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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)

**Announcement on
the Resolutions of the Meeting of the Board of Directors
(29 March 2023)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**” or “**CCB**”) was held onsite on 29 March 2023 in Beijing. The Bank issued the written notice of the Meeting on 15 March 2023. The Meeting was chaired by Mr. Zhang Jinliang, vice chairman of the Board. 14 directors were eligible to attend the Meeting and 13 of them attended the Meeting in person. Mr. Tian Guoli, chairman of the Board, appointed Mr. Zhang Jinliang, vice chairman of the Board, as his proxy to attend and vote on his behalf. The Meeting was convened in compliance 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 rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal on the 2022 Capital Adequacy Ratio Management Report of CCB

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

II. Proposal on the Capital Adequacy Ratio Report 2022 of CCB

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

For details regarding the *Capital Adequacy Ratio Report 2022 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).

III. Proposal on the Capital Planning of CCB for the Period from 2024 to 2026

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

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

IV. Proposal on the 2022 Annual Report, the Results Announcement and the Summary of the Annual Report

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

It was resolved at the Meeting that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the *2022 Annual Report of China Construction Bank Corporation* be submitted to the shareholders' general meeting of the Bank for consideration.

V. Proposal on the Profit Distribution Plan for 2022 of CCB

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

The Profit Distribution Plan for 2022 of the Bank is as follows:

1. On the basis of the after-tax profit of the Bank for 2022 in the amount of RMB319,559 million, 10% of such profit (being RMB31,956 million) be appropriated to the statutory surplus reserve fund;
2. RMB58,586 million be set aside as the general reserve according to the *Administrative Measures for the Provision of Reserves of Financial Enterprises* (Cai Jin [2012] No. 20) issued by the Ministry of Finance;
3. After-tax profit attributable to the Bank's shareholders for the year 2022 of RMB323,861 million under the group's caliber. Cash dividend in the amount of RMB97,254 million be distributed to all the ordinary shareholders of the Bank (whose names appear on the shareholders' register after the close of trading hours on 13 July 2023), with cash dividend of RMB0.389 per share (inclusive of taxes), and dividend distribution ratio of 30%;
4. No capitalisation of the capital reserve to share capital in 2022.

The independent non-executive directors were of the view that the Bank's Profit Distribution Plan for 2022 was in compliance with the requirements of laws, regulations and the Articles of Association, and were not aware of any circumstance detrimental to the legitimate rights and interests of the Bank and its minority shareholders. The independent non-executive directors agreed on this proposal.

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

For details regarding the *Announcement on the Profit Distribution Plan for 2022 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).

VI. Proposal on the 2022 Internal Control Assessment Report of CCB

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

The independent non-executive directors were of the view that the Bank had evaluated the effectiveness of its internal control on an annual basis in accordance with the requirements of the *Basic Standards for Enterprises Internal Control* and its guidelines. The Bank had no material and significant deficiencies in the internal control over financial reporting and internal control unrelated to financial reporting in 2022, maintaining effective internal control in all material respects. The independent non-executive directors agreed with the relevant conclusions of the Bank's 2022 Internal Control Assessment Report.

For details regarding the *2022 Internal Control Assessment Report 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).

VII. Proposal on the Engagement of External Auditors for 2023

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

The independent non-executive directors were of the view that the external auditors Ernst & Young Hua Ming LLP and Ernst & Young to be engaged by the Bank for 2023, had the relevant qualifications and professional capabilities. The review procedures of the engagement were in compliance with the relevant requirements of laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

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

For details regarding the *Announcement on Re-engagement of Accounting Firms 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).

VIII. Proposal on the Report of CCB on Comprehensive Risk Management for 2022

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

IX. Proposal on the Policy of CCB on Business Continuity Management (Version 2023)

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

X. Proposal on the Report on the Important Models and Key Parameters for Expected Credit Loss Implementation in 2022

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

XI. Proposal on the Nomination of Lord Sassoon as Independent Non-executive Director of the Bank

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

The independent non-executive directors were of the view that Lord Sassoon satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. The independent non-executive directors agreed on this proposal.

