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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)

(USD Preference Shares Stock Code: 4606)

**Announcement on the Resolutions of
the Fifth Meeting of the Board of Directors of 2019
(28 August 2019)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 28 August 2019 in Beijing. The Bank issued the written notice of the Meeting on 14 August 2019. The Meeting was chaired by Mr. Tian Guoli, Chairman of the Board. 14 directors were eligible to attend the Meeting and 12 of them attended the Meeting in person. Mr. Zhu Hailin, director of the Bank, appointed Ms. Feng Bing, director of the Bank, as his proxy to attend the Meeting and vote on his behalf. Ms. Anita Fung Yuen Mei, director of the Bank, appointed Mr. Murray Horn, director of the Bank, as her proxy to attend the Meeting and vote on her behalf. The convening of the Meeting complied with the provisions of the *Company Law of the People's Republic of China* and the *Articles of Association of China Construction Bank Corporation* and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal for the 2019 Half-Year Report, the 2019 Half-Year Results Announcement and the Summary of the 2019 Half-Year Report

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

For details, please refer to the relevant documents published on the HKEXnews website (www.hkexnews.hk) of Hong Kong Exchanges and Clearing Limited.

II. Proposal on the Revision to the Internal Audit Charter of China Construction Bank Corporation

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

III. Proposal on the Strategic Plan for the Building of Data and Analytics Competence (2019-2023) of China Construction Bank

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

IV. Proposal on the Authorization for Additional Temporary Limit on Poverty Alleviation Donations

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.

V. Proposal on the Establishment of Rural Revitalization Finance Department of Head Office

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

VI. Proposal for the Report on Comprehensive Risk Management of China Construction Bank for the First Half of 2019

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

VII. Proposal for the Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2018

Voting results: It was unanimously agreed that this proposal be submitted to the shareholders' general meeting of the Bank for consideration.

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.

Please refer to Appendix I to this announcement for the Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2018.

VIII. Proposal for the Remuneration Distribution and Settlement Plan for Senior Management Members of China Construction Bank Corporation for the Year 2018

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

Mr. Zhang Gengsheng abstained from voting on this proposal as this proposal involves his remuneration.

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

Please refer to Appendix II to this announcement for the Remuneration Distribution and Settlement Plan for Senior Management Members of China Construction Bank Corporation for the Year 2018.

IX. Proposal for the Election of Mr. Carl Walter as Member of Risk Management Committee of the Board of Directors of the Bank

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

Mr. Carl Walter abstained from voting on this proposal.

It was resolved that Mr. Carl Walter be elected as member of Risk Management Committee of the Board of the Bank. Mr. Carl Walter will cease to serve as member of Nomination and Remuneration Committee of the Board of the Bank.

X. Proposal for the Election of Mr. Carl Walter as Chairman of Risk Management Committee of the Board of Directors of the Bank

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

Mr. Carl Walter abstained from voting on this proposal.

It was resolved that Mr. Carl Walter be elected as chairman of Risk Management Committee of the Board of the Bank. The chairmanship of Mr. Carl Walter of Risk Management Committee shall take effect after Mr. Murray Horn retires as independent non-executive director of the Bank. Mr. Carl Walter will cease to serve as chairman of Social Responsibilities and Related Party Transactions Committee of the Board of the Bank when his chairmanship of Risk Management Committee of the Board of the Bank takes effect.

XI. Proposal for the Election of Mr. Graeme Wheeler as Member of Social Responsibilities and Related Party Transactions Committee of the Board of Directors of the Bank

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

It was resolved that Mr. Graeme Wheeler be elected as member of Social Responsibilities and Related Party Transactions Committee of the Board of the Bank. The membership of Mr. Graeme Wheeler in the Social Responsibilities and Related Party Transactions Committee of the Board will take effect after the China Banking and Insurance Regulatory Commission (the “CBIRC”) approves his qualification as director of the Bank.

XII. Proposal for the Election of Mr. Graeme Wheeler as Chairman of Social Responsibilities and Related Party Transactions Committee of the Board of Directors of the Bank

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

It was resolved that Mr. Graeme Wheeler be elected as chairman of Social Responsibilities and Related Party Transactions Committee of the Board of the Bank. The chairmanship of Mr. Graeme Wheeler of Social Responsibilities and Related Party Transactions Committee shall take effect after the CBIRC approves his qualification as director of the Bank.

XIII. Proposal on Convening the First Extraordinary General Meeting in 2019

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

It was resolved that the first extraordinary general meeting of 2019 of the Bank be convened on 30 October 2019, Wednesday. Notice of the first extraordinary general meeting of 2019 of the Bank will be announced in due course.

Announcement of the captioned matters is hereby given.

