

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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
(23 August 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 23 August 2023 in Beijing and Hong Kong. The Bank issued the written notice of the Meeting on 8 August 2023. The Meeting was chaired by Mr. Tian Guoli, chairman of the Board. 14 directors were eligible to attend the Meeting and all of them attended the Meeting in person. The Meeting was convened in compliance with the provisions of the *Company Law of the People's Republic of China*, 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 Disposal of Credit Assets

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

II. Proposal on Adding Quota for Charitable Donations in 2023

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

CCB proposes that an additional of RMB33.90 million quota be added to the existing RMB100 million quota for charitable donations of the Board of the Bank in 2023 to consolidate the achievements in poverty alleviation, support rural revitalization, etc. and that the shareholders' general meeting authorize the Board to review and approve donations within the quota. Subject to the authorization from the shareholders' general meeting, the Board shall authorize the senior management to review and approve single donations of not more than RMB8 million within the quota.

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

III. Proposal on the Measures for the Administration of Overseas Subsidiary Banks of CCB (Version 2023)

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

IV. Proposal on 2023 Half-Year Report

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

The 2023 half-year report, its summary and the 2023 half-year results announcement were considered and approved at the Meeting.

Please refer to the relevant documents published on the website of Shanghai Stock Exchange (www.sse.com.cn) and HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

V. Proposal on the Comprehensive Risk Management Report for the First Half of 2023

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

VI. Proposal on the Report on the Updating of 2023 Recovery and Resolution Plans

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

VII. Proposal on the Report on the Important Models and Key Parameters for Expected Credit Loss Implementation in the Second Quarter of 2023

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

VIII. Proposal on Senior Officer Outside Australia of Sydney Branch

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

It was resolved and specified at the Meeting that the chief risk officer (“CRO”) shall serve as the Senior Officer Outside Australia (“SOOA”) of Sydney Branch. When CRO is temporarily vacant, the president or executive vice president of CCB who is in charge of risk shall be appointed as SOOA of Sydney Branch.

IX. Proposal on Remuneration Distribution and Settlement Plan for Directors and Supervisors of CCB for the Year 2022

Please refer to Appendix I to this announcement for voting results.

The independent non-executive directors were of the view that the *Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2022* was in compliance with the requirements of laws, regulations and the Articles of Association. The independent non-executive directors unanimously agreed that the proposal on the *Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2022* be submitted to the shareholders’ general meeting for consideration.

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

Please refer to Appendix II to this announcement for the *Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2022*.

X. Proposal on Remuneration Distribution and Settlement Plan for Senior Management Members of CCB for the Year 2022

Voting results: voted in favour: 11 votes, voted against: 0 vote, abstained from voting: 0 vote.

Mr. Zhang Jinliang, Mr. Cui Yong and Mr. Ji Zhihong abstained from voting on this proposal.

The independent non-executive directors were of the view that the *Remuneration Distribution and Settlement Plan for Senior Management Members of China Construction Bank Corporation for the Year 2022* was in compliance with the requirements of laws, regulations and the Articles of Association. The independent non-executive directors agreed on the *Remuneration Distribution and Settlement Plan for Senior Management Members of China Construction Bank Corporation for the Year 2022*.

Please refer to Appendix III to this announcement for the *Remuneration Distribution and Settlement Plan for Senior Management Members of China Construction Bank Corporation for the Year 2022*.

XI. Proposal on Appointment of Mr. Li Min as Executive Vice President 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 Mr. Li Min satisfies the appointment qualifications and requirements of senior management as required by relevant laws, regulations and the Articles of Association. The independent non-executive directors agreed that Mr. Li Min be appointed as executive vice president of the Bank.

It was resolved at the Meeting that Mr. Li Min be appointed as executive vice president of the Bank. Mr. Li Min satisfies the qualifications and requirements of senior management as required by relevant laws, regulations and the Articles of Association. After the consideration and approval by the Board of his appointment as executive vice president of the Bank, Mr. Li Min will take office upon the approval of his appointment qualifications by the National Administration of Financial Regulation.

Mr. Li Min, born in May 1971, is of Chinese nationality. He has served as general manager of the human resources department of the Bank since August 2019, concurrently as non-executive director of China Construction Bank (Asia) since April 2021; from July 2019 to December 2022, he concurrently served as executive vice president of CCB Learning Centre; from April 2017 to August 2019, he served as general manager of Hebei Branch of the Bank; from September 2012 to February 2017, he served as deputy general manager of Guangdong Branch of the Bank; from May 2010 to June 2012, he served as assistant general manager of Guangdong Branch of the Bank. From July 1993 to May 2010, Mr. Li Min successively worked in Dongguan Branch, and the planning and finance department, the executive office, Guangzhou Yuexiu Sub-branch and the human resources department of Guangdong Branch of the Bank. Mr. Li is a senior accountant. He graduated from Wuhan University majoring in finance in June 2002 with a master's degree in economics; he graduated from Xi'an Jiaotong University majoring in audit in July 1993 with a bachelor's degree in economics.

