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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Construction Bank Corporation, you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**2023 REPORT OF THE BOARD OF DIRECTORS
2023 REPORT OF THE BOARD OF SUPERVISORS
2023 FINAL FINANCIAL ACCOUNTS
PROFIT DISTRIBUTION PLAN FOR 2023
INTERIM PROFIT DISTRIBUTION ARRANGEMENTS FOR 2024
2024 FIXED ASSETS INVESTMENT BUDGET
ENGAGEMENT OF EXTERNAL AUDITORS FOR 2024
ELECTION OF MR. ZHANG YI AS EXECUTIVE DIRECTOR OF THE BANK
ELECTION OF MR. LIN ZHIJUN
AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK
ELECTION OF MR. WILLIAM COEN TO BE RE-APPOINTED
AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK
ELECTION OF MR. LEUNG KAM CHUNG, ANTONY TO BE RE-APPOINTED
AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK
*INDEPENDENT DIRECTORS WORKING
SYSTEM OF CHINA CONSTRUCTION BANK CORPORATION*
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

The 2023 Annual General Meeting of the Bank will be convened at 14:15 on 27 June 2024 at No. 25, Financial Street, Xicheng District, Beijing and Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong. The notice of the 2023 Annual General Meeting is enclosed and is also published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

H Shareholders who intend to attend the 2023 Annual General Meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 14:15 on 26 June 2024. Completion and return of the proxy form will not preclude you from attending the 2023 Annual General Meeting and voting in person if you so wish. H Shareholders who intend to attend the meeting in person or by proxy are advised to complete and return the reply slip to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, on or before 17 June 2024.

5 June 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2023 Annual General Meeting”	the 2023 annual general meeting of the Bank to be held on 27 June 2024
“A Share(s)”	domestic ordinary share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the Articles of Association of the Bank (as amended from time to time)
“Bank” or “CCB”	China Construction Bank Corporation, a joint stock limited company duly incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939), respectively
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“H Share(s)”	overseas listed foreign ordinary share(s) with a par value of RMB1.00 each in the share capital of the Bank, listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent non-executive director(s)” or “independent director(s)”	the independent non-executive director(s) of the Bank
“Ordinary Shares”	A Shares and H Shares
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of Ordinary Shares

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Jinliang
Mr. Ji Zhihong

Non-executive Directors:

Ms. Shao Min
Mr. Tian Bo
Mr. Xia Yang
Ms. Liu Fang
Ms. Li Lu

Independent Non-executive Directors:

Mr. Kenneth Patrick Chung
Mr. Graeme Wheeler
Mr. Michel Madelain
Mr. William Coen
Mr. Leung Kam Chung, Antony
Lord Sassoon

Registered office:

No. 25, Financial Street
Xicheng District
Beijing 100033
China

Principal place of business

in Hong Kong:
28/F, CCB Tower
3 Connaught Road
Central
Hong Kong

5 June 2024

Dear Sir or Madam,

**2023 REPORT OF THE BOARD OF DIRECTORS
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AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notice of the 2023 Annual General Meeting and to provide you with reasonable and necessary information.

At the 2023 Annual General Meeting, resolutions will be proposed to consider and approve the following as ordinary resolutions: (i) 2023 report of the Board of Directors; (ii) 2023 report of the Board of Supervisors; (iii) 2023 final financial accounts; (iv) Profit distribution plan for 2023; (v) Interim profit distribution arrangements for 2024; (vi) 2024 fixed assets investment budget; (vii) Engagement of external auditors for 2024; (viii) Election of Mr. Zhang Yi as executive director of the Bank; (ix) Election of Mr. Lin Zhijun as independent non-executive director of the Bank; (x) Election of Mr. William Coen to be re-appointed as independent non-executive director of the Bank; (xi) Election of Mr. Leung Kam Chung, Antony to be re-appointed as independent non-executive director of the Bank; and (xii) *Independent Directors Working System of China Construction Bank Corporation*. In addition, (i) the special report on related party transactions in 2023; (ii) the report on the implementation of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation* in 2023; (iii) the report on large shareholder and major shareholder assessment in 2023; and (iv) the work reports of independent directors for 2023 are incorporated in this circular for your hearing.

2023 REPORT OF THE BOARD OF DIRECTORS

Please refer to the relevant section of the 2023 annual report of the Bank for the 2023 report of the Board of Directors of the Bank.

2023 REPORT OF THE BOARD OF SUPERVISORS

Please refer to the relevant section of the 2023 annual report of the Bank for the 2023 report of the Board of Supervisors of the Bank.

2023 FINAL FINANCIAL ACCOUNTS

Please refer to the financial report in the 2023 annual report of the Bank for the 2023 final financial accounts of the Bank.

PROFIT DISTRIBUTION PLAN FOR 2023

Pursuant to the audited financial report for the year of 2023 of the Bank prepared in accordance with the PRC Generally Accepted Accounting Principles and the International Financial Reporting Standards, the Board proposes the following plan for the distribution of profit for the year 2023:

1. On the basis of the after-tax profit of the Bank for 2023 in the amount of RMB323,787 million, 10% of such profit (being RMB32,379 million) be appropriated to the statutory surplus reserve fund;

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2. RMB52,948 million be set aside as the general reserve according to the *Administrative Measures for the Provision of Reserves of Financial Enterprises* (Cai Jin [2012] No. 20) issued by the Ministry of Finance;
3. After-tax profit attributable to the Bank's Shareholders for the year 2023 of RMB332,653 million under the Group's caliber. Cash dividend in the amount of RMB100,004 million be distributed to all the ordinary Shareholders of the Bank (whose names appear on the Shareholders' register after the close of trading hours on 11 July 2024), with cash dividend of RMB0.400 per share (inclusive of taxes), and dividend distribution ratio of 30%;
4. No capitalisation of the capital reserve to share capital in 2023.