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

28 August 2019

As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli, Mr. Liu Guiping and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Ms. Feng Bing, Mr. Zhu Hailin, Mr. Wu Min, Mr. Zhang Qi, Mr. Tian Bo and Mr. Xia Yang; 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 and Mr. Murray Horn.

Appendix I:

Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the Year 2018

unit: RMB10,000

Name	Position	Period of holding positions	Total remuneration received from the Bank in 2018 (before tax)			Whether obtained remuneration from shareholders company(ies) or other related party(ies)
			Annual remuneration payable (Allowance)	Social insurance, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income	
Directors (in office as at the end of 2018)						
Tian Guoli	Chairman, Executive Director	October 2017 until now	79.25	16.53	-	No
Wang Zuji	Vice Chairman, Executive Director	July 2015 – March 2019	79.25	16.53	-	No
Zhang Gengsheng	Executive Director	August 2015 until now	71.32	16.15	-	No
Feng Bing	Non-executive Director	July 2017 until now	-	-	-	Yes
Zhu Hailin	Non-executive Director	July 2017 until now	-	-	-	Yes
Li Jun	Non-executive Director	September 2015 – May 2019	-	-	-	Yes
Wu Min	Non-executive Director	July 2017 until now	-	-	-	Yes
Zhang Qi	Non-executive Director	July 2017 until now	-	-	-	Yes
Anita Fung Yuen Mei	Independent Non-executive Director	October 2016 until now	41.25	-	-	No
Malcolm Christopher McCarthy	Independent Non-executive Director	August 2017 until now	41.00	-	-	No
Carl Walter	Independent Non-executive Director	October 2016 until now	44.00	-	-	No
Chung Shui Ming Timpson	Independent Non-executive Director	October 2013 – June 2019	44.00	-	-	No
Kenneth Patrick Chung	Independent Non-executive Director	November 2018 until now	7.00	-	-	No
Murray Horn	Independent Non-executive Director	December 2013 until now	47.00	-	-	No

Name	Position	Period of holding positions	Total remuneration received from the Bank in 2018 (before tax)			Whether obtained remuneration from shareholders company(ies) or other related party(ies)
			Annual remuneration payable (Allowance)	Social insurance, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income	
Directors Resigned in 2018						
Pang Xiusheng	Executive Director	August 2015 – September 2018	53.48	11.70	–	No
Hao Aiqun	Non-executive Director	July 2015-June 2018	–	–	–	Yes
Supervisors (in office as at the end of 2018)						
Wu Jianhang	Shareholder Representative Supervisor	June 2018 until now	93.56	9.88	–	No
Fang Qiuyue	Shareholder Representative Supervisor	June 2018 until now	93.59	10.34	–	No
Lu Kegui	Employee Representative Supervisor	May 2018 until now	2.92	–	–	No
Cheng Yuanguo	Employee Representative Supervisor	May 2018 until now	2.92	–	–	No
Wang Yi	Employee Representative Supervisor	May 2018 until now	2.92	–	–	No
Bai Jianjun	External Supervisor	June 2013 – June 2019	25.00	–	–	No
Supervisors Resigned in 2018						
Guo You	Chairman of the Board of Supervisors	June 2014 – April 2018	26.42	4.93	–	No
Liu Jin	Shareholder Representative Supervisor	September 2004 – June 2018	93.59	9.16	–	No
Li Xiaoling	Shareholder Representative Supervisor	June 2013 – June 2018	93.59	4.89	–	No
Li Xiukun	Employee Representative Supervisor	January 2016 – May 2018	2.08	–	–	No
Jin Yanmin	Employee Representative Supervisor	January 2016 – May 2018	2.08	–	–	No
Li Zhenyu	Employee Representative Supervisor	January 2016 – May 2018	2.08	–	–	No

Notes:

1. From 2015 onwards, remuneration of the Bank’s leaders administered by central authorities has been paid in accordance with relevant policies relating to the central remuneration reform.
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 2018, including the “remuneration paid” as disclosed in the Bank’s 2018 annual report. This plan is additional information to the remuneration of the directors and supervisors as disclosed in the Bank’s 2018 annual report.

