank and the Bank's onshore subsidiaries for 2019; Ernst & Young be appointed as the international accounting firm of the Bank and the Bank's offshore subsidiaries for 2019; and
2. the audit fee be RMB140.96 million (inclusive of internal control audit fee).

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

### **III. Proposal regarding the Compliance Risk Reporting System of the Board of Directors of China Construction Bank Corporation**

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

### **IV. Proposal regarding the Report on Comprehensive Risk Management of China Construction Bank Corporation for the First Half of 2018**

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

### **V. Proposal regarding the Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2017**

Voting results: It was unanimously agreed that this proposal be submitted to the shareholders' general meeting of the Bank for consideration.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

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

Please refer to Appendix I to this announcement for the Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2017.

### **VI. Proposal regarding the Remuneration Distribution and Settlement Plan for Senior Management of China Construction Bank Corporation for the Year 2017**

Voting results: voted in favour: 11 votes, voted against: 0 vote, abstained from voting: 3 votes. Mr. Wang Zuji, vice chairman of the board of directors, Mr. Pang Xiusheng, director of the Bank, and Mr. Zhang Gengsheng, director of the Bank, abstained from voting on this proposal, as all being the senior management members of the Bank.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

Please refer to Appendix II to this announcement for the Remuneration Distribution and Settlement Plan for Senior Management of China Construction Bank Corporation for the Year 2017.

## **VII. Proposal regarding the Appointment of Mr. Liao Lin as Executive Vice President of the Bank**

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

Opinion of the independent non-executive directors in respect of this proposal: Agreed.

According to relevant laws, regulation, the Articles of Association and the *Procedural Rules for the Board of Directors of China Construction Bank Corporation*, it was resolved at the Meeting that Mr. Liao Lin be appointed as executive vice president of the Bank and will meanwhile continue to serve as chief risk officer of the Bank.

Mr. Liao Lin, born in February 1966, is of Chinese nationality. Mr. Liao has served as chief risk officer of the Bank since March 2017. Mr. Liao served as general manager of Beijing Branch of the Bank from May 2015 to February 2017. From September 2013 to May 2015, he was head and general manager of Hubei Branch of the Bank. From March 2011 to September 2013, he was head and general manager of Ningxia Branch of the Bank. He was deputy general manager of Guangxi Zhuang Autonomous Region Branch of the Bank from November 2003 to March 2011 and served as general manager of Chaoyang Sub-branch of Guangxi Zhuang Autonomous Region Branch of the Bank from December 1998 to November 2003. Mr. Liao is a senior economist. He obtained a PhD degree in management science and engineering from Southwest Jiaotong University in 2009.

Mr. Liao Lin satisfies the qualifications and requirements of senior management as required by relevant laws, regulations and the Articles of Association. The appointment of Mr. Liao Lin as executive vice president of the Bank will take effect upon the approval of his qualifications by the China Banking and Insurance Regulatory Commission.

Announcement of the captioned matters is hereby given.

By order of the Board of Directors  
**China Construction Bank Corporation**  
**Wang Zuji**

*Vice Chairman, Executive Director and President*

28 August 2018

*As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Feng Bing, Mr. Zhu Hailin, Mr. Li Jun, Mr. Wu Min and Mr. Zhang Qi; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Sir Malcolm Christopher McCarthy, Mr. Carl Walter, Mr. Chung Shui Ming Timpson and Mr. Murray Horn.*

