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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 limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 939)**

## **Announcement on the Resolutions of the Eighth Meeting of the Board of Directors of China Construction Bank Corporation of 2010**

The eighth meeting of the board of directors of China Construction Bank Corporation (the “**Bank**”) of 2010 (the “**Meeting**”) was held onsite in Beijing in the morning of 20 August 2010. There were 17 directors eligible for attending the Meeting and 15 directors attended the Meeting in person. Mr. Zhu Xiaohuang entrusted Mr. Chen Zuofu to attend and vote on his behalf, Lord Peter Levene entrusted Ms. Elaine La Roche to attend and vote on his behalf. The quorum constituted for the Meeting was in compliance with the requirements of the *Company Law of the People's Republic of China* and the *Articles of Association of China Construction Bank Corporation*.

The following resolutions were considered and approved at the Meeting:

### **1. Proposal on the Interim Report, the Interim Results Announcement and the Summary of the Interim Report of 2010**

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

### **2. Proposal regarding the Appointment of External Auditors for 2011**

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

Based on the principle of introducing market competition mechanism, the Meeting considered and approved the proposal regarding the appointment of external auditors for 2011 and it was resolved that the proposal be submitted to the general meeting of the Bank for consideration.

The board of directors of the Bank proposed to the general meeting that PricewaterhouseCoopers Zhongtian Certified Public Accountants Co., Ltd. be appointed as the domestic auditors of the Bank and its major domestic subsidiaries for 2011 and PricewaterhouseCoopers as the international auditors of the Bank and its overseas subsidiaries for 2011, both for a term of one year, commencing from the date of the 2010 annual general meeting of the Bank, and ending on the date of the 2011 annual general meeting of the Bank. The audit expenses shall not exceed RMB140,000,000.

The current external auditors of the Bank, KPMG Huazhen and KPMG, will continue to provide relevant services to the Bank as external auditors of the Bank for 2010, the engagement will end on the date of the 2010 annual general meeting of the Bank. The board of directors of the Bank would like to express its satisfaction and appreciation for the work of KPMG Huazhen and KPMG over the years. As of the date of this announcement, the board of the directors of the Bank, KPMG Huazhen and KPMG do not have any matter in relation to the appointment of external auditors to be notified to shareholders other than those mentioned in this announcement.

### **3. Proposal on Donation to the Earthquake-stricken Area of Yushu, Qinghai Province and Donation to the Area Affected by landslide disaster in Zhouqu, Gansu Province**

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

1. Approving the donation of RMB10 million to the earthquake-stricken area of Yushu, Qinghai Province, by increasing the limit for donation by a separate amount of RMB10 million and granting authority to the senior management to make the donation; and
2. Approving the donation of RMB10 million to the area affected by landslide disaster in Zhouqu, Gansu Province, by increasing the limit for donation by a separate amount of RMB10 million and granting authority to the senior management to make the donation.

### **4. Proposal on the Establishment of a Branch in Canada**

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

1. Approving the establishment of a branch of the Bank in Toronto, Canada; and
2. Authorising the senior management to handle matters relating to the establishment of the Toronto branch.

**5. Proposal on the *Implementation Rules on the Management of Related Party Transactions of China Construction Bank Corporation (Revised Version)***

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

The Meeting considered and approved the *Implementation Rules on the Management of Related Party Transactions of China Construction Bank Corporation (Revised Version)*. Please refer to the website of the Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) for the contents of the *Implementation Rules on the Management of Related Party Transactions of China Construction Bank Corporation (Revised Version)*.

Announcement of the captioned matters is hereby given.

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

20 August 2010

*As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Ms. Wang Shumin, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Ms. Sue Yang, Mr. Lu Xiaoma and Ms. Chen Yuanling.*