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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
(27 March 2015)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 27 March 2015 in Beijing. The Bank issued the written notice of the Meeting on 13 March 2015. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 12 directors were eligible to attend the Meeting and 12 directors attended the Meeting in person. 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 the Bank* and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the 2014 Annual Report, the Summary of Annual Report and the Results Announcement (including the Report of the Board of Directors and the Final Financial Accounts)

Voting results of the proposal: voted in favour: 12 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 2014 Annual Report of the Bank be submitted to the 2014 Shareholders' Annual General Meeting of the Bank for consideration.

II. Proposal regarding the 2014 Profit Distribution Plan

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

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

The 2014 Profit Distribution Plan of the Bank is as follows:

1. On the basis of the after-tax profit of the Bank for 2014 in the amount of RMB225.454 billion, 10% of such profit (being RMB22.545 billion) will be appropriated to the statutory surplus reserve fund;
2. RMB16.248 billion will be set aside as general provisions according to the revised *Administrative Measures for the Provision of Reserves of Financial Enterprises* (Cai Jin [2012] No. 20) issued by the Ministry of Finance;
3. The cash dividend for 2014 will be distributed to all the shareholders (whose names appear on the register of members as of 30 June 2015) in the amount of RMB0.301 (inclusive of taxes) per share, and the cash dividend in total hence would be RMB75.253 billion;
4. No transfer from the capital reserve fund will be made for 2014 to increase the share capital of the Bank.

It was resolved that this proposal be submitted to the 2014 Shareholders' Annual General Meeting of the Bank for consideration.

III. Proposal regarding the 2014 Assessment Report on Internal Control

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

For details regarding the 2014 Assessment Report on Internal Control of the Bank, please refer to the relevant document published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

IV. Proposal regarding the 2014 Social Responsibility Report

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

For details regarding the 2014 Social Responsibility Report of the Bank, please refer to the relevant document published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

V. Proposal regarding the appointment of external auditors for the year of 2015

Voting results of the proposal: voted in favour: 12 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 PricewaterhouseCoopers Zhong Tian LLP be appointed as the domestic accounting firm of the Bank and the Bank's onshore subsidiaries for the year of 2015 and PricewaterhouseCoopers be appointed as the international accounting firm of the Bank and the Bank's offshore subsidiaries for the year of 2015. The audit fee is RMB132 million (inclusive of internal control audit fee).

It was resolved that this proposal be submitted to the 2014 Shareholders' Annual General Meeting of the Bank for consideration.

VI. Proposal regarding the 2014 Capital Adequacy Ratio Management Report

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

VII. Proposal regarding the 2014 Capital Adequacy Ratio Report

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

For details regarding the 2014 Capital Adequacy Ratio Report of the Bank, please refer to the relevant document published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

VIII. Proposal regarding the establishment of a banking subsidiary in Malaysia

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

It was resolved that the establishment of a banking subsidiary in Malaysia by the Bank be approved and the senior management were authorised to deal with the specific affairs in regard to the establishment of a banking subsidiary in Malaysia.

IX. Proposal regarding the 2014 Overall Risk Management Report of the Bank

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

In order to further strengthen overall risk management, enhance market competitiveness and the level of risk control and further improve risk quantification analysis and reporting, the Bank, based on the analysis of the risk management in 2014, assessed the existing risks, formulated relevant countermeasures and prepared the 2014 Overall Risk Management Report of the Bank.

X. Proposal regarding the revision of the risk preference statement

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

XI. Proposal regarding the re-election of Mr. Wang Hongzhang as an executive director of the Bank

Voting results of the proposal: voted in favour: 11 votes, voted against: 0 vote, abstained from voting: 1 vote (Mr. Wang Hongzhang abstained from voting).

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

It was resolved that Mr. Wang Hongzhang be nominated as an executive director of the Bank, whose term of office will be three years and end on the date of the 2017 Shareholders' Annual General Meeting of the Bank. Mr. Wang Hongzhang satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the *Articles of Association of the Bank*.

