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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 April 2023)**

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 April 2023 in Beijing. The Bank issued the written notice of the Meeting on 13 April 2023. 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*, 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 Issuance of Qualified Write-down Tier-2 Capital Instruments**

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

1. It was agreed that the Bank will issue qualified write-down tier-2 capital instruments in accordance with the following terms and conditions, subject to the approvals of the shareholders' general meeting and relevant regulatory authorities:
  - (1) Total issuance amount: not more than RMB200 billion or its equivalent;
  - (2) Type of instruments: qualified write-down tier-2 capital instruments, which fulfill the relevant requirements as stipulated in the *Administrative Measures for the Capital of Commercial Banks (Provisional)*, and can be used to replenish the capital of commercial banks;

- (3) Target market: domestic and overseas markets;
  - (4) Term: not less than 5 years;
  - (5) Means of loss absorption: upon the occurrence of the triggering events as specified in the issuance document, the loss shall be absorbed through a write-down mechanism;
  - (6) Interest rate: to be determined with reference to the market interest rates;
  - (7) Use of proceeds: to replenish tier-2 capital of the Bank;
  - (8) Term of validity of the resolution: from the date of approval by the shareholders' general meeting to 30 June 2025.
2. It was agreed to propose the shareholders' general meeting to consider and approve to authorize the Board, which shall sub-delegate the authority to the senior management, to determine the specific issuance plan and terms regarding the qualified write-down tier-2 capital instruments and handle specific matters such as regulatory approval and issuance, pursuant to the regulations and approval requirements promulgated by the relevant regulatory authorities and based on specific circumstances. The aforesaid authorizations shall be effective from the date of approval by the shareholders' general meeting to 30 June 2025. Meanwhile, the senior management shall be sub-delegated with the authority to handle all related matters such as payment of interest, redemption and write-down of such capital instruments in accordance with the regulations and approval requirements promulgated by the relevant regulatory authorities during the term of such capital instruments.

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

## **II. Proposal on the 2023 Internal Capital Adequacy Assessment Report of CCB**

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

## **III. Proposal on Allocating the Working Capital for China Construction Bank Corporation Luxembourg Branch**

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

#### **IV. Proposal on the First Quarter Report of 2023**

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

For details regarding the *First Quarter Report of 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)).

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

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

#### **VI. Proposal on 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.

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

Mr. Tian Guoli satisfies the appointment qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. It was resolved at the Meeting that Mr. Tian Guoli be nominated for re-election as executive director of the Bank, whose term of office will be three years, terminating on the date of the 2025 annual general meeting of the Bank.

Mr. Tian Guoli, born in December 1960, is of Chinese nationality. Mr. Tian has served as chairman of the Board and executive director of the Bank since October 2017, concurrently as chairman of Sino-German Bausparkasse Co., Ltd. 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, chairman of the Payment & Clearing Association of China and a member of International Advisory Panel of Monetary Authority of Singapore. Mr. Tian served as chairman of Bank of China Limited from May 2013 to August 2017, during which he also served as chairman and non-executive director of BOC Hong Kong (Holdings) Limited. From December 2010 to April 2013, he served as vice chairman and general manager of China CITIC Group Corporation, during which he also served as chairman and non-executive director of China CITIC Bank Corporation Limited. From April 1999 to December 2010, he 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 positions in the Bank, including branch deputy general manager, general manager of head office departments, 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 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.

The emoluments of Mr. Tian Guoli shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. 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 emoluments are determined. For details of the emoluments, 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, Mr. Tian Guoli will continue to serve as chairman of the Board, executive director and chairman of the Strategy Development Committee of the Board of the Bank.

## **VII. Proposal on the Re-election of Ms. Shao Min as Non-executive Director of the Bank**

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

Ms. Shao Min has abstained from voting on this proposal.

