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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
(26 March 2021)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 26 March 2021 in Beijing. The Bank issued the written notice of the Meeting on 12 March 2021. The Meeting was chaired by Mr. Tian Guoli, chairman of the Board. 15 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 regarding Appointment of Mr. Wang Jiang as Vice Chairman of the Bank

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

The Meeting appointed Mr. Wang Jiang as vice chairman of the Board.

II. Proposal regarding the 2020 Annual Report, the Results Announcement and the Summary

Voting results: voted in favour: 15 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 *2020 Annual Report of China Construction Bank Corporation* be submitted to the shareholders' general meeting of the Bank for consideration.

III. Proposal regarding the 2020 Profit Distribution Plan of China Construction Bank Corporation

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

The 2020 Profit Distribution Plan of the Bank is as follows:

1. On the basis of the after-tax profit of the Bank for 2020 in the amount of RMB268,174 million, 10% of such profit (being RMB26,817 million) be appropriated to the statutory surplus reserve fund;
2. RMB35,482 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. Cash dividend for the year 2020 of RMB0.326 per share (inclusive of taxes) be distributed to all the ordinary shareholders of the Bank (whose names appear on the shareholders' register after the close of trading hours on 14 July 2021). The total amount of cash dividend is RMB81,504 million;
4. No capitalisation of the capital reserve to share capital in 2020.

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

IV. Proposal regarding the 2020 Internal Control Assessment Report of China Construction Bank Corporation

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the *2020 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).

V. Proposal regarding the Engagement of External Auditors for 2021

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

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).

VI. Proposal regarding the Corporate Governance Self-inspection Report of China Construction Bank

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

VII. Proposal regarding the 2020 Capital Adequacy Ratio Management Report of China Construction Bank

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

VIII. Proposal regarding the 2020 Capital Adequacy Ratio Disclosure Report

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the *2020 Capital Adequacy Ratio 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).

IX. Proposal regarding the 2020 Comprehensive Risk Management Report of China Construction Bank Corporation

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

X. Proposal regarding Management Measures for Emergency Response Financial Services of China Construction Bank Corporation (2021 Version)

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

XI. Proposal regarding the Re-election of Mr. Kenneth Patrick Chung as Independent Non-Executive Director of the Bank

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

Mr. Kenneth Patrick Chung has abstained from voting on this proposal.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

It was resolved at the Meeting that Mr. Kenneth Patrick Chung be nominated for re-election as independent non-executive director of the Bank, whose term of office will be three years and will terminate on the date of the 2023 annual general meeting of the Bank. Mr. Kenneth Patrick Chung satisfies the qualifications and requirements of a director required by relevant laws, regulations and the *Articles of Association*.

Mr. Kenneth Patrick Chung was born in April 1957. Mr. Chung has served as independent non-executive director of the Bank since November 2018. Mr. Chung served as independent non-executive director of Industrial and Commercial Bank of China Limited from December 2009 to March 2017. Mr. Chung joined Deloitte Haskins and Sells London Office in 1980, became a partner of PricewaterhouseCoopers in 1992 and was a financial service specialist of PricewaterhouseCoopers (Hong Kong and mainland China) from 1996. Previously, Mr. Chung was the human resources partner of PricewaterhouseCoopers (Hong Kong), the responsible partner of the audit department of PricewaterhouseCoopers (Hong Kong and mainland China), the global lead partner of the audit engagement team for Bank of China Limited, the honorary treasurer of the Community Chest of Hong Kong and was a member of the Ethics Committee, Limitation of Professional Liability Committee, Communications Committee and the Investigation Panel of the Hong Kong Society of Accountants. Mr. Chung also served as the audit head for the restructurings and initial public offerings of Bank of China Limited, Bank of China (Hong Kong) Limited and Bank of Communications and chairman of the audit committee of the Harvest Real Estate Investments (Cayman) Limited and independent non-executive director of Prudential Corporation Asia. Currently, Mr. Chung serves as independent non-executive director of each of Sands China Ltd., Prudential Hong Kong Limited and Prudential General Insurance Hong Kong Limited, and is a trustee of Fu Tak Iam Foundation Limited. Mr. Chung is a member of the Institute of Chartered Accountants in England and Wales, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Macau Society of Certified Practising Accountants. Mr. Chung received a bachelor's degree in economics from the University of Durham.