Mr. Wang Hongzhang, born in July 1954, is of Chinese nationality, has served as chairman and executive director since January 2012. From November 2003 to November 2011, Mr. Wang was chief disciplinary officer of the People's Bank of China ("PBOC"). From June 2000 to November 2003, Mr. Wang was the president of Chengdu Branch of the PBOC and administrator of Sichuan Branch of the State Administration of Foreign Exchange. From April 1996 to June 2000, Mr. Wang was deputy director-general of the Supervision Bureau and director-general of the internal auditing department of the PBOC. From November 1989 to April 1996, Mr. Wang served on various positions including assistant president of Qingdao Branch, deputy director of the General Administration Office, deputy director of the Finance Planning Department and general manager of the banking business department of Industrial and Commercial Bank of China. From January 1984 to November 1989, Mr. Wang worked in the Industrial and Commercial Credit Department and the General Administration Office of Industrial and Commercial Bank of China. From September 1978 to January 1984, Mr. Wang worked in the Credit Bureau, Savings Bureau and Industrial and Commercial Credit Department of the PBOC. Mr. Wang is a senior economist and a certified public accountant. Mr. Wang graduated from Liaoning Finance and Economics College with a bachelor's degree in finance in 1978, and obtained his master's degree in economics from Dongbei University of Finance and Economics in 1997.

Save as disclosed in the biographical details, Mr. Wang Hongzhang has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Wang Hongzhang 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. Wang Hongzhang 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. Wang Hongzhang did not hold any directorship in any listed company in the last three years. Save as his position as chairman of the board in Sino-German Bausparkasse Co., Ltd. and in China Construction Bank (Asia) Corporation Limited, he does not hold any other position in any member 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 2014 Shareholders' Annual General Meeting of the Bank for consideration. After this approval, Mr. Wang Hongzhang will continue to serve as chairman, executive director and chairman of strategy development committee of the Bank.

XII. Proposal regarding election of Mr. Pang Xiusheng as an executive director of the Bank

Voting results of the proposal: voted in favour: 12 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 Mr. Pang Xiusheng be nominated as an executive director of the Bank and recommended as a member of strategy development committee and risk management committee of the Bank, whose term of office will be three years and to be ended on the date of the 2017 Shareholders' Annual General Meeting of the Bank. Mr. Pang Xiusheng satisfies the qualifications and requirements of a director as provided for in relevant laws, regulations and the *Articles of Association of the Bank*.

Mr. Pang Xiusheng, born in May 1958, is of Chinese nationality. Mr. Pang has served as executive vice president of the Bank since February 2010. Mr. Pang served as a member of the senior management of the Bank from December 2009 to February 2010 and chief financial officer of the Bank from April 2006 to December 2009, and served concurrently as chief financial officer of the Bank from December 2009 to March 2011 and from September 2013 to June 2014. He served as executive vice chairman of the Bank's asset and liability committee from March 2006 to April 2006, director of the Bank's restructuring office from May 2005 to March 2006, general manager of Zhejiang Branch of the Bank from June 2003 to May 2005, and acting as the head of Zhejiang Branch of the Bank from April 2003 to June 2003. Mr. Pang served consecutively as deputy general manager of treasury and planning department, deputy general manager of planning and finance department, and general manager of planning and finance department of the Bank from September 1995 to April 2003. Mr. Pang is a senior economist, and a recipient of a special grant by PRC government. He graduated from postgraduate programme in technological economics from Harbin Industrial University in 1995.

Save as disclosed in the biographical details, Mr. Pang Xiusheng has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Pang Xiusheng 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. Pang Xiusheng 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. Pang Xiusheng 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 2014 Shareholders' Annual General Meeting of the Bank for consideration. Mr. Pang Xiusheng will take office upon the approval by both the general meeting of the Bank and China Banking Regulatory Commission. After he takes office, Mr. Pang Xiusheng will additionally serve as a member of the Strategy Development Committee and the Risk Management Committee.

XIII. Proposal regarding nomination of Mr. Murray Horn as a member of Social Responsibility and Related Party Transactions Committee of the Board

Voting results of the proposal: voted in favour: 11 votes, voted against: 0 vote, abstained from voting: 1 vote (Mr. Murray Horn abstained from voting).

It was resolved that Mr. Murray Horn be appointed as a member of Social Responsibility and Related Party Transactions Committee of the Board.

XIV. Proposal regarding the convening of the 2014 Shareholders' Annual General Meeting, the 2015 First A-shares class meeting and the 2015 First H-shares class meeting of the Bank

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

It was resolved that the 2014 Shareholders' Annual General Meeting, the 2015 First A-shares class meeting, and the 2015 First H-shares class meeting of the Bank be convened on Monday, 15 June 2015. Notices of the 2014 Shareholders' Annual General Meeting, the 2015 First A-shares class meeting, and the 2015 First H-shares class 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
Zhang Jianguo
Vice Chairman, Executive Director and President

27 March 2015

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang and Mr. Zhang Jianguo; the non-executive directors of the Bank are Ms. Chen Yuanling, Mr. Xu Tie, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Ms. Elaine La Roche, Mr. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.