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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  
(16 December 2015)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 16 December 2015 in Beijing. The Bank issued the written notice of the Meeting on 2 December 2015. The Meeting was chaired by Mr. Wang Hongzhang, chairman of the board of directors of the Bank (the “**Board**”). 16 directors were eligible to attend the Meeting and 16 of them 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 *Risk Appetite Statement of China Construction Bank (for the year 2016)***

Voting results: voted in favour: 16 votes, voted against: 0 vote, abstained from voting: 0 vote.

**II. Proposal regarding the *Remuneration Distribution and Settlement Plan for Directors and Supervisors of the Bank for the year 2014***

Voting results: voted in favour: 16 votes, voted against: 0 vote, abstained from voting: 0 vote.

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

This proposal will be submitted to shareholders' general meeting for consideration.

Please refer to appendix I of this announcement for the *Remuneration Distribution and Settlement Plan for Directors and Supervisors for the year 2014*

**III. Proposal regarding the *Remuneration Distribution and Settlement Plan for Senior Management of the Bank for the year 2014***

Voting results: voted in favour: 15 votes, voted against: 0 vote, abstained from voting: 1 vote.

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

Please refer to appendix II of this announcement for the *Remuneration Distribution and Settlement Plan for Senior Management for the year 2014*

Announcement of the captioned matters is hereby given.

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

16 December 2015

*As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Wang Zuji, Mr. Pang Xiusheng and Mr. Zhang Gengsheng; the non-executive directors of the Bank are Mr. Li Jun, Ms. Chen Yuanling, Ms. Hao Aiqun, 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.*

## Appendix I:

### Remuneration Distribution and Settlement Plan for Directors and Supervisors for the year 2014

Unit: Renminbi Yuan

Name	Total remuneration in 2014 (before tax)					Deferred payment for the annual performance bonus f	Actual payment before tax in 2014 g=a-f	Whether remuneration was received from controlling shareholder
	Total	Annual basic salary	Annual performance bonus	Allowance	Welfare			
	a=b+c+d+e	b	c	d	e			
<b>Directors (holding office at the end of the year 2014)</b>								
Wang Hongzhang	2,248,152	525,000	1,372,000	-	351,152	686,001	1,562,151	No
Zhang Jianguo	2,078,281	472,500	1,234,800	-	370,981	617,401	1,460,880	No
Zhu Hongbo	1,934,160	446,250	1,165,754	-	322,156	582,878	1,351,282	No
Hu Zheyi	1,934,160	446,250	1,165,754	-	322,156	582,878	1,351,282	No
Chen Yuanling	-	-	-	-	-	-	-	Yes
Xu Tie	-	-	-	-	-	-	-	Yes
Guo Yanpeng	-	-	-	-	-	-	-	Yes
Dong Shi	-	-	-	-	-	-	-	Yes
Zhang Long	405,000	-	-	405,000	-	-	405,000	No
Elaine La Roche	410,000	-	-	410,000	-	-	410,000	No
Chung Shui Ming Timpson	440,000	-	-	440,000	-	-	440,000	No
Wim Kok	360,000	-	-	360,000	-	-	360,000	No
Murray Horn	420,000	-	-	420,000	-	-	420,000	No
Margaret Leung Ko May Yee	410,000	-	-	410,000	-	-	410,000	No
<b>Directors resigned during the year of 2014</b>								
Qi Shouyin	-	-	-	-	-	-	-	Yes
Zhang Yanling	-	-	-	-	-	-	-	Yes
Zhao Xijun	102,500	-	-	102,500	-	-	102,500	No
<b>Supervisors (holding office at the end of the year 2014)</b>								
Guo You	1,701,104	385,000	1,006,133	-	309,971	503,068	1,198,036	No
Liu Jin	1,515,490	341,250	891,459	-	282,781	445,731	1,069,759	No
Li Xiaoling	1,515,490	341,250	891,459	-	282,781	445,731	1,069,759	No
Jin Panshi <sup>4</sup>	50,000	-	-	50,000	-	-	50,000	No
Zhang Huajian <sup>4</sup>	50,000	-	-	50,000	-	-	50,000	No
Wang Lin <sup>4</sup>	45,833	-	-	45,833	-	-	45,833	No
Wang Xinmin	191,667	-	-	191,667	-	-	191,667	No
Bai Jianjun	250,000	-	-	250,000	-	-	250,000	No

Name	Total remuneration in 2014 (before tax)					Deferred payment for the annual performance bonus	Actual payment before tax in 2014	Whether remuneration was received from controlling shareholder
	Total	Annual basic salary	Annual performance bonus	Allowance	Welfare			
	a=b+c+d+e	b	c	d	e			
<b>Supervisors resigned during the year of 2014</b>								
Zhang Furong	2,039,417	462,000	1,206,436	-	370,981	603,219	1,436,198	No
Li Weiping	4,167	-	-	4,167	-	-	4,167	No
Huang Shuping	16,667	-	-	16,667	-	-	16,667	No

