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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  
(25 August 2016)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 25 August 2016 in Beijing. The Bank issued the written notice of the Meeting on 11 August 2016. 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 11 of them attended the Meeting in person. Mr. Pang Xiusheng, a director of the Bank, appointed Mr. Wang Zuji, vice chairman of the Board, as his proxy to attend the Meeting and vote on his 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 the Bank and other relevant rules.

The following resolutions were considered and approved at the Meeting:

**I. Proposal regarding the Half-Year Report, the Interim Results Announcement and the Summary of the Half-Year Report of 2016**

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

For more details, please refer to the relevant documents published on the website of The Stock Exchange of Hong Kong Limited ([www.hknews.hk](http://www.hknews.hk)).

**II. Proposal regarding the Overall Risk Management Report of the First Half of 2016 of China Construction Bank Corporation**

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

**III. Proposal regarding the Recovery and Resolution Plan of China Construction Bank Corporation**

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

**IV. Proposal regarding the Transfer of Loans to Inner Mongolia Talent Chemical Fertilizer Co., Ltd.**

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

**V. Proposal regarding the Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the year 2015**

Voting results: the Board agreed to submit this proposal to shareholders' general meeting of the Bank for consideration.

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

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

Please refer to Appendix I of this announcement for the Remuneration Distribution and Settlement Plan for Directors and Supervisors of China Construction Bank Corporation for the year 2015.

**VI. Proposal regarding the Remuneration Distribution and Settlement Plan for Senior Management of China Construction Bank Corporation for the year 2015**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote. Mr. Wang Zuji, vice chairman of the Board, Mr. Pang Xiusheng and Mr. Zhang Gengsheng, directors of the Bank, abstained from voting on this proposal, as all being the senior management of the Bank.

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 of China Construction Bank Corporation for the year 2015.

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*

25 August 2016

*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. Hao Aiqun, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Mr. Chung Shui Ming Timpson, Mr. Wim Kok and Mr. Murray Horn.*

## Appendix I:

**Remuneration Distribution and Settlement Plan for Directors and Supervisors  
of China Construction Bank Corporation for the year 2015**

Name	Remuneration (before tax) received from the Bank in 2015 (Unit: RMB ten thousands)					Whether remuneration was received from shareholder company(ies) or other related party(ies) <sup>4</sup>
	Remuneration payable (1)	Social insurance, annuity, supplementary medical insurance and housing funds contributed by the Bank (2)	Other monetary income (3)	Total (4) = (1)+(2)+(3)	Allowance <sup>2</sup>	
<b>Directors (holding office as at the end of the year 2015)</b>						
Wang Hongzhang	65.19	15.08	-	80.27	-	No
Wang Zuji	38.03	10.33	-	48.36	-	No
Pang Xiusheng	58.64	16.13	-	74.77	-	No
Zhang Gengsheng	58.63	16.13	-	74.76	-	No
Li Jun <sup>4</sup>	-	-	-	-	-	Yes
Chen Yuanling <sup>4</sup>	-	-	-	-	-	Yes
Hao Aiqun <sup>4</sup>	-	-	-	-	-	Yes
Xu Tie <sup>4</sup>	-	-	-	-	-	Yes
Guo Yanpeng <sup>4</sup>	-	-	-	-	-	Yes
Dong Shi <sup>4</sup>	-	-	-	-	-	Yes
Zhang Long	-	-	-	-	41	No
Chung Shui Ming Timpson	-	-	-	-	44	No
Wim Kok	-	-	-	-	37.17	No
Murray Horn	-	-	-	-	46.25	No
Margaret Leung Ko May Yee	-	-	-	-	39	No
<b>Directors resigned during the year of 2015</b>						
Zhang Jianguo	46.43	17.29	-	63.72	-	No
Zhu Hongbo	9.77	2.59	-	12.36	-	No
Hu Zheyi	4.89	1.3	-	6.19	-	No
Elaine La Roche	-	-	-	-	40	No
<b>Supervisors (holding office at the end of the year 2015)</b>						
Guo You	65.17	17.29	-	82.46	-	No
Liu Jin	152	15.19	-	167.19	-	No
Li Xiaoling	152	15.19	-	167.19	-	No
Jin Panshi	-	-	-	-	5	No
Zhang Huajian	-	-	-	-	5	No
Wang Lin	-	-	-	-	5	No
Wang Xinmin <sup>5</sup>	-	-	-	-	-	No
Bai Jianjun	-	-	-	-	25	No