**Appendix I: Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2017**

*unit: RMB10,000*

Name	Position	Period of holding positions	Total remuneration received from the Bank in 2017 (before tax)			Tenure incentive income for 2015-2017	Whether obtained remuneration from shareholder company(ies) or other related party(ies)
			Annual remuneration payable (Allowance)	Social insurance, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income		
<b>Directors (in office as at the end of 2017)</b>							
Tian Guoli	Chairman, executive director	October 2017-present	31.07	6.12	-	8.64	No
Wang Zuji	Vice chairman, executive director	July 2015-present	74.57	14.11	-	50.16	No
Pang Xiusheng	Executive director	August 2015- present	67.11	13.86	-	51.79	No
Zhang Gengsheng	Executive director	August 2015- present	67.11	13.86	-	51.79	No
Feng Bing	Non-executive director	July 2017- present	-	-	-	-	Yes
Zhu Hailin	Non-executive director	July 2017- present	-	-	-	-	Yes
Li Jun	Non-executive director	September 2015- present	-	-	-	-	Yes
Wu Min	Non-executive director	July 2017- present	-	-	-	-	Yes
Zhang Qi	Non-executive director	July 2017- present	-	-	-	-	Yes
Hao Aiqun	Non-executive director	July 2015- June 2018	-	-	-	-	Yes
Anita Fung Yuen Mei	Independent non-executive director	October 2016- present	39.00	-	-	-	No
Malcolm Christopher McCarthy	Independent non-executive director	August 2017- present	17.08	-	-	-	No
Carl Walter	Independent non-executive director	October 2016- present	44.00	-	-	-	No
Chung Shui Ming Timpson	Independent non-executive director	October 2013- present	44.00	-	-	-	No
Murray Horn	Independent non-executive director	December 2013- present	47.00	-	-	-	No
<b>Directors resigned in 2017</b>							
Wang Hongzhang	Chairman, executive director	January 2012- August 2017	49.71	7.54	-	50.80	No
Guo Yanpeng	Non-executive director	January 2014- February 2017	-	-	-	-	Yes

Name	Position	Period of holding positions	Total remuneration received from the Bank in 2017 (before tax)			Tenure incentive income for 2015-2017	Whether obtained remuneration from shareholder company(ies) or other related party(ies)
			Annual remuneration payable (Allowance)	Social insurance, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income		
Dong Shi	Non-executive director	September 2011- June 2017	-	-	-	-	Yes
Zhang Long	Independent non-executive director	January 2014- April 2017	13.67	-	-	-	No
Wim Kok	Independent non-executive director	October 2013- June 2017	19.00	-	-	-	No
<b>Supervisors (in office as at the end of 2017)</b>							
Guo You	Chairman of the board of supervisors	June 2014- March 2018	74.57	14.11	-	57.62	No
Liu Jin	Shareholder representative supervisor	September 2004- June 2018	175.87	17.51	-	-	No
Li Xiaoling	Shareholder representative supervisor	June 2013- June 2018	175.87	16.80	-	-	No
Li Xiukun	Employee representative supervisor	January 2016- May 2018	5.00	-	-	-	No
Jin Yanmin	Employee representative supervisor	January 2016- May 2018	5.00	-	-	-	No
Li Zhenyu	Employee representative supervisor	January 2016- May 2018	5.00	-	-	-	No
Bai Jianjun	External supervisor	June 2013- present	25.00	-	-	-	No

*Notes:*

- From 2015 onwards, remuneration of the Bank's leaders administered by central authorities has been paid in accordance with relevant policies relating to the central remuneration reform.
- In accordance with relevant laws and regulations, independent non-executive directors, employee representative supervisors and external supervisors receive allowances from the Bank.
- The remuneration before tax in the above table refers to the total amount of remuneration of the directors and supervisors of the Bank for the year 2017, including the "remuneration paid" as disclosed in the Bank's 2017 annual report. This plan is additional information to the remuneration of the directors and supervisors as disclosed in the Bank's 2017 annual report.

4. Ms. Feng Bing, Mr. Zhu Hailin, Mr. Li Jun, Mr. Wu Min, Mr. Zhang Qi, Ms. Hao Aiqun, Mr. Dong Shi and Mr. Guo Yanpeng are dispatched by Central Huijin Investment Ltd., and they receive their remuneration from Central Huijin Investment Ltd. Some of the Bank's independent non-executive directors and external supervisors hold positions as directors or senior management 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 or supervisors obtained remuneration from related parties of the Bank during the reporting period.

