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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 April 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 29 April 2024 in Beijing. The Bank issued the written notice of the Meeting on 15 April 2024. The Meeting was chaired by Mr. Zhang Jinliang, chairman of the Board. 13 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 Management Measures for Internal Capital Adequacy Assessment Process of China Construction Bank (Version 2024)

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

II. Proposal on the 2024 Internal Capital Adequacy Assessment Report of China Construction Bank

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

III. Proposal on the *First Quarter Capital Management Pillar III Report of CCB in 2024*

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

For details regarding the *First Quarter Capital Management Pillar III Report of CCB in 2024*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

IV. Proposal on the *Report on Large Shareholder and Major Shareholder Assessment of China Construction Bank in 2023*

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

The *Report on Large Shareholder and Major Shareholder Assessment of China Construction Bank in 2023* will be submitted to the shareholders' general meeting for noting, details of which will be disclosed in the circular of the shareholders' general meeting.

V. Proposal on the Head Office's Full-amount Subscription of the Tier 1 Capital Instruments Issued by CCB Asia

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

The Bank indirectly holds 100% of the shares of China Construction Bank (Asia) Corporation Limited ("CCB Asia"). The Meeting approved the issuance by CCB Asia of tier 1 capital instruments of an amount no more than USD2 billion or its equivalent by the end of 2025, and approved the full-amount subscription of CCB Asia's tier 1 capital instruments within the limit of no more than USD2 billion by the Head Office of China Construction Bank.

VI. Proposal on the *Report on the Important Models and Key Parameters for Expected Credit Loss Implementation in the First Quarter of 2024*

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

VII. Proposal on *Management Measures for Internal Ratings-based System for Credit Risks of China Construction Bank (Version 2024)*

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

VIII. Proposal on *Management Measures for Off-balance-sheet Business of China Construction Bank (Version 2024)*

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

IX. Proposal on *Management Measures for Prevention and Control of Criminal Case-related Risks of China Construction Bank (Version 2024)*

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

X. Proposal on the Interim Profit Distribution Arrangements for 2024 of CCB

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 Bank's Interim Profit Distribution Arrangements for 2024 were in compliance with the relevant requirements of laws, regulations and the Articles of Association, and agreed on this proposal.

The Bank proposed the Interim Profit Distribution Arrangements for 2024 as follows:

1. Conditions for Interim Profit Distribution

Based on the reviewed half-year financial report 2024 and after reasonable consideration of the business performance for the current period, CCB will distribute the interim dividends in 2024 when it has distributable profits in the first half of 2024.

2. Upper Limit of the Interim Profit Distribution Ratio

The total amount of interim cash dividends in 2024 shall account for no higher than 30% of the Group's after-tax profit attributable to CCB's equity shareholders realized in the current period. While formulating the annual profit distribution plan for 2024 in the next step, CCB shall take into account the interim cash dividends that have been distributed.

It was resolved that the aforesaid conditions for interim profit distribution and upper limit of the interim profit distribution ratio be submitted to the shareholders' general meeting of the Bank for consideration. CCB will formulate the specific interim profit distribution plan for 2024 according to the resolution of the shareholders' general meeting, and will implement the plan after performing corporate governance procedures in accordance with relevant laws, regulations and relevant provisions of the Articles of Association.

XI. Proposal on the Nomination of Mr. Lin Zhijun as Independent Non-executive Director 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 Nomination and Remuneration Committee of the Board of the Bank.

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

Mr. Lin Zhijun satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. It was resolved at the Meeting that Mr. Lin Zhijun 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 National Financial Regulatory Administration and terminating on the date of the shareholders' annual general meeting for the year when such term of office expires. Mr. Lin Zhijun has confirmed

that he meets the independence criteria set out in Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Hong Kong Listing Rules**”).

Mr. Lin Zhijun, born in January 1955. Mr. Lin is the Senior Advisor to the President, Professor and PhD Supervisor of the Macau University of Science and Technology, independent non-executive director of China Everbright Limited and BOCOM International Holdings Company Limited. Previously, he was an independent non-executive director of Sinotruk (Hong Kong) Limited, Dali Foods Group Company Limited, South Manganese Investment Limited (formerly “CITIC Dameng Holdings Limited”) and Springland International Holdings Limited. He was Vice President and Dean of the School of Business of the Macau University of Science and Technology, Professor and Head of the Department of Accountancy and Law at Hong Kong Baptist University, Visiting Professor at the University of Hong Kong, and Associate Professor at the Faculty of Management at the University of Lethbridge, Canada, Associate Professor at College of Economics, Xiamen University. Mr. Lin worked at the Toronto office of an international accounting firm (now known as “Deloitte”). Mr. Lin is a member of the American Institute of Certified Public Accountants, the Chinese Institute of Certified Public Accountants, Chartered Global Management Accountants and the Australian Institute of Certified Management Accountants. Mr. Lin holds a Master’s degree in Economics from Xiamen University, a Master of Science in Business Administration from University of Saskatchewan in Canada and a PhD degree in Economics (Accounting) from Xiamen University.

Save as disclosed in the biographical details, Mr. Lin 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 Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

The allowances of Mr. Lin 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 of the Bank 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 Mr. Lin Zhijun as Member of the Relevant of Special Committees of the Board 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 Mr. Lin Zhijun be appointed as member of the Audit Committee, the Risk Management Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of the Bank. Mr. Lin Zhijun'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 National Financial Regulatory Administration of his appointment qualifications as director.

XIII. Proposal on the Re-election of Mr. William Coen as Independent Non-executive Director of CCB

Voting results: voted in favour: 12 votes, voted against: 0 vote, abstained from voting: 0 vote.

