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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  
(28 March 2024)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**” or “**CCB**”) was held onsite on 28 March 2024 in Beijing. The Bank issued the written notice of the Meeting on 14 March 2024. The Meeting was chaired by Mr. Zhang Jinliang, chairman of the Board. 13 directors were eligible to attend the Meeting and 12 of them attended the Meeting in person. Mr. Ji Zhihong, director of the Bank, appointed Mr. Zhang Jinliang, 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*, 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 Amount of Capital Instruments to be Issued**

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

1. It was agreed that the Bank, subject to the approval of the shareholders' general meeting and relevant regulators, issues capital instruments in accordance with the following terms and conditions:

- (1) Total issuance amount: a value equivalent to no more than RMB200 billion;

- (2) Instrument type: write-down undated capital bond or write-down eligible tier 2 capital instrument, which comply with the relevant provisions of the *Administrative Measures for the Capital of Commercial Banks* and can be used to replenish the capital of commercial banks;
  - (3) Market: including domestic and overseas ones;
  - (4) Term: duration of write-down undated capital bond is consistent with the duration of the Bank's ongoing operation, while that of write-down eligible tier 2 capital instrument is no less than five years;
  - (5) Loss absorption mode: write-down will be adopted to absorb the loss, upon the occurrence of triggering events specified in the issuing document;
  - (6) Issuing interest rate: to be determined based on the market interest rates;
  - (7) Purpose of fund raising: raised funds of write-down undated capital bonds are used to replenish the Bank's additional tier 1 capital, while raised funds of write-down eligible tier 2 capital instruments are used to replenish the Bank's tier 2 capital;
  - (8) Validity period of the resolution: from the date of approval by the shareholders' general meeting to 24 months after approval by the National Financial Regulatory Administration.
2. It was agreed to propose to the shareholders' general meeting to authorize the Board, which then delegates the authorization to the senior management of the Bank, in accordance with the regulations and approval requirements promulgated by the relevant regulators, and taking into account the specific circumstances, to decide the issuance plan and terms for the capital instruments, and to handle matters related to filing of application with regulators and other relevant matters. Validity period of the above authorization is from the date of approval by the shareholders' general meeting to 24 months after approval by the National Financial Regulatory Administration. Meanwhile, within the duration of the above-mentioned capital instruments, the senior management of the Bank with the delegated authorization should handle all the related matters such as interest payment, redemption and write-down as per the regulations and approval requirements promulgated by the relevant regulators.

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

## II. Proposal on the Amount of TLAC Non-Capital Bonds to be Issued

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

1. It was agreed that the Bank, subject to the approval of the shareholders' general meeting and relevant regulators, issues total loss-absorbing capacity ("TLAC") non-capital bonds in accordance with the following terms and conditions:
  - (1) Total issuance amount: a value equivalent to no more than RMB50 billion;
  - (2) Instrument type: TLAC non-capital bonds, which complies with the relevant provisions of the *Measures for the Administration of Total Loss-absorbing Capacity of Global Systematically Important Banks* and can be used to replenish total loss-absorbing capacity of commercial banks;
  - (3) Market: including domestic and overseas ones;
  - (4) Term: no less than one year;
  - (5) Loss absorption mode: write-down will be adopted to absorb the loss, upon the occurrence of triggering events specified in the issuing document happens;
  - (6) Issuing interest rate: to be determined based on the market interest rates;
  - (7) Purpose of fund raising: to be used to replenish the Bank's total loss-absorbing capacity;
  - (8) Validity period of the resolution: from the date of approval by the shareholders' general meeting to 30 June 2025.
2. It was agreed to propose to the shareholders' general meeting to authorize the Board, which then delegates the authorization to the senior management of the Bank, in accordance with the regulations and approval requirements promulgated by the relevant regulators, and taking into account the specific circumstances, to decide the issuance plan and terms for the TLAC non-capital bonds, and to handle matters related to filing of application with regulators and other relevant matters. The validity period of the foregoing authorization is from the date of the approval by the shareholders' general meeting to 30 June 2025. Meanwhile, within the duration of the above-mentioned bonds, the senior management of the Bank with the delegated authorization should handle all the related matters such as interest payment, redemption and write-down as per the regulations and approval requirements promulgated by the relevant regulators.

