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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 Meeting of the Board of Directors
(27 March 2020)**

The meeting (the “**Meeting**”) of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 27 March 2020 in Beijing. The Bank issued the written notice of the Meeting on 13 March 2020. 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* and the *Articles of Association of China Construction Bank Corporation* (the “**Articles of Association**”) and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the 2019 Annual Report, the Results Announcement and the Summary

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

It was resolved that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the 2019 Annual Report of China Construction Bank Corporation be submitted to the 2019 shareholders' annual general meeting of the Bank for consideration.

II. Proposal regarding the 2019 Internal Control Assessment Report of China Construction Bank Corporation

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

For details regarding the 2019 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).

III. Proposal regarding the 2019 Profit Distribution Plan of China Construction Bank Corporation

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

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

The 2019 Profit Distribution Plan of the Bank is as follows:

1. On the basis of the after-tax profit of the Bank for 2019 in the amount of RMB259,466 million, 10% of such profit (being RMB25,947 million) be appropriated to the statutory surplus reserve fund;
2. RMB33,824 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 2019 of RMB0.320 per share (inclusive of taxes) be distributed to all the shareholders of the Bank (whose names appear on the shareholders' register after the close of trading hours on 9 July 2020). The total amount of cash dividend is RMB80,004 million;
4. No capitalisation of the capital reserve to share capital in 2019.

It was resolved that this proposal be submitted to the 2019 shareholders' annual general meeting of the Bank for consideration.

IV. Proposal regarding the Engagement of External Auditors for 2020

Voting results: voted in favour: 14 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 2019 shareholders' annual 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).

V. Proposal regarding the 2019 Capital Adequacy Ratio Management Report

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

VI. Proposal regarding the 2019 Capital Adequacy Ratio Disclosure Report

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

For details regarding the 2019 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).

VII. Proposal regarding Integrating Business Management Departments of the Financial Market Business Section

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

VIII. Proposal regarding the 2019 Comprehensive Risk Management Report of China Construction Bank Corporation

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

IX. Proposal regarding the Re-election of Mr. Tian Guoli as Executive Director of the Bank

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

Mr. Tian Guoli has abstained from voting on this proposal.

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

It was resolved that Mr. Tian Guoli be nominated for re-election as executive director of the Bank, whose term of office will be three years and will terminate on the date of the 2022 shareholders' annual general meeting of the Bank. Mr. Tian Guoli satisfies the qualifications and requirements of a director required by relevant laws, regulations and the Articles of Association.

Mr. Tian Guoli, age 59, has served as chairman and executive director of the Bank since October 2017, concurrently as chairman of Sino-German Bausparkasse since March 2018. Mr. Tian currently also serves as chairman of China Banking Association, a member of the Expert Committee for the 14th Five-Year Plan for Economic and Social Development of China, a member of the Monetary Policy Committee of the People's Bank of China and chairman of Asian Financial Cooperation Association and a member of International Advisory Panel of Monetary Authority of Singapore. Mr. Tian joined Bank of China in April 2013 and served as chairman of BOC from May 2013 to August 2017. During this period, he also served as chairman and non-executive director of Bank of China Hong Kong (Holdings) Limited. From December 2010 to April 2013, Mr. Tian served as vice chairman and general manager of China CITIC Group Corporation. During this period, he also served as chairman and non-executive director of China CITIC Bank Corporation Limited. From April 1999 to December 2010, Mr. Tian served consecutively as vice president and president of China Cinda Asset Management Company, and chairman of China Cinda Asset Management Co., Ltd. From July 1983 to April 1999, Mr. Tian held various positions in the Bank, including sub-branch general manager, branch deputy manager, department general manager of the Head Office of the Bank, and assistant president of the Bank. Mr. Tian is a senior economist. He received a bachelor's degree in economics from Hubei Institute of Finance and Economics in 1983.

Save as disclosed in the biographical details, Mr. Tian Guoli has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Tian Guoli has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Mr. Tian Guoli is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*. Mr. Tian Guoli 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. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

It was resolved that this proposal be submitted to the shareholders' general meeting of the Bank for consideration. After this approval, Mr. Tian Guoli will continue to serve as the chairman of the Board, executive director and chairman of the Strategy Development Committee of the Board.

X. Proposal regarding the Re-election of Sir Malcolm Christopher McCarthy as Independent Non-executive Director of the Bank

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

Sir Malcolm Christopher McCarthy has abstained from voting on this proposal.

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

It was resolved that Sir Malcolm Christopher McCarthy 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 2022 shareholders' annual general meeting of the Bank. Sir Malcolm Christopher McCarthy satisfies the qualifications and requirements of a director required by relevant laws, regulations and the Articles of Association.

Sir Malcolm Christopher McCarthy, age 76, has served as director since August 2017. Sir McCarthy served as independent non-executive director of ICBC from December 2009 to October 2016. He worked first as an economist for ICI before joining the UK Department of Trade and Industry where he held various posts from economic adviser to undersecretary. He subsequently worked as a senior executive of Barclays Bank in London, Japan and North America. He served as chairman and chief executive of Office of Gas and Electricity Markets (Ofgem), chairman of the Financial Services Authority (FSA), non-executive director of Her Majesty's Treasury, chairman of the board of directors of J.C. Flowers & Co. UK Ltd, non-executive director of NIBC Holding N.V., NIBC Bank N.V., OneSavings Bank plc, Castle Trust Capital plc and Intercontinental Exchange (ICE), and trustee of the Said Business School of Oxford University. Sir McCarthy is an Honorary Fellow of Merton College, an Honorary Doctorate of the University of Stirling and the Cass Business School, and a Freeman of the City of London. He has a MA History at Merton College of Oxford University, PhD Economics of Stirling University, and MS at Graduate School of Business of Stanford University.

Save as disclosed in the biographical details, Sir Malcolm Christopher McCarthy has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Sir Malcolm Christopher McCarthy has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Sir Malcolm Christopher McCarthy is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*. Sir Malcolm Christopher McCarthy 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. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

It was resolved that this proposal be submitted to the shareholders' general meeting of the Bank for consideration. After this approval, Sir Malcolm Christopher McCarthy will continue to serve as an independent non-executive director of the Bank, chairman of the Nomination and Remuneration Committee, a member of each of the Strategy Development Committee and the Risk Management Committee of the Board.

XI. Proposal regarding the 2020 Performance Assessment Plan for Executive Directors of China Construction Bank Corporation

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

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

XII. Proposal regarding the 2020 Performance Assessment Plan for Senior Management of China Construction Bank Corporation

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

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

XIII. Proposal regarding the Corporate Social Responsibility Report 2019 of China Construction Bank Corporation

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

For details regarding the Corporate Social Responsibility Report 2019 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).

XIV. Proposal regarding the 2019 Special Report on the Related Party Transactions of China Construction Bank Corporation

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

The 2019 Special Report on the Related Party Transactions of China Construction Bank Corporation will be submitted to the shareholders' general meeting for review as the materials of the 2019 shareholders' annual general meeting.

XV. Proposal regarding the Convening of the 2019 Shareholders' Annual General Meeting

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

It was resolved that the 2019 shareholders' annual general meeting of the Bank be convened on Friday, 19 June 2020. Notice of the 2019 shareholders' annual general meeting 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

27 March 2020

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. 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, Mr. Graeme Wheeler and Mr. Michel Madelain.