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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 1st Meeting of the Board of Directors of 2019  
(17 January 2019)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 17 January 2019 in Beijing. The Bank issued the written notice of the Meeting on 3 January 2019. The Meeting was chaired by Mr. Tian Guoli, chairman of the board of directors of the Bank. 14 directors were eligible to attend the Meeting and 12 of them attended the Meeting in person. Mr. Wang Zuji, vice chairman of the board of directors, and Mr. Zhang Gengsheng, director of the Bank, appointed Mr. Tian Guoli, chairman of the board of directors, as their proxy to attend and vote on their 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 2019 Fixed Asset Investment Budget of China Construction Bank Corporation**

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

The Bank is planning to arrange RMB16.0 billion for investment in fixed assets for the year 2019. This proposal will be submitted to shareholders' general meeting of the Bank for consideration, and the details will be disclosed in the materials of shareholders' general meeting.

**II. Proposal regarding Revising the General Regulations on Internal Control of China Construction Bank Corporation**

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

**III. Proposal regarding the Risk Appetite Statement of China Construction Bank Corporation (2019)**

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

**IV. Proposal regarding the Report on the Updating of 2018 Recovery and Resolution Plan of China Construction Bank Corporation**

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

**V. Proposal regarding the Measures for Information Technology Risk Management of China Construction Bank**

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

**VI. Proposal regarding the Management Measures for Anti-money Laundering of China Construction Bank (2019 Version)**

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

**VII. Proposal regarding the Management Measures for Financial Sanction Compliance of China Construction Bank (2019 Version)**

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

**VIII. Proposal regarding the Nomination of Mr. Graeme Wheeler as Independent Non-executive Director 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 resolution: Agreed.

It was resolved that Mr. Graeme Wheeler be nominated as an independent non-executive director of the Bank. This proposal will be submitted to the shareholders' general meeting of the Bank for consideration. The term of office of Mr. Graeme Wheeler will be three years, taking effect upon the approval by the China Banking and Insurance Regulatory Commission and terminating on the date of the annual general meeting for the year when such term of office expires. Mr. Graeme Wheeler satisfies the qualifications and requirements of a director as required by relevant laws, regulations and the Articles of Association.

Mr. Graeme Wheeler, born in October 1951, is of New Zealand nationality. Mr. Wheeler has served as Non-executive Director of Thyssen-Bornemisza Group since 2017. He served as Governor of Reserve Bank of New Zealand from 2012 to 2017, Non-Executive Director of Thyssen-Bornemisza Group and Co-Founder of Privatisation Analysis and Consulting Ltd from 2010 to 2012, Managing Director responsible for operations of World Bank from 2006 to 2010, Vice President and Treasurer of the World Bank from 2001 to 2006, Director of Financial Products and Services Department of World Bank from 1997 to 2001, Treasurer of New Zealand Debt management Office (NZDMO) and Deputy Secretary to the New Zealand Treasury from 1993 to 1997, Director of Macroeconomic Policy of New Zealand Treasury from 1990 to 1993, Economic and Financial Counsellor of New Zealand Delegation to the OECD, Paris, from 1984 to 1990 and an advisor in the New Zealand Treasury from 1973 to 1984. Mr. Graeme Wheeler obtained his master of commerce in economics from University of Auckland in 1972. Mr. Graeme Wheeler was awarded Companion of the New Zealand Order of Merit in 2018.

Save as disclosed in the biographical details, Mr. Graeme Wheeler has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholders. Mr. Graeme Wheeler has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Mr. Graeme Wheeler 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. Graeme Wheeler did not hold any directorship in any other listed company in the last three years, nor does he hold any positions in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

The emoluments of Mr. Graeme Wheeler shall be determined pursuant to the *Measures on Administration of Allowance for Independent Directors and External Supervisors of China Construction Bank Corporation*. The nomination and remuneration committee of the board of directors shall, after the end of each year, propose the emoluments distribution plan, which shall be presented to the board of directors for consideration and be submitted to the shareholders' general meeting for approval.

Announcement of the captioned matters is hereby given.

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

*Vice Chairman, Executive Director and President*

17 January 2019

*As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Wang Zuji 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, Mr. Kenneth Patrick Chung and Mr. Murray Horn.*