4. Ms. Feng Bing, Mr. Zhu Hailin, Mr. Li Jun, Mr. Wu Min, Mr. Zhang Qi and Ms. Hao Aiqun are dispatched by Central Huijin Investment Ltd., and they receive their remuneration from Central Huijin Investment Ltd. 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 or supervisors obtained remuneration from related parties of the Bank during the reporting period.
5. Changes in directors and supervisors:
 - (1) Upon election at the 2017 annual general meeting of the Bank and approval by the CBIRC, Mr. Kenneth Patrick Chung commenced his position as independent non-executive director of the Bank from November 2018.
 - (2) Due to expiration of his term of office, Mr. Chung Shui Ming Timpson ceased to serve as independent non-executive director of the Bank from June 2019.
 - (3) Due to retirement, Mr. Li Jun ceased to serve as non-executive director of the Bank from May 2019.
 - (4) By reason of his age, Mr. Wang Zuji ceased to serve as vice chairman and executive director of the Bank from March 2019.
 - (5) By reason of his age, Mr. Pang Xiusheng cease to serve as executive director of the Bank from September 2018.
 - (6) Due to the expiration of her term of office, Ms. Hao Aiqun ceased to serve as non-executive director of the Bank from June 2018.
 - (7) Upon election at the 2017 annual general meeting of the Bank, Mr. Wu Jianhang and Mr. Fang Qiuyue commenced their positions as shareholder representative supervisors of the Bank from June 2018.
 - (8) Upon election at the third meeting of the fourth session employee representatives' meeting, Mr. Lu Kegui, Mr. Cheng Yuanguo and Mr. Wang Yi commenced their positions as employee representative supervisors of the Bank from May 2018.
 - (9) Due to expiration of his term of office, Mr. Bai Jianjun ceased to serve as external supervisor of the Bank from June 2019.
 - (10) Due to work arrangements, Ms. Liu Jin and Ms. Li Xiaoling ceased to serve as shareholder representative supervisors of the Bank from June 2018.
 - (11) Due to work arrangements, Mr. Li Xiukun, Mr. Jin Yanmin and Mr. Li Zhenyu ceased to serve as employee representative supervisors of the Bank from May 2018.
 - (12) By reason of his age, Mr. Guo Yuo ceased to serve as chairman of the board of supervisors and shareholder representative supervisor of the Bank from April 2018.

Appendix II:

Remuneration Distribution and Settlement Plan for Senior Management Members of China Construction Bank Corporation for the Year 2018

unit: RMB10,000

Name	Position	Period of holding positions	Total remuneration received from the Bank in 2018 (before tax)			Whether obtained remuneration from shareholders company(ies) or other related party(ies)
			Annual remuneration payable	Social insurance, enterprise annuity, supplemental medical insurance and housing funds contributed by the Bank	Other monetary income	
Senior Management Members (in office as at the end of 2018)						
Wang Zuji	President	July 2015 – March 2019	79.25	16.53	–	No
Zhang Gengsheng	Executive Vice President	April 2013 until now	71.32	16.15	–	No
Huang Yi	Executive Vice President	April 2014 until now	71.31	16.15	–	No
Zhang Lilin	Executive Vice President	September 2017 – August 2019	71.32	14.47	–	No
Liao Lin	Executive Vice President	September 2018 until now	29.72	8.88	–	No
	Chief Risk Officer	March 2017- May 2019	131.03	11.55	–	No
Huang Zhiling	Secretary to the Board	February 2018 – May 2019	187.18	16.86	–	No
Xu Yiming	Chief Financial Officer	June 2014 until now	224.62	20.40	–	No
Senior Management Members Resigned in 2018						
Pang Xiusheng	Executive Vice President	February 2010 – September 2018	53.48	11.70	–	No
Yu Jingbo	Executive Vice President	December 2014 – May 2018	29.72	6.04	–	No
Chen Caihong	Secretary to the Board	August 2007 – February 2018	37.43	1.84	–	No

Notes:

1. From 2015 onwards, remunerations of the Bank's leaders administered by central authorities have been paid in accordance with relevant policies relating to the central remuneration reform.
2. The remuneration before tax in the above table refers to the total amount of remuneration of the senior management of the Bank for the year 2018, including the "remuneration paid" as disclosed in the Bank's 2018 Annual Report. This plan is additional information to the remuneration of the senior management as disclosed in the Bank's 2018 Annual Report.
3. Changes in senior management:
 - (1) Upon the appointment by the Bank and the approval by the CBIRC, Mr. Liao Lin commenced his position as executive vice president of the Bank from September 2018.
 - (2) Mr. Huang Zhiling commenced his position as secretary to the Board since February 2018 to May 2019.
 - (3) Mr. Liao Lin commenced his position as chief risk officer of the Bank since March 2017 to May 2019.
 - (4) Due to change of job, Mr. Zhang Lilin ceased to serve as executive vice president of the Bank since August 2019.
 - (5) By reason of his age, Mr. Wang Zuji ceased to serve as president of the Bank since March 2019.
 - (6) By reason of his age, Mr. Pang Xiusheng ceased to serve as executive vice president of the Bank since September 2018.
 - (7) By reason of his age, Mr. Yu Jingbo ceased to serve as executive vice president of the Bank since May 2018.
 - (8) By reason of his age, Mr. Chen Caihong ceased to serve as secretary to the Board of the Bank since February 2018.