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

23 August 2023

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

Appendix I

Voting Results of the Proposal on Remuneration Distribution and Settlement Plan for Directors and Supervisors of CCB for the Year 2022

Item	Valid votes	For	Abstained	Against	Remarks
Directors (in office as at the end of 2022)					
Remuneration of Mr. Tian Guoli for 2022	13	13	0	0	Mr. Tian Guoli abstained from voting
Remuneration of Mr. Zhang Jinliang for 2022	13	13	0	0	Mr. Zhang Jinliang abstained from voting
Remuneration of Mr. Xu Jiandong for 2022	14	14	0	0	
Remuneration of Mr. Tian Bo for 2022	13	13	0	0	Mr. Tian Bo abstained from voting
Remuneration of Mr. Xia Yang for 2022	13	13	0	0	Mr. Xia Yang abstained from voting
Remuneration of Ms. Shao Min for 2022	13	13	0	0	Ms. Shao Min abstained from voting
Remuneration of Ms. Liu Fang for 2022	13	13	0	0	Ms. Liu Fang abstained from voting
Remuneration of Sir Malcolm Christopher McCarthy for 2022	14	14	0	0	
Remuneration of Mr. Kenneth Patrick Chung for 2022	13	13	0	0	Mr. Kenneth Patrick Chung abstained from voting
Remuneration of Mr. Graeme Wheeler for 2022	13	13	0	0	Mr. Graeme Wheeler abstained from voting
Remuneration of Mr. Michel Madelain for 2022	13	13	0	0	Mr. Michel Madelain abstained from voting
Remuneration of Mr. William Coen for 2022	13	13	0	0	Mr. William Coen abstained from voting
Remuneration of Mr. Leung Kam Chung, Antony for 2022	13	13	0	0	Mr. Leung Kam Chung, Antony abstained from voting
Resigned directors in 2022					
Remuneration of Mr. Wang Jiang for 2022	14	14	0	0	
Remuneration of Mr. Zhang Qi for 2022	14	14	0	0	

Item	Valid votes	For	Abstained	Against	Remarks
Supervisors (in office as at the end of 2022)					
Remuneration of Mr. Wang Yongqing for 2022	14	14	0	0	
Remuneration of Mr. Lin Hong for 2022	14	14	0	0	
Remuneration of Mr. Wang Yi for 2022	14	14	0	0	
Remuneration of Mr. Liu Jun for 2022	14	14	0	0	
Remuneration of Mr. Zhao Xijun for 2022	14	14	0	0	
Remuneration of Mr. Liu Huan for 2022	14	14	0	0	
Remuneration of Mr. Ben Shenglin for 2022	14	14	0	0	
Resigned supervisors in 2022					
Remuneration of Mr. Yang Fenglai for 2022	14	14	0	0	
Remuneration of Mr. Deng Aibing for 2022	14	14	0	0	

Appendix II:

**Remuneration Distribution and Settlement Plan
for Directors and Supervisors of
China Construction Bank Corporation for the Year 2022**

Unit: RMB10,000

Name	Title	Total remuneration for 2022 from the Bank (before tax)			Total	Whether obtained remuneration from shareholders or other related parties of the Bank
		Annual remuneration payable (Allowance)	Employer's contribution to social insurances, enterprise annuity, supplemental medical insurance and housing allowances	Other monetary income		
Directors (in office as at the end of 2022)						
Tian Guoli	Chairman, Executive Director	92.62	21.68	–	114.30	No
Zhang Jinliang	Vice Chairman, Executive Director	61.75	14.06	–	75.81	No
Xu Jiandong	Non-executive Director	–	–	–	–	Yes
Tian Bo	Non-executive Director	–	–	–	–	Yes
Xia Yang	Non-executive Director	–	–	–	–	Yes
Shao Min	Non-executive Director	–	–	–	–	Yes
Liu Fang	Non-executive Director	–	–	–	–	Yes
Malcolm Christopher McCarthy	Independent Non-executive Director	41.00	–	–	41.00	No
Kenneth Patrick Chung	Independent Non-executive Director	44.00	–	–	44.00	No
Graeme Wheeler	Independent Non-executive Director	44.00	–	–	44.00	No
Michel Madelain	Independent Non-executive Director	42.00	–	–	42.00	No
William Coen	Independent Non-executive Director	39.00	–	–	39.00	No
Leung Kam Chung, Antony	Independent Non-executive Director	41.00	–	–	41.00	No
Directors Resigned in 2022						
Wang Jiang	Vice Chairman, Executive Director	23.16	5.71	–	28.87	No
Zhang Qi	Non-executive Director	–	–	–	–	Yes
Supervisors (in office as at the end of 2022)						
Wang Yongqing	Chairman of the Board of Supervisors, Shareholder Representative Supervisor	92.62	21.68	–	114.30	No
Lin Hong	Shareholder Representative Supervisor	220.14	26.86	–	247.00	No
Wang Yi	Employee Representative Supervisor	5.00	–	–	5.00	No
Liu Jun	Employee Representative Supervisor	5.00	–	–	5.00	No
Zhao Xijun	External Supervisor	29.00	–	–	29.00	No
Liu Huan	External Supervisor	26.00	–	–	26.00	No
Ben Shenglin	External Supervisor	25.00	–	–	25.00	No
Supervisors Resigned in 2022						
Yang Fenglai	Shareholder Representative Supervisor	201.74	22.94	–	224.68	No
Deng Aibing	Employee Representative Supervisor	4.58	–	–	4.58	No

