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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 Supervisors
(27 April 2017)**

The meeting of the board of supervisors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 27 April 2017 in Beijing. The Bank issued a written notice of the Meeting on 17 April 2017. The Meeting was chaired by Mr. Guo You, chairman of the board of supervisors. 7 supervisors were eligible to attend the Meeting and 6 supervisors attended the Meeting in person. Mr. Li Xiukun appointed Mr. Jin Yanmin as his proxy to attend and vote on his behalf. Some of the senior management were present at the Meeting. 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* and other relevant rules.

The following resolutions were considered and approved at the Meeting:

1. The Proposal regarding the Report for the First Quarter of 2017

Voting results of the proposal: voted in favour: 7 votes, voted against: 0 vote, abstained from voting: 0 vote.

The board of supervisors of the Bank was of the opinion that the preparation and examination procedures relating to report for the first quarter of 2017 complied with the laws, administrative regulations and regulatory provisions. The content of the report was true, accurate and complete and reflected the actual circumstances of the Bank.

2. The Proposal regarding the Nomination of Mr. Guo You to be Re-appointed as Shareholder Representative Supervisor of the Bank

Voting results of the proposal: voted in favour: 7 votes, voted against: 0 vote, abstained from voting: 0 vote.

The board of supervisors proposes to nominate Mr. Guo You to be re-appointed as shareholder representative supervisor of the Bank, whose term of office will be three years and will end on the date of the 2019 shareholders' annual general meeting of the Bank. Mr. Guo You satisfies the qualifications and requirements of a supervisor as provided for in relevant laws, regulations and the articles of association of the Bank.

Mr. Guo You, aged 59, has served as supervisor of the Bank since June 2014. Mr. Guo You served as vice chairman of the board of directors of China Everbright Group, executive director and president of China Everbright Bank Co., Ltd from August 2004 to January 2014. From November 2001 to July 2004, Mr. Guo You served as executive director and deputy general manager of China Everbright Group and chief executive officer of China Everbright Holdings Limited. From December 1999 to November 2001, Mr. Guo You was chief executive officer of China Everbright Limited. From August 1998 to December 1999, Mr. Guo You served as executive vice president of China Everbright Bank Co., Ltd. From November 1994 to August 1998, Mr. Guo You successively served as director of the foreign exchange transaction department of the Foreign Exchange Reserves Business Centre of the SAFE, general manager of China Investment Corporation (Singapore) and deputy director-general of foreign financial institutions department of the People's Bank of China. Mr. Guo You is a senior economist. He graduated from Heihe Normal College and the American Institute of Yellow River University, and obtained a PhD degree in finance from the Southwestern University of Finance and Economics.

Emoluments of Mr. Guo You shall be determined pursuant to the *Interim Measures on Emoluments Distributions for Directors and Supervisors of China Construction Bank Corporation*. The nomination and remuneration committee of the board of directors shall, at the end of each year, propose the emoluments distribution plan, which shall be presented to the board of directors for consideration and be submitted to the shareholders' general meeting for approval.

Save as disclosed in the biographical details, Mr. Guo You is not connected with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder, and Mr. Guo You is not holding any equity interest in the Bank as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), 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 Mr. Guo You 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. Guo You did not hold any directorship in other listed companies in the last three years, nor is Mr. Guo You holding 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 2016 shareholders' annual general meeting of the Bank for consideration.

3. The Proposal regarding the Revisions to the Rules of Procedure for the Board of Supervisors

Voting results of the proposal: voted in favour: 7 votes, voted against: 0 vote, abstained from voting: 0 vote.

The Meeting approved the revisions to the *Rules of Procedure for the Board of Supervisors of China Construction Bank Corporation* and will submit this proposal to the 2016 shareholders' annual general meeting of the Bank for consideration. For details regarding the aforesaid revisions, please refer to the attachment to this announcement.

It was resolved to propose the shareholders' general meeting to authorize the board of supervisors to make corresponding revisions to the *Rules of Procedure for the Board of Supervisors of China Construction Bank Corporation* based on the regulatory authorities' and State-owned assets management department's opinions or requirements on the *Articles of Association of China Construction Bank Corporation* as needed.

It was resolved that this proposal be submitted to the 2016 shareholders' annual general meeting of the Bank for consideration.

4. The Proposal regarding the Revisions to the Working Regulations of the Performance and Due Diligence Supervision Committee

Voting results of the proposal: voted in favour: 7 votes, voted against: 0 vote, abstained from voting: 0 vote.

Announcement of the captioned matters are hereby given.