Lord Sassoon satisfies the appointment qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. It was resolved at the Meeting that Lord Sassoon be nominated as independent non-executive director of the Bank, whose term of office will be three years, taking effect upon the approval by the relevant regulatory authority and terminating on the date of the shareholders' annual general meeting for the year when such term of office expires.

Lord Sassoon (Lord James Meyer Sassoon), born in September 1955, is of British nationality. Lord Sassoon is a member of the International Advisory Council of the China Investment Corporation (CIC), President of the China-Britain Business Council (CBBC), Chair of The Sir John Soane's Museum and a trustee emeritus of the British Museum (served as trustee and Deputy Chair from 2013 to 2021). He formerly served as a member of the Global Advisory Board of Mitsubishi UFJ Financial Group from 2013 to 2021, and a Director of Jardine Matheson Holdings Limited and other Jardine group companies from 2013 to 2020. He was Chairman of CBBC from 2013 to 2019, and President of the EU-China Business Association from 2013 to 2017. He was Commercial Secretary to the Treasury from 2010 to 2013 and chaired the Financial Action Task Force from 2007 to 2008. He served as a Managing Director in HM Treasury from 2002 to 2006 with responsibility for Financial Services and Enterprise Policy. During his career, he has had a consistent focus on business relating to Asia, and has participated in the UK-China Economic and Financial Dialogue since 2002. Lord Sassoon joined S.G. Warburg (later UBS Warburg) in 1985, becoming a Managing Director in 1995. He began his career at KPMG in 1977, qualifying as an Associate of the Institute of Chartered Accountants in England and Wales (now FCA). Lord Sassoon joined the House of Lords in 2010. He was educated at the University of Oxford, where he read Philosophy, Politics and Economics, and obtained his Master of Arts degree in 1977.

Save as disclosed in the biographical details, Lord Sassoon confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he has no interest in shares of the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong); (iii) he 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; and (iv) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

The allowances of Lord Sassoon shall be determined pursuant to the *Measures on Management of Allowances for Independent Directors and External Supervisors of China Construction Bank Corporation*. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution and settlement plan, which shall be reviewed by the Board and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

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

XII. Proposal on the Nomination of Lord Sassoon as Member of the Relevant Special Committees of the Board of the Bank

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

It was resolved at the Meeting that Lord Sassoon be appointed as member of the Strategy Development Committee, the Audit Committee and the Nomination and Remuneration Committee of the Board of the Bank. Lord Sassoon's memberships in the special committees of the Board shall take effect upon the consideration and approval by the shareholders' general meeting of the Bank of his appointment as independent non-executive director and the approval by the relevant regulatory authority of his appointment qualifications as director.

XIII. Proposal on 2023 Performance Evaluation Plan for Executive Directors of CCB

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

XIV. Proposal on 2023 Performance Evaluation Plan for Senior Management Members of CCB

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

XV. Proposal on the CCB Environmental, Social and Governance Work Plan (2023-2025)

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

XVI. Proposal on the 2022 Corporate Social Responsibility Report of CCB

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

For details regarding the *2022 Corporate Social Responsibility Report 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).

XVII. Proposal on the Special Report on the Related Party Transactions of CCB in 2022

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

The *Special Report on the Related Party Transactions of China Construction Bank Corporation in 2022* will be submitted to the shareholders' general meeting of the Bank for review.

XVIII. Proposal on Requesting the Convening of the 2022 Annual General Meeting

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

It was resolved at the Meeting that the 2022 annual general meeting of the Bank be convened both in Beijing and Hong Kong on Thursday, 29 June 2023. The notice of such meeting will be announced in due course.

Announcement of the captioned matters is hereby given.

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

29 March 2023

As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli and Mr. Zhang Jinliang; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Sir Malcolm Christopher McCarthy, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen and Mr. Leung Kam Chung, Antony.