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

**III. Proposal on the *Capital Management Measures for China Construction Bank (Version 2024)***

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

**IV. Proposal on the 2023 Capital Adequacy Ratio Management Report of China Construction Bank**

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

**V. Proposal on the *Management Measures for Information Disclosure on Pillar III of Capital Management of CCB (Version 2024)***

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

**VI. Proposal for Capital Adequacy Ratio Report 2023**

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

For details regarding the *Capital Adequacy Ratio Report 2023 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)).

**VII. Proposal on the Comprehensive Risk Management Report for 2023**

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

**VIII. Proposal on the *Management Measures of China Construction Bank for Systemically Important Banks (Version 2024)***

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

**IX. Proposal on the Report on Assessment and Acceptance Application for the Implementation of Standardized Approach for Operational Risk**

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

**X. Proposal on the Report on Risk Prevention and Control Assessment of Criminal Cases in 2023**

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

**XI. Proposal on the Report on the Important Models and Key Parameters for Expected Credit Loss Implementation in the Fourth Quarter of 2023**

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

**XII. Proposal on the Report on Implementation of Consolidated Management Plan for 2023 and Priorities of Consolidated Management for 2024**

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

**XIII. Proposal on the Profit Distribution Plan for 2023**

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

The Profit Distribution Plan for 2023 of the Bank is as follows:

1. On the basis of the after-tax profit of the Bank for 2023 in the amount of RMB323,787 million, 10% of such profit (being RMB32,379 million) be appropriated to the statutory surplus reserve fund;
2. RMB52,948 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 2023 of RMB332,653 million under the group's caliber. Cash dividend in the amount of RMB100,004 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 11 July 2024), with cash dividend of RMB0.400 per share (inclusive of taxes), and dividend distribution ratio of 30%;
4. No capitalisation of the capital reserve to share capital in 2023.

The independent non-executive directors were of the view that the Bank's Profit Distribution Plan for 2023 was in compliance with the requirements of laws, regulations and the Articles of Association, and 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 2023 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)).

#### **XIV. Proposal on the 2023 Internal Control Assessment Report of CCB**

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

This proposal has been reviewed and approved by the Audit Committee of the Board of the Bank.

For details regarding the *2023 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](http://www.hkexnews.hk)).

#### **XV. Proposal on the Internal Audit Plan for 2024**

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

#### **XVI. Proposal on the Report on the Assessment of External Auditors for 2023**

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

#### **XVII. Proposal on the Engagement of External Auditors for 2024**

Voting results: voted in favour: 13 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 2024, 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, and agreed on this proposal.

This proposal has been reviewed and approved by the Audit Committee of the Board of the Bank.

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](http://www.hkexnews.hk)).

**XVIII. Proposal on the 2024 External Audit Service Contract**

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

**XIX. Proposal on Pre-approving the Categories of Non-assurance Services Provided by the External Auditors**

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

**XX. Proposal on Abolishment of the Measures of China Construction Bank for Management of Non-credit Asset Impairment**

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

**XXI. Proposal on the 2023 Corporate Social Responsibility Report of CCB**

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

For details regarding the *2023 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](http://www.hkexnews.hk)).

**XXII. Proposal on the Report on Consumer Protection Efforts in 2023 and the Work Plan for 2024**

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

**XXIII. Proposal on the Special Report on the Related Party Transactions of CCB in 2023**

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

The *Special Report on the Related Party Transactions of China Construction Bank Corporation in 2023* will be submitted to the shareholders' general meeting of the Bank for review.

#### **XXIV. Proposal on 2023 Annual Report, Results Announcement and Summary of Annual Report**

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

The financial report and the relevant financial information in the 2023 Annual Report in this proposal have been reviewed and approved by the Audit Committee of the Board of the Bank.

It was resolved at the Meeting that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the *2023 Annual Report of China Construction Bank Corporation* be submitted to the shareholders' general meeting of the Bank for consideration.

#### **XXV. Proposal on Convening the 2024 First Extraordinary General Meeting and the 2023 Annual General Meeting of CCB**

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

It was resolved at the Meeting that 2024 first extraordinary general meeting of the Bank be convened in Beijing on Monday, 29 April 2024, and the 2023 annual general meeting of the Bank be convened both in Beijing and Hong Kong on Thursday, 27 June 2024. The notices of such meetings will be announced in due course.

Announcement of the captioned matters is hereby given.

**The Board of Directors of  
China Construction Bank Corporation**

28 March 2024

*As at the date of this announcement, the executive directors of the Bank are Mr. Zhang Jinliang 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, Mr. Leung Kam Chung, Antony and Lord Sassoon.*