*Notes:*

1. From 2015 onwards, remuneration of the Bank's leaders administered by central authorities will be paid in accordance with relevant policies relating to the central remuneration reform.
2. In accordance with relevant laws and regulations, independent non-executive directors, external supervisors and employee representative supervisors receive allowance 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 2015, including the "remuneration paid" as disclosed in the Bank's 2015 Annual Report. This plan is additional information to the remuneration of the directors and supervisors as disclosed in the Bank's 2015 Annual Report.
4. Mr. Li Jun, Ms. Chen Yuanling, Ms. Hao Aiqun, Mr. Xu Tie, Mr. Guo Yanpeng and Mr. Dong Shi were appointed by Central Huijin Investment Ltd. ("**Huijin**") to serve as directors of the Bank; their remunerations are paid by Huijin. Apart from this, some of the Bank's independent non-executive directors and external supervisors hold positions as directors or senior management in other legal entities or organizations, such legal entities or organizations 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. In accordance with relevant laws and regulations, Mr. Wang Xinmin did not receive allowance as external supervisor from the Bank.
6. Changes in directors and supervisors:
  - (1) Mr. Hu Zheyi ceased to serve as an executive director of the Bank since January 2015.
  - (2) Mr. Zhu Hongbo ceased to serve as an executive director of the Bank since March 2015.
  - (3) Mr. Zhang Jianguo ceased to serve as the vice chairman and an executive director of the Bank since June 2015.
  - (4) Mr. Wang Zuji commenced his positions as the vice chairman and an executive director of the Bank from July 2015.
  - (5) Ms. Hao Aiqun commenced her position as a non-executive director of the Bank from July 2015.
  - (6) Mr. Pang Xiusheng and Mr. Zhang Gengsheng commenced their positions as executive directors of the Bank from August 2015.
  - (7) Mr. Li Jun commenced his position as a non-executive director of the Bank from September 2015.
  - (8) Ms. Elaine La Roche ceased to serve as an independent non-executive director of the Bank since January 2016.
  - (9) From January 2016, Mr. Li Xiukun, Mr. Jin Yanmin and Mr. Li Zhenyu commenced their positions as employee representative supervisors of the Bank; and Mr. Jin Panshi, Mr Zhang Jianhua and Mr. Wang Lin ceased to serve as employee representative supervisors of the Bank.
  - (10) Ms. Chen Yuanling and Mr. Xu Tie ceased to serve as non-executive directors of the Bank, and Ms. Margaret Leung Ko May Yee ceased to serve as an independent non-executive director of the Bank since June 2016.
  - (11) Mr. Wang Xinmin ceased to serve as an external supervisor of the Bank since June 2016.

## Appendix II:

**Remuneration Distribution and Settlement Plan for Senior Management  
of China Construction Bank Corporation for the year 2015**

Name	Remuneration (before tax) received from the Bank in 2015 (Unit: RMB ten thousands)				Whether remuneration was received from shareholder company(ies) or other related party(ies)
	Remuneration payable (1)	Social insurance, annuity, supplementary medical insurance and housing funds contributed by the Bank (2)	Other monetary income (3)	Total (4) = (1)+(2)+(3)	
<b>Senior management (holding office as at the end of the year 2015)</b>					
Wang Zuji	38.03	10.33	–	48.36	No
Pang Xiusheng	58.64	16.13	–	74.77	No
Zhang Gengsheng	58.63	16.13	–	74.76	No
Yang Wensheng	58.64	16.13	–	74.77	No
Huang Yi	58.63	16.13	–	74.76	No
Yu Jingbo	58.63	15.71	–	74.34	No
Zhu Kepeng	19.55	5.57	–	25.12	No
Zeng Jianhua	182.35	15.36	–	197.71	No
Xu Yiming	182.35	15.36	–	197.71	No
Chen Caihong	182.35	15.36	–	197.71	No
<b>Senior management resigned during the year 2015</b>					
Zhang Jianguo	46.43	17.29	–	63.72	No
Zhu Hongbo	9.77	2.59	–	12.36	No
Hu Zheyi	4.89	1.3	–	6.19	No

*Notes:*

1. From 2015 onwards, remuneration of the Bank's leaders administered by central authorities will be 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 2015, including the "remuneration paid" as disclosed in the Bank's 2015 Annual Report. This plan is additional information to the remuneration of the senior management as disclosed in the Bank's 2015 Annual Report.
3. Changes in senior management:
  - (1) Mr. Hu Zheyi ceased to serve as the vice president of the Bank since January 2015.
  - (2) Mr. Yu Jingbo ceased to hold a concurrent position as the chief auditing officer of the Bank since February 2015.
  - (3) Mr. Zhu Hongbo ceased to serve as the vice president of the Bank since March 2015.
  - (4) Mr. Zhang Jianguo ceased to serve as the president of the Bank since June 2015.
  - (5) Mr. Wang Zuji commenced his position as the president of the Bank from July 2015.
  - (6) Mr. Zhu Kepeng commenced his position as the chief disciplinary officer of the Bank from July 2015.