Notes:

1. From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies of the States relating to the remuneration reform for central enterprises.
2. In accordance with relevant laws and regulations, independent non-executive directors, employee representative supervisors and external supervisors receive allowances from the Bank.
3. 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 2022, including the "remuneration paid" as disclosed in the Bank's 2022 annual report. This plan is additional information to the remuneration of the directors and supervisors as disclosed in the Bank's 2022 annual report.
4. In 2022, there were no performance-based remuneration resource deductions for directors or supervisors of the Bank.
5. Mr. Xu Jiandong, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min, Ms Liu Fang and Mr. Zhang Qi are directors appointed by Central Huijin Investment Ltd. ("**Huijin**"), and they receive their remuneration from Huijin. In addition, 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 and supervisors obtained remuneration from related parties of the Bank during the reporting period.
6. Changes in directors and supervisors:
 - (1) Upon election at the 2021 annual general meeting of the Bank and approval of the Board, Mr. Zhang Jinliang commenced his position as vice chairman and executive director of the Bank from June 2022;
 - (2) Upon election at the 2021 annual general meeting of the Bank, Mr. Tian Bo and Mr. Xia Yang continued to serve as non-executive directors of the Bank from June 2022, and Mr. Graeme Wheeler and Mr. Michel Madelain continued to serve as independent non-executive directors of the Bank from June 2022;
 - (3) Due to change of job, Mr. Wang Jiang ceased to serve as vice chairman and executive director of the Bank from March 2022;
 - (4) Due to change of work, Mr. Zhang Qi ceased to serve as non-executive director of the Bank from December 2022;
 - (5) Upon election at the 2021 annual general meeting and meeting of the board of supervisors of the Bank, Mr. Wang Yongqing continued to serve as chairman of the board of supervisors and shareholder representative supervisor of the Bank from June 2022;
 - (6) Upon election at the 2021 annual general meeting, Mr. Zhao Xijun continued to serve as external supervisor of the Bank from June 2022;
 - (7) Due to change of work, Mr. Yang Fenglai ceased to serve as shareholder representative supervisor of the Bank from November 2022;
 - (8) By reason of age, Mr. Deng Aibing ceased to serve as employee representative supervisor of the Bank from November 2022.

Appendix III:

**Remuneration Distribution and Settlement Plan
for Senior Management Members of
China Construction Bank Corporation for the Year 2022**

Unit: RMB10,000

Name	Title	Total remuneration for 2022 from the Bank (before tax)			Total	Whether obtained remuneration from shareholders or other related parties of the Bank
		Annual remuneration payable	Employer's contribution of social insurance, enterprise annuity, supplementary medical insurance and housing provident fund	Other monetary income		
Senior Management Members (in office as at the end of 2022)						
Zhang Jinliang	President	61.75	14.06	-	75.81	No
Cui Yong	Executive Vice President	34.73	8.32	-	43.05	No
Ji Zhihong	Executive Vice President	83.36	20.94	-	104.30	No
Zhang Min	Executive Vice President	83.36	20.94	-	104.30	No
Li Yun	Executive Vice President	83.36	20.94	-	104.30	No
Hu Changmiao	Secretary to the Board	264.10	29.13	-	293.23	No
Jin Panshi	Chief Information Officer	264.17	28.61	-	292.78	No
Cheng Yuanguo	Chief Risk Officer	264.17	28.28	-	292.45	No
Sheng Liurong	Chief Financial Officer	22.01	2.30	-	24.31	No
Senior Management Members Resigned in 2022						
Wang Jiang	President	23.16	5.71	-	28.87	No
Wang Hao	Executive Vice President	48.63	12.62	-	61.25	No

Notes:

- From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies of the States relating to the remuneration reform for central enterprises.
- The remuneration before tax in the above table refers to the total amount of remuneration of the senior management members of the Bank for the year 2022, including the "remuneration paid" as disclosed in the Bank's 2022 annual report. This plan is additional information to the remuneration of the senior management as disclosed in the Bank's 2022 annual report.
- In 2022, there were no performance-based remuneration recourse deductions for senior management members.

4. Changes in senior management:

- (1) Upon appointment of the Board of the Bank and approval of the former China Banking and Insurance Regulatory Commission (the “**former CBIRC**”), Mr. Sheng Liurong commenced his position as chief financial officer of the Bank from November 2022;
- (2) Upon appointment of the Board of the Bank, Mr. Cui Yong commenced his position as executive vice president of the Bank from August 2022;
- (3) Upon appointment of the Board of the Bank and approval of the former CBIRC, Mr. Zhang Jinliang commenced his position as president of the Bank from May 2022;
- (4) Due to change of job, Mr. Wang Hao ceased to serve as executive vice president of the Bank from July 2022;
- (5) Due to change of job, Mr. Wang Jiang ceased to serve as president of the Bank from March 2022.