Attachment: Revisions to the Rules of Procedure for the Board of Supervisors of China Construction Bank Corporation

By order of the Board of Directors
China Construction Bank Corporation
Wang Zuji

Vice Chairman, Executive Director and President

27 April 2017

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 and Mr. Dong Shi; and the independent non-executive directors of the Bank are Ms. Anita Fung Yuen Mei, Mr. Carl Walter, Mr. Zhang Long, Mr. Chung Shui Ming Timpson, Mr. Wim Kok and Mr. Murray Horn.

Attachment:

Revisions to the Rules of Procedure for the Board of Supervisors of China Construction Bank Corporation

SN	Articles in the Existing Rules of Procedure for the Board of Supervisors	Articles to be Revised
1.	<p>Article 5 Board of Supervisors may, upon the resolution of meetings of Board of Supervisors, propose to Shareholders' General Meeting to dismiss and replace any of the following Independent Directors or external supervisors:</p> <ol style="list-style-type: none"> 1. a person who is no longer qualified for an Independent Director or external supervisor due to change of its position, and who does not propose to resign; 2. a person who failed to attend two thirds of meetings of the Board or Board of Supervisors in person during one year; or an external supervisor who fails to attend in person without appointing another supervisor to attend on its behalf two consecutive meetings of the Board of Supervisors; or an Independent Director fails to attend in person two consecutive meetings of the Board; 3. other circumstances specified in relevant laws, regulations and rules or the AOA of the Bank in which a person is no longer suitable for an Independent Director or external supervisor. <p>Meetings of Board or Board of Supervisors referred to in this Article include both regular meeting and interim meeting.</p>	<p>Article 5 Board of Supervisors shall may, <u>upon the resolution of meetings of Board of Supervisors,</u> propose to Shareholders' General Meeting and Employee Representative Authority to dismiss and replace any of the following Independent Directors or external supervisors:</p> <ol style="list-style-type: none"> 1. a person who is no longer qualified for <u>a</u> Independent Director or external supervisor due to change of its position, and who does not propose to resign; 2. a person who failed to attend two thirds of meetings of the Board or Board of Supervisors in person during one year; or a Director or an external supervisor who fails to attend in person without appointing another Director or supervisor to attend on its behalf two consecutive meetings of the Board or Board of Supervisors; or an Independent Director fails to attend in person two consecutive meetings of the Board; 3. other circumstances specified in relevant laws, regulations and rules or the AOA of the Bank in which a person is no longer suitable for <u>a</u> Independent Director or external supervisor. <p>Meetings of Board or Board of Supervisors referred to in this Article include both regular meeting and interim meeting.</p>

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2.	<p>Article 12 Board of Supervisors shall comprise of seven to nine supervisors, including shareholder representative supervisors, employee representative supervisors and external supervisors, in which, at least one third of supervisors shall be employee representative supervisors and at least two supervisors shall be external supervisors. Shareholder representative supervisors and external supervisor shall be elected and dismissed by the Shareholders' General Meeting, and employee representative supervisors shall be elected and dismissed by Employee Representative Meeting of the Bank.</p> <p>A Director or senior management personnel of the Bank may not act as a supervisor.</p>	<p>Article 12 Board of Supervisors shall comprise of seven to nine supervisors, including shareholder representative supervisors, <u>external supervisors and</u> employee representative supervisors and, in which, at least one third of supervisors shall be employee representative supervisors <u>and at least one third of supervisors shall be external supervisors</u> and at least two supervisors shall be external supervisors.</p> <p>Shareholder <u>representative</u> supervisors and external supervisors shall be elected and dismissed by the Shareholders' General Meeting, and employee representative supervisors shall be elected and dismissed by Employee Representative Meeting of the Bank.</p> <p>A Director or senior management personnel of the Bank may not act as a supervisor.</p>
3.	<p>Article 15 Duty Performance Supervision Committee shall comprise of at least three supervisors, and the Chairman of the Board of Supervisors shall be the chairman of the committee.</p> <p>Duties and powers of the Duty Performance Supervision Committee mainly include:</p> <p>1. to formulate the rules and working plan for supervision of performance of duties by the Board, Senior Management and their respective members, to supervise and examine its implementation plan for implementation upon the approval of the Board of Supervisors;</p>	<p>Article 15 Duty Performance Supervision Committee shall comprise of at least three supervisors, and the Chairman of the Board of Supervisors shall be the chairman of the committee.</p> <p>Duties and powers of the Duty Performance Supervision Committee mainly include:</p> <p>1. to formulate the rules and working plan for supervision of performance of duties by the Board, Senior Management and their respective members, to supervise and examine its implementation plan for implementation upon the approval of the Board of Supervisors;</p>