Save as disclosed in the biographical details, Mr. Kenneth Patrick Chung 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* (the "**Hong Kong Listing Rules**"), and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

Allowances of Mr. Kenneth Patrick Chung 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. Upon the approval by the shareholders' general meeting of the Bank, Mr. Kenneth Patrick Chung will continue to serve as chairman of Audit Committee and member of each of Strategy Development Committee, Risk Management Committee and Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board.

XII. Proposal regarding the Nomination of Mr. Leung Kam Chung, Antony as Independent Non-Executive Director of the Bank

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

It was resolved at the Meeting that Mr. Leung Kam Chung, Antony 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 China Banking and Insurance Regulatory Commission (the “CBIRC”) and terminating on the date of the shareholders’ annual general meeting for the year when such term of office expires. Mr. Leung Kam Chung, Antony satisfies the qualifications and requirements of a director required by relevant laws, regulations and the *Articles of Association*.

Mr. Leung Kam Chung, Antony was born in January 1952. Mr. Leung, former Financial Secretary of the Hong Kong SAR, is the chairman and CEO of Nan Fung Group in Hong Kong, and the chairman and co-founder of New Frontier Group. In addition, Mr. Leung is the chairman of two charity organizations, 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 Great China Region of Citi. Mr. Leung has also served as independent non-executive director of China Merchants Bank¹, Industrial and Commercial Bank of China, China Mobile (Hong Kong) Limited and American International Assurance (Hong Kong) Limited, international advisor of China Development Bank 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 Program for Management Development and Advanced Management Program. Mr. Leung was conferred an honorary doctor of law by the Hong Kong University of Science and Technology in 1998.

¹ Mr. Leung tendered the letter of resignation to the board of directors of China Merchants Bank due to expiry of his tenure. Please refer to the announcement on resignation of independent non-executive directors of China Merchants Bank dated 12 January 2021 for details.

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.

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 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.

XIII. Proposal regarding the Appointment of Mr. William (Bill) Coen as Member of the Relevant Special Committees of the Board of the Bank

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved at the Meeting that Mr. William (Bill) Coen be appointed as member of each of the Audit Committee, Risk Management Committee and Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of the Bank. After the CBIRC confirms his qualifications as director of the Bank, Mr. William (Bill) Coen's memberships in the special committees of the Board shall take effect from the end of the 2020 annual general meeting of the Bank.

XIV. Proposal regarding the Appointment of Mr. Jin Panshi as Chief Information Officer of the Bank

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

It was resolved at the Meeting that Mr. Jin Panshi be appointed as chief information officer of the Bank. Mr. Jin Panshi satisfies the qualifications and requirements of senior management required by relevant laws, regulations and the *Articles of Association*. After the Board of the Bank reviews and approves the appointment of Mr. Jin Panshi, it shall be filed with the CBIRC.

Mr. Jin Panshi was born in February 1965. Mr. Jin has served as Information Controller of the Bank since February 2018. He served as general manager of the information technology management department of the Bank from January 2010 to February 2018, general manager of the audit department of the Bank from December 2007 to January 2010, deputy director of the Board of Supervisors Office from November 2004 to December 2007, supervisor of the Bank from October 2004 to November 2016, and deputy general manager of the audit department of the Bank from June 2001 to October 2004. Mr. Jin is a senior engineer and a Certified Information Systems Auditor. He graduated from Jilin University of Technology with a bachelor's degree and a master's degree in computer application in 1986 and 1989 respectively, and obtained an EMBA degree from Tsinghua University in 2010.