Mr. William Coen has abstained from voting on this proposal.

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

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

Mr. William Coen satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. It was resolved at the Meeting that Mr. William Coen be nominated for re-election as independent non-executive director of the Bank, whose term of office will be three years, terminating on the date of the 2026 annual general meeting of the Bank. Mr. William Coen has confirmed that he meets the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules.

Mr. William Coen, born in 1962. He has served as independent non-executive director of CCB since June 2021. Mr. Coen has served as independent non-executive director of Buna, a cross-border payment system in the Arab region, from July 2022, and as member of the Global Advisory Board of Mitsubishi UFJ Financial Group, Inc. from October 2021. He currently serves as a member of the Advisory Board of Baton Systems, Inc. since June 2021 and chief regulatory adviser for Suade Labs since April 2021. He has been chairman of the IFRS Advisory Council from February 2020, member of the board of directors of the Toronto Leadership Centre since November 2019 and technical advisor of the International Monetary Fund since July 2019. He served as secretary general of the Basel Committee on Banking Supervision from 2014 to 2019, deputy secretary general of the Basel Committee on Banking Supervision from 2007 to 2014, and supported BIS Financial Stability Institute from 2003 to 2006. Prior to joining the Basel Committee on Banking Supervision Secretariat in 1999, he consecutively worked with the US Office of Comptroller of the Currency and the US Board of Governors of the Federal Reserve System. Mr. Coen is currently a member of the Bretton Woods Committee and was a member of the Financial Stability Board and its standing committees. Mr. Coen obtained his Bachelor of Science Degree from Manhattan College in 1984 and his Master of Business Administration Degree from Fordham University in 1991.

Save as disclosed in the biographical details, Mr. William Coen 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 Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

The allowances of Mr. William Coen 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 of the Bank 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. Upon the approval of the re-election of Mr. William Coen as independent non-executive director of the Bank by the shareholders' general meeting, Mr. William Coen will continue to serve as member of each of the Audit Committee, the Risk Management Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of the Bank.

XIV. Proposal on the Re-election of Mr. Leung Kam Chung, Antony as Independent Non-executive Director of CCB

Voting results: voted in favour: 12 votes, voted against: 0 vote, abstained from voting: 0 vote.

Mr. Leung Kam Chung, Antony has abstained from voting on this proposal.

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

Other independent non-executive directors were of the view that Mr. Leung Kam Chung, Antony satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association, and agreed on this proposal.

Mr. Leung Kam Chung, Antony satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. It was resolved at the Meeting that Mr. Leung Kam Chung, Antony be nominated for re-election as independent non-executive director of the Bank, whose term of office will be three years, terminating on the date of the 2026 annual general meeting of the Bank. Mr. Leung Kam Chung, Antony has confirmed that he meets the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules.

Mr. Leung Kam Chung, Antony, born in January 1952. He has served as independent non-executive director of the Bank since October 2021. Mr. Leung, former Financial Secretary of the Hong Kong SAR, is chairman of Nan Fung Group in Hong Kong, chairman and co-founder of New Frontier Group, and served as chairman & cofounder of Solomon Learning. In addition, Mr. Leung is chairman of two charity organisations, namely Heifer Hong Kong and

Food Angel. Mr. Leung had extensive experience in financial services, including chairman of Greater China Region of Blackstone Group, chairman of Asia for JP Morgan Chase and head of Private Banking for Asia, Investment Banking, Treasury Department and Greater China Region of Citi. Mr. Leung had also served as independent non-executive director of China Merchants Bank, Industrial and Commercial Bank of China, China Mobile (Hong Kong) Limited and American International Assurance (Hong Kong) Limited, international advisor of China Development Bank, chief executive officer of Nan Fung Group in Hong Kong and chairman of Hong Kong Association of Harvard Business School. Other public services that Mr. Leung had engaged in included non-official member of the Executive Council of the Hong Kong SAR, chairman of the Education Commission, chairman of the University Grants Committee, member of the Exchange Fund Advisory Committee, director of Hong Kong Airport Authority and director of Hong Kong Futures Exchange, member of the Preparatory Committee and Election Committee for the Hong Kong Special Administrative Region and Hong Kong Affairs Advisors. Mr. Leung graduated from the University of Hong Kong in 1973 and attended Harvard Business School's Programme for Management Development and Advanced Management Programme. Mr. Leung was conferred an honorary doctor of law by the Hong Kong University of Science and Technology in 1998.

Save as disclosed in the biographical details, Mr. Leung Kam Chung, Antony 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 Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

The allowances of Mr. Leung Kam Chung, Antony 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 of the Bank 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. Upon the approval of the re-election of Mr. Leung Kam Chung, Antony as independent non-executive director of the Bank by the shareholders' general meeting, Mr. Leung Kam Chung, Antony will continue to serve as member of each of the Strategy Development Committee, the Risk Management Committee and the Nomination and Remuneration Committee of the Board of the Bank.

XV. Proposal on the First Quarter Report of 2024

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 *First Quarter Report of 2024 of CCB*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

XVI. Proposal on Management Measures for Rules and Policies of China Construction Bank (Version 2024)

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

XVII. Proposal on the Independent Directors Working System of CCB

Voting results: voted in favour: 13 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, details of which will be disclosed in the circular of the shareholders' general meeting.

XVIII. Proposal on Measures for Investor Relations Management of CCB (Version 2024)

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

The Meeting also listened to the *Report on the Operation and Management of Overseas State-owned Assets of China Construction Bank in 2023*, which will be reported to the relevant competent authorities in accordance with the regulations.

Announcement of the captioned matters is hereby given.

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

29 April 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.