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	<p>2. to comment or report on the supervision of performance of duties by the Board, Senior Management and their respective members to the Board of Supervisors for approval;</p> <p>3. if necessary, to prepare the proposal for departure audit of Directors and senior management personnel, and submit the same to the Board of Supervisors for implementation upon approval;</p> <p>4. to nominate to the Board of Supervisors the candidate of non-employee representative supervisor (including external supervisor), independent supervisor and members of special committees of the Board of Supervisors;</p> <p>5. to establish the performance review procedure for supervisors and submit the same to the Board of Supervisors for approval;</p> <p>6. to organize the performance review of supervisors;</p> <p>7. to investigate into and handle the issues and documents notified and submitted by the Board, Senior Management and their respective members;</p> <p>8. other matters entrusted by the Board of Supervisors.</p>	<p>2. to comment or report on the supervision of performance of duties by the Board, Senior Management and their respective members <u>and to comment or report on the self-supervision of performance of the Board of Supervisors and its members</u> to the Board of Supervisors for approval;</p> <p>3. if necessary, to prepare the proposal for departure audit of Directors and senior management personnel, and submit the same to the Board of Supervisors for implementation upon approval;</p> <p>4. to nominate to the Board of Supervisors the candidate of non-employee representative supervisor (including external supervisor), independent director and members of special committees of the Board of Supervisors, <u>and to supervise on the selection and engagement procedures of the Directors;</u></p> <p>5. to establish the performance review procedure for supervisors and submit the same to the Board of Supervisors for approval;</p> <p>6. to organize the performance review of supervisors;</p> <p>7. to investigate into and handle the issues and documents notified and submitted by the Board, Senior Management and their respective members;</p> <p>8. other matters entrusted by the Board of Supervisors.</p>

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4.	<p>Article 18 Board of Supervisors meeting is the major method of discussion of Board of Supervisors. Attendance at the Board of Supervisors meetings is the basic performance of duties and powers by a supervisor. Board of Supervisors meeting shall be convened at least four times a year and at least once every six months.</p>	<p>Article 18 Board of Supervisors meeting is the major method of discussion of Board of Supervisors. Attendance at the Board of Supervisors meetings is the basic performance of duties and powers by a supervisor. Board of Supervisors meeting shall be convened at least <u>one time every quarter of year</u> four times a year and at least once every six months.</p>
5.	<p>Article 32 Supervisors shall attend the meeting of the Board of Supervisors in person. A Supervisor, if cannot attend the meeting of the Board of Supervisors in person due to some reasons, may entrust another Supervisor in writing to attend on his/her behalf. The power of attorney shall specify the proxy's name, entrusted matters, scope of authority and the valid term, and shall be signed or sealed by the entrustor. Supervisors attending the meeting of the Board of Supervisors on behalf of another Supervisor shall exercise the rights of the Supervisors within the scope of authorization. Supervisors who appoint other Supervisors to attend the meeting of the Board of Supervisors shall take legal responsibility for their acts within the scope of appointment.</p>	<p>Article 32 Supervisors shall attend the meeting of the Board of Supervisors in person. A Supervisor, if cannot attend the meeting of the Board of Supervisors in person due to some reasons, may entrust another Supervisor in writing to attend on his/her behalf. <u>A Supervisor shall not accept entrustments from more than two Supervisors at one meeting of the Board of Supervisors.</u> The power of attorney shall specify the proxy's name, entrusted matters, scope of authority and the valid term, and shall be signed or sealed by the entrustor. Supervisors attending the meeting of the Board of Supervisors on behalf of another Supervisor shall exercise the rights of the Supervisors within the scope of authorization. Supervisors who appoint other Supervisors to attend the meeting of the Board of Supervisors shall take legal responsibility for their acts within the scope of appointment.</p>
6.	<p>Article 33 Board of Supervisors shall propose to Shareholders' General Meeting and Employee Representative Authority to dismiss and replace the Supervisor who failed to attend in person without appointing another supervisor to attend on its behalf two consecutive meetings of the Board of Supervisors.</p>	<p>Article 33 Board of Supervisors shall propose to Shareholders' General Meeting and Employee Representative Authority to dismiss and replace the Supervisor who failed to attend in person without appointing another supervisor to attend on its behalf two consecutive meetings of the Board of Supervisors.</p>