5. Changes in directors:

- (1) Upon election at the 2017 first extraordinary general meeting of the Bank and the seventh session of the Bank's board meeting in 2017, Mr. Tian Guoli commenced his positions as chairman of the board of directors and executive director of the Bank from October 2017.
- (2) Upon election at the 2016 annual general meeting of the Bank, Sir Malcolm Christopher McCarthy commenced his position as independent non-executive director of the Bank from August 2017.
- (3) Upon election at the 2016 annual general meeting of the Bank, Ms. Feng Bing, Mr. Zhu Hailin, Mr. Wu Min and Mr. Zhang Qi commenced their positions as non-executive directors of the Bank from July 2017.
- (4) Due to the expiration of her term of office, Ms. Hao Aiqun ceased to serve as non-executive director of the Bank from June 2018.
- (5) By reason of his age, Mr. Wang Hongzhang ceased to serve as chairman of the board of directors and executive director of the Bank from August 2017.
- (6) Due to the expiration of his term of office, Mr. Dong Shi ceased to serve as non-executive director of the Bank from June 2017.
- (7) Due to the expiration of his term of office, Mr. Wim Kok ceased to serve as independent non-executive director of the Bank from June 2017.
- (8) Due to personal reasons, Mr. Zhang Long ceased to serve as independent non-executive director of the Bank from April 2017.
- (9) Due to change of job, Mr. Guo Yanpeng ceased to serve as non-executive director of the Bank from February 2017.

6. Changes in supervisors:

- (1) Due to work arrangements, Ms. Liu Jin and Ms. Li Xiaoling ceased to serve as shareholder representative supervisors of the Bank from June 2018.
- (2) Due to work arrangements, Mr. Li Xiukun, Mr. Jin Yanmin and Mr. Li Zhenyu ceased to serve as employee representative supervisors of the Bank from May 2018.
- (3) By reason of his age, Mr. Guo Yuo ceased to serve as chairman of the board of supervisors and shareholder representative supervisor of the Bank from April 2018.

## Appendix II: Remuneration Distribution and Settlement Plan for Senior Management of China Construction Bank Corporation for the Year 2017

*unit: RMB10,000*

Name	Position	Period of holding positions	Total remuneration received from the Bank in 2017 (before tax)			Tenure incentive income for 2015-2017	Whether obtained remuneration from shareholder company(ies) or other related party(ies)
			Annual remuneration payable	Social insurance, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income		
<b>Senior management (in office as at the end of 2017)</b>							
Wang Zuji	President	July 2015- present	74.57	14.11	-	50.16	No
Pang Xiusheng	Executive vice president	February 2010- present	67.11	13.86	-	51.79	No
Zhang Gengsheng	Executive vice president	April 2013- present	67.11	13.86	-	51.79	No
Huang Yi	Executive vice president	April 2014- present	67.10	13.86	-	51.78	No
Yu Jingbo	Executive vice president	December 2014- May 2018	67.10	13.86	-	51.78	No
Zhu Kepeng	Chief disciplinary officer	July 2015- present	67.11	13.86	-	41.07	No
Zhang Lilin	Executive vice president	September 2017- present	39.15	7.39	-	10.89	No
Liao Lin	Chief risk officer	March 2017- present	175.87	15.71	-	-	No
Xu Yiming	Chief financial officer	June 2014- present	211.04	18.70	-	-	No
Chen Caihong	Secretary to the board	August 2007- February 2018	211.04	13.12	-	-	No
<b>Senior management resigned in 2017</b>							
Zeng Jianhua	Chief risk officer	September 2013- February 2017	35.17	2.99	-	-	No

**Notes:**

- From 2015 onwards, remuneration of the Bank's leaders administered by central authorities has been paid in accordance with relevant policies relating to the central remuneration reform.
- The remuneration before tax in the above table refers to the total amount of remuneration of the senior management of the Bank for the year 2017, including the "remuneration paid" as disclosed in the Bank's 2017 annual report. This plan is additional information to the remuneration of the senior management as disclosed in the Bank's 2017 annual report.

3. Changes in senior management:

- (1) Upon appointment of the board of directors of the Bank, Mr. Zhang Lilin commenced his position as executive vice president of the Bank from September 2017.
- (2) Upon appointment of the board of directors of the Bank, Mr. Liao Lin commenced his position as chief risk officer of the Bank from March 2017.
- (3) By reason of his age, Mr. Yu Jingbo ceased to serve as executive vice president of the Bank from May 2018.
- (4) By reason of his age, Mr. Chen Caihong ceased to serve as secretary to the board of directors of the Bank from February 2018.
- (5) Due to the personal reasons, Mr. Zeng Jianhua ceased to serve as chief risk officer of the Bank from February 2017.