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

Ms. Shao Min satisfies the appointment qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. It was resolved at the Meeting that Ms. Shao Min be nominated for re-election as non-executive director of the Bank, whose term of office will be three years, terminating on the date of the 2025 annual general meeting of the Bank.

Ms. Shao Min, born in August 1964, is of Chinese nationality. Ms. Shao has served as non-executive director of the Bank since January 2021. Ms. Shao joined Central Huijin Investment Ltd. in 2021. Ms. Shao served as senior counsel of the supervision and evaluation bureau of Ministry of Finance from June 2019 to February 2021. From April 2019 to June 2019, Ms. Shao was counsel of the supervision and evaluation bureau of Ministry of Finance. From September 2015 to April 2019, Ms. Shao was deputy director-general of the accounting department of Ministry of Finance. From August 1987 to September 2015, Ms. Shao consecutively served as chief staff member and assistant consultant of the industrial transportation finance department of Ministry of Finance, assistant consultant and deputy director of the fiscal supervision department of Ministry of Finance, and deputy director, director and deputy director-general of the supervision and inspection bureau of Ministry of Finance. Ms. Shao graduated from Dongbei University of Finance & Economics with a bachelor's degree in economics in 1987.

Save as disclosed in the biographical details, Ms. Shao Min confirms that: (i) she has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) she 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) she did not hold any directorship in any other listed company in the last three years, nor does she hold any positions in any members of the Group; and (iv) she 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.

Ms. Shao Min as non-executive director of the Bank will not receive any emoluments from the Bank.

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, Ms. Shao Min will continue to serve as non-executive director, member of each of the Strategy Development Committee and Nomination and Remuneration Committee of the Board of the Bank.

#### **VIII. Proposal on the Re-election of Ms. Liu Fang as Non-executive Director of the Bank**

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

Ms. Liu Fang has abstained from voting on this proposal.

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

Ms. Liu Fang satisfies the appointment qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. It was resolved at the Meeting that Ms. Liu Fang be nominated for re-election as non-executive director of the Bank, whose term of office will be three years, terminating on the date of the 2025 annual general meeting of the Bank.

Ms. Liu Fang, born in July 1973, is of Chinese nationality. Ms. Liu has served as non-executive director of the Bank since January 2021. Ms. Liu joined Central Huijin Investment Ltd. in 2021. Ms. Liu served as deputy director-general of the general affairs department (policy and regulation department) and counsel of State Administration of Foreign Exchange (“SAFE”) from July 2019 to February 2021. From March 2015 to June 2019, she was deputy director-general of the general affairs department (policy and regulation department) of SAFE. From July 1999 to February 2015, Ms. Liu consecutively served as chief staff member and deputy director of the international balance of payments department of SAFE, deputy director and director of the general affairs department (policy and regulation department) of SAFE. Ms. Liu graduated from School of International Economics of Renmin University of China with a master’s degree in economics in 1999.

Save as disclosed in the biographical details, Ms. Liu Fang confirms that: (i) she has no other relationship with the Bank’s directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) she 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) she did not hold any directorship in any other listed company in the last three years, nor does she hold any positions in any members of the Group; and (iv) she 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.

Ms. Liu Fang as non-executive director of the Bank will not receive any emoluments from the Bank.

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, Ms. Liu Fang will continue to serve as non-executive director, member of each of the Strategy Development Committee and Audit Committee of the Board of the Bank.

Announcement of the captioned matters is hereby given.

By order of the Board  
**China Construction Bank Corporation**  
**Zhang Jinliang**  
*Vice Chairman, Executive Director and President*

28 April 2023

*As at the date of this announcement, the executive directors of the Bank are Mr. Tian Guoli and Mr. Zhang Jinliang; the non-executive directors of the Bank are Mr. Xu Jiandong, Mr. Tian Bo, Mr. Xia Yang, Ms. Shao Min, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Sir Malcolm Christopher McCarthy, Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen and Mr. Leung Kam Chung, Antony.*