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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 Third Meeting of the Board of Directors of 2019  
(29 April 2019)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 29 April 2019 in Beijing. The Bank issued the written notice of the Meeting on 16 April 2019. The Meeting was chaired by Mr. Tian Guoli, the chairman of the board of directors of the Bank. 13 directors were eligible to attend the Meeting and 10 of them attended the Meeting in person. Mr. Zhang Gengsheng, director of the Bank, appointed Mr. Tian Guoli, the chairman of the board of directors of the Bank, as his proxy to attend the Meeting and vote on his behalf. Mr. Carl Walter, director of the Bank, appointed Mr. Murray Horn, director of the Bank, as his proxy to attend the Meeting and vote on his behalf. Mr. Chung Shui Ming Timpson, director of the Bank, appointed Mr. Kenneth Patrick Chung, director of the Bank, as his proxy to attend the Meeting 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* and other relevant rules.

The following resolutions were considered and approved at the Meeting:

**I. Proposal regarding the Report for the First Quarter of 2019**

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

For details regarding the *Report for the First Quarter of 2019 of China Construction Bank Corporation*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

## **II. Proposal regarding the Internal Capital Adequacy Assessment Report of China Construction Bank for 2019**

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

## **III. Proposal regarding the Issuance of Write-down Undated Capital Bonds**

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

1. It is agreed that subject to the approval by the shareholders' general meeting and the approval from the relevant regulatory authorities, the Bank may issue write-down undated capital bonds in accordance with the following terms and conditions:
  - (1) Total Amount: no more than RMB40 billion or equivalent;
  - (2) Type of instrument: write-down undated capital bonds, which are in line with the *Administrative Measures for the Capital of Commercial Banks (Provisional)*, and can be used to replenish the capital of commercial banks;
  - (3) Market of issuance: domestic market;
  - (4) Term: consistent with the duration of the Bank's ongoing operation;
  - (5) 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;
  - (6) Interest rate: to be determined based on the market interest rates;
  - (7) Use of proceeds: to replenish the Bank's additional tier-1 capital;
  - (8) Term of validity of the resolution: from the date of approval by the shareholders' general meeting to 30 June 2021.
2. It is agreed to request the shareholders' general meeting to consider and authorize the board of directors of the Bank to further delegate the senior management to decide on the specific issuance plan and terms of the write-down undated capital bonds according to the applicable regulations and approval requirements promulgated by the relevant regulators and in light of the specific circumstances, and handle specific matters such as the submission of regulatory materials, issuance, duration management, payment and redemption. The aforementioned authorization of the board of directors of the Bank by the shareholders' general meeting will be effective from the date of approval by the shareholders' general meeting to 30 June 2021.

It was resolved that this proposal be submitted to the 2018 shareholder's annual general meeting of the Bank.

#### IV. Proposal regarding the Issuance of Write-down Eligible Tier-2 Capital Instruments

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

1. It is agreed that subject to the approval by the shareholders' general meeting and the approval from the relevant regulatory authorities, the Bank may issue write-down eligible tier-2 capital instruments in accordance with the following terms and conditions:
  - (1) Total amount: no more than RMB80 billion in equivalent;
  - (2) Type of instrument: write-down eligible tier-2 capital instruments, which are in line with the *Administrative Measures for the Capital of Commercial Banks (Provisional)*, and can be used to replenish the capital of commercial banks;
  - (3) Market of issuance: including domestic and overseas markets;
  - (4) Term: no less than 5 years;
  - (5) 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;
  - (6) Interest rate: to be determined based on the market interest rates;
  - (7) Use of proceeds: to replenish the Bank's additional tier-2 capital;
  - (8) Term of validity of the resolution: from the date of approval by the shareholders' general meeting to 30 June 2021.
2. It is agreed to request the shareholders' general meeting to consider and authorize the board of directors of the Bank to further delegate the senior management to decide on the specific issuance plan and terms of the write-down tier-2 capital instruments according to the applicable regulations and approval requirements promulgated by the relevant regulators and in light of the specific circumstances, and handle specific matters such as the submission of regulatory materials, issuance, duration management, payment and redemption. The aforementioned authorization of the board of directors of the Bank by the shareholders' general meeting will be effective from the date of approval by the shareholders' general meeting to 30 June 2021.

It was resolved that this proposal be submitted to 2018 shareholders' annual general meeting of the Bank.

**V. Proposal regarding the Adjustment of 2019 Budget for Fixed Assets Investment of China Construction Bank Corporation**

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

The Bank is planning to adjust the investment in fixed assets to RMB19 billion for the year 2019. This proposal will be submitted to shareholders' general meeting of the Bank for consideration, and the details of which will be disclosed in the materials of shareholders' general meeting.

Announcement of the captioned matters is hereby given.

By order of the Board  
**China Construction Bank Corporation**  
**Tian Guoli**  
*Chairman and Executive Director*

29 April 2019

*As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli 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.*