XV. Proposal regarding the Appointment of Mr. Cheng Yuanguo as Chief Risk Officer of the Bank

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

It was resolved at the Meeting that Mr. Cheng Yuanguo be appointed as chief risk officer of the Bank. Mr. Cheng Yuanguo satisfies the qualifications and requirements of senior management required by relevant laws, regulations and the *Articles of Association*. After the Board of the Bank reviews and approves his appointment as chief risk officer, Mr. Cheng Yuanguo shall perform his duties upon the approval by the CBIRC of his qualifications.

Mr. Cheng Yuanguo was born in January 1963. Mr. Cheng has served as general manager of the corporate business department of the Bank since February 2017. He served as head and general manager of Hebei Branch of the Bank from July 2014 to February 2017, general manager of the group clients department (the banking business department) of the Bank from March 2011 to July 2014, deputy general manager of the group clients department (the banking business department) of the Bank from May 2005 to March 2011 and deputy general manager of the banking business department of the Bank from September 2001 to May 2005. Mr. Cheng concurrently served as supervisor of the Bank from May 2018 to March 2021, chairman of CCB Trust Co., Ltd. from August 2017 to July 2018, and director of CCB International (Holdings) Limited from September 2010 to October 2015. Mr. Cheng is a senior accountant. Mr. Cheng graduated from Dongbei University of Finance and Economics with a bachelor's degree in infrastructure finance and credit in 1986.

XVI. Proposal regarding the Appointment of Mr. Zhang Yi as Chief Financial Officer of the Bank

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

It was resolved at the Meeting that Mr. Zhang Yi be appointed as chief financial officer of the Bank. Mr. Zhang Yi satisfies the qualifications and requirements of senior management required by relevant laws, regulations and the *Articles of Association*. After the Board of the Bank reviews and approves his appointment as chief financial officer, Mr. Zhang Yi shall perform his duties upon the approval by the CBIRC of his qualifications.

Mr. Zhang Yi was born in January 1971. Mr. Zhang has served as general manager of the finance and accounting department of the Bank since November 2019. Mr. Zhang was head and general manager of Jiangsu Branch of the Bank from March 2016 to November 2019, deputy general manager of Jiangsu Branch of the Bank from November 2013 to March 2016 and deputy general manager of the asset and liability management department of the Bank from December 2009 to November 2013. Mr. Zhang is a senior accountant. Mr. Zhang graduated from Southwestern University of Finance and Economics with a bachelor's degree in accounting in 1993, and obtained an MBA degree from Renmin University of China in 2002.

XVII. Proposal regarding the 2021 Performance Assessment Plan for Executive Directors of China Construction Bank Corporation

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

XVIII. Proposal regarding the 2021 Performance Assessment Plan for Senior Management of China Construction Bank Corporation

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

Opinion of the independent non-executive directors in respect of this resolution: Agreed.

XIX. Proposal regarding the Corporate Social Responsibility Report 2020 of China Construction Bank Corporation

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the *Corporate Social Responsibility Report 2020 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).

XX. Proposal regarding the 2020 Special Report on the Related Party Transactions of China Construction Bank Corporation

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

The *2020 Special Report on the Related Party Transactions of China Construction Bank Corporation* will be submitted to the shareholders' general meeting for review.

XXI. Proposal regarding the Convening of the 2020 Annual General Meeting

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved at the Meeting that the 2020 annual general meeting of the Bank be convened in Beijing on Friday, 25 June 2021. The notice of such meeting will be announced in due course.

Announcement of the captioned matters is hereby given.

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

26 March 2021

As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Wang Jiang and Mr. Lyu Jiajin; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Zhang Qi, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min and Ms. Liu Fang; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Sir Malcolm Christopher McCarthy, Mr. Carl Walter, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler and Mr. Michel Madelain.