*Notes:*

1. In accordance with the relevant state regulations, the remuneration of the chairman of the Board, president, chairman of the board of supervisors, as well as certain directors, supervisors and senior management of the Bank in 2014 will be paid in compliance with the original measures. Beginning from 2015, the remuneration of the responsible officer of central government enterprise of the Bank will follow the reformed relevant policy of the central government. The actual remuneration payment terms will be disclosed in the annual report of 2015.
2. 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 2014, including the “remuneration paid” which has been disclosed in the Bank’s 2014 Annual Report. This plan is additional information to the remuneration of the directors and supervisors in the Bank’s 2014 Annual Report.
3. Ms. Chen Yuanling, Mr. Xu Tie, Mr. Guo Yanpeng, Mr. Dong Shi, Mr. Qi Shouyin, Ms. Zhang Yanling were appointed by Central Huijin Investment Ltd. (“**Huijin**”) to serve as directors of the Bank; their remunerations are paid by Huijin, as such, those are not disclosed in the above table.
4. Remuneration payment (before tax) was received in his capacity as an employee representative supervisor of the Bank.
5. Change of directors:
  - (1) Ms. Zhang Yanling and Mr. Guo Yanpeng have ceased to serve as non-executive directors of the Bank and Mr. Zhang Long has served as an independent non-executive director of the Bank since January 2014.
  - (2) Mr. Zhao Xijun has ceased to serve as an independent non-executive director of the Bank since March 2014.
  - (3) Ms. Zhang Yanling has ceased to serve as a non-executive director of the Bank since May 2014.
  - (4) Mr. Qi Shouyin has ceased to serve as a non-executive director of the Bank since October 2014.
  - (5) Mr. Hu Zheyi has ceased to serve as an executive director of the Bank since January 2015.
  - (6) Mr. Zhu Hongbo has ceased to serve as an executive director of the Bank since March 2015.
  - (7) Mr. Zhang Jianguo has ceased to serve as the vice chairman of the Board and an executive director of the Bank since June 2015.
  - (8) Mr. Wang Zuji has served as the vice chairman of the Board and an executive director of the Bank since July 2015.
  - (9) Ms. Hao Aiqun has served as a non-executive director of the Bank since July 2015.

(10) Mr. Pang Xiusheng and Mr. Zhang Gengsheng have served as executive directors of the Bank since August 2015.

(11) Mr. Li Jun has served as a non-executive director of the Bank since September 2015.

6. Change of supervisors:

(1) Mr. Wang Lin has served as an employee representative supervisor of the Bank and Mr. Li Weiping has ceased to serve as an employee representative supervisor of the Bank since January 2014.

(2) Ms. Wang Shuping has ceased to serve as an employee representative supervisor of the Bank since April 2014.

(3) Mr. Zhang Furong has ceased to serve as the chairman of the board of supervisors and a shareholder representative supervisor of the Bank and Mr. Guo You served as the chairman of the board of supervisors and a shareholder representative supervisor of the Bank since June 2014.

Appendix II:

**Remuneration Distribution and Settlement Plan for Senior Management for the year 2014**

Unit: Renminbi Yuan

Name	Total remuneration in 2014 (before tax)				Deferred payment for the annual performance bonus e	Actual payment before tax in 2014 f=a-e	Whether remuneration was received from controlling shareholder
	Total	Annual basic salary	Annual performance bonus	Welfare			
	a=b+c+d	b	c	d			
<b>Senior management (holding office at the end of the year 2014)</b>							
Zhang Jianguo	2,078,281	472,500	1,234,800	370,981	617,401	1,460,880	No
Zhu Hongbo	1,934,160	446,250	1,165,754	322,156	582,878	1,351,282	No
Hu Zheyi	1,934,160	446,250	1,165,754	322,156	582,878	1,351,282	No
Pang Xiusheng	1,934,160	446,250	1,165,754	322,156	582,878	1,351,282	No
Zhang Gengsheng	1,934,160	446,250	1,165,754	322,156	582,878	1,351,282	No
Yang Wensheng	1,934,160	446,250	1,165,754	322,156	582,878	1,351,282	No
Huang Yi	1,772,983	409,063	1,068,200	295,720	534,101	1,238,882	No
Yu Jingbo	1,817,395	421,750	1,101,751	293,894	550,877	1,266,518	No
Zeng Jianhua	1,763,167	409,500	1,069,751	283,916	534,877	1,228,290	No
Xu Yiming	883,963	204,750	534,875	144,338	267,439	616,524	No
Chen Caihong	1,763,145	409,500	1,069,751	283,894	534,877	1,228,268	No
<b>Senior management resigned during the year of 2014</b>							
Zhao Huan	160,772	37,188	97,148	26,436	48,575	112,197	No

*Notes:*

1. In accordance with the relevant state regulations, the remuneration of the chairman of the Board, president, chairman of the board of supervisors, as well as certain directors, supervisors and senior management in 2014 will be paid in compliance with the original measures. Beginning from 2015, the remuneration of the responsible officer of central government enterprise of the Bank will follow the reformed relevant policy of the central government. The actual remuneration payment terms will be disclosed in the annual report of 2015.
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 2014, including the “remuneration paid” which has been disclosed in the Bank’s 2014 Annual Report. This plan is additional information to the remuneration of the directors and supervisors in the Bank’s 2014 Annual Report.
3. Change of senior management:
  - (1) Mr. Zhao Huan has ceased to serve as the executive vice president of the Bank since January 2014.
  - (2) Mr. Huang Yi has served as the executive vice president of the Bank since April 2014.
  - (3) Mr. Pang Xiusheng has ceased to hold a concurrent position as the chief financial officer of the Bank since June 2014.
  - (4) Mr. Xu Yiming has served as the chief financial officer of the Bank since June 2014.
  - (5) Mr. Yu Jingbo has served as the executive vice president of the Bank since December 2014.
  - (6) Mr. Hu Zheyi has ceased to serve as the executive vice president of the Bank since January 2015.
  - (7) Mr. Yu Jingbo has ceased to hold a concurrent position as the chief audit officer of the Bank since February 2015.
  - (8) Mr. Zhu Hongbo has ceased to serve as the executive vice president of the Bank since March 2015.
  - (9) Mr. Zhang Jianguo has ceased to serve as the president of the Bank since June 2015.
  - (10) Mr. Wang Zuji has served as the president of the Bank since July 2015.