INTERIM PROFIT DISTRIBUTION ARRANGEMENTS FOR 2024

Pursuant to the provisions of relevant laws and regulatory requirements, the Board proposes the interim profit distribution arrangements for 2024 as follows:

1. Conditions for Interim Profit Distribution

Based on the reviewed half-year financial report 2024 and after reasonable consideration of the business performance for the current period, CCB will distribute the interim dividends in 2024 when it has distributable profits in the first half of 2024.

2. Upper Limit of the Interim Profit Distribution Ratio

The total amount of interim cash dividends in 2024 shall account for no higher than 30% of the Group's after-tax profit attributable to CCB's equity Shareholders realized in the current period. While formulating the annual profit distribution plan for 2024 in the next step, CCB shall take into account the interim cash dividends that have been distributed.

3. Relevant Corporate Governance Procedures

The aforesaid conditions for interim profit distribution and upper limit of the interim profit distribution ratio were considered and approved at the meeting of the Board of the Bank held on 29 April 2024, and are submitted to the Shareholders' general meeting for consideration. CCB will formulate the specific interim profit distribution plan for 2024 according to the resolution of the Shareholders' general meeting, and will implement the plan after performing corporate governance procedures in accordance with relevant laws, regulations and relevant provisions of the Articles of Association.

2024 FIXED ASSETS INVESTMENT BUDGET

Based on the development strategies of the Bank, in order to enhance the core competitiveness and long-term value creation capability of the Group, earnestly implement the guiding principles of the Central Financial Work Conference, and put in place the policy requirement of "being thrifty and hardworking in all

LETTER FROM THE BOARD

undertakings”, the management has, with the goal of improving operating efficiency and taking into comprehensive account the internal and external business situations, formulated the proposal on 2024 fixed assets investment budget in line with the principles of strictness and tightness.

The total fixed assets investment budget for 2024 will be RMB18 billion, a decrease of RMB1 billion from the previous year. The budget arrangement adheres to the orientation toward high-quality development, supports the development of FinTech, ensures safe production and operations, and strictly controls non-operational expenditures. The budget prioritizes investment in FinTech to implement the strategy of independent and controllable localization, and strengthen the construction of FinTech infrastructure such as data centers to facilitate digital operations. The Bank will ensure safe production and operations, make proper long-period arrangements systematically, take solid steps to address safety hazards with the goal of “ensuring safety and operations”, and highlight the concept of green and environmental protection. Meanwhile, the Bank will strictly carry out the policy requirements of the central government, strictly control non-operational expenditures, and improve asset utilization efficiency.

ENGAGEMENT OF EXTERNAL AUDITORS FOR 2024

Pursuant to the relevant regulations of the Articles of Association and other provisions, the Bank proposed to appoint Ernst & Young Hua Ming LLP as the domestic accounting firm of the Bank and the onshore subsidiaries for 2024, and Ernst & Young as the international accounting firm of the Bank and the major offshore subsidiaries for 2024. The audit fee is RMB140.96 million in total (inclusive of audit fee for the Group and the parent company of RMB94.80 million), in which audit fee for internal control is RMB8.60 million.

ELECTION OF MR. ZHANG YI AS EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board hereby proposes to nominate Mr. Zhang Yi as executive director of the Bank, whose term of office will be three years, taking effect upon the approval of election of Mr. Zhang Yi as executive director by the Shareholders’ general meeting of the Bank and terminating on the date of the Shareholders’ annual general meeting for the year when such term of office expires. Mr. Zhang Yi satisfies the appointment qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. After the approval by the Shareholders’ general meeting of the Bank, the appointment of Mr. Zhang Yi as executive director of the Bank shall be filed with the National Financial Regulatory Administration. After the approval by the Shareholders’ general meeting of this proposal, Mr. Zhang Yi will serve as executive director of the Bank, and member of each of the Strategy Development Committee and the Risk Management Committee of the Board.

Mr. Zhang Yi, born in January 1971. He has served as president of CCB since May 2024. Mr. Zhang served as executive vice president of Bank of China (“BOC”) from March 2023 to May 2024 and executive director of BOC from April to May 2024. He served as executive vice president of Agricultural Bank of China from November 2021 to March 2023, and chief financial officer of CCB from April 2021 to September 2021. Prior to that, Mr. Zhang served as deputy general manager of the Asset & Liability Management Department of the Head Office of CCB, deputy general manager and general manager of Jiangsu Branch of CCB, and general manager of the Finance & Accounting Department of the Head Office

LETTER FROM THE BOARD

of CCB. Mr. Zhang is a senior accountant. He graduated from Southwestern University of Finance and Economics in 1993 with a bachelor's degree in economics, and graduated from Renmin University of China in 2002 with a master's degree in business administration.

Save as disclosed in the biographical details, Mr. Zhang Yi confirms that: (i) he has no other relationship with the Bank's directors, supervisors, senior management, substantial Shareholders or controlling Shareholder; (ii) except for holding 9,848 H Shares of the Bank indirectly by participating in the employee stock incentive plan of the Bank, 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 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. Zhang Yi shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. The emoluments distribution and settlement plan shall be proposed by the Nomination and Remuneration Committee of the Board, reviewed by the Board and submitted to the Shareholders' general meeting for approval after the end of each year. 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.

ELECTION OF MR. LIN ZHIJUN AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board hereby proposes to nominate Mr. Lin Zhijun as independent non-executive director of the Bank, whose term of office will be three years, taking effect upon the approval by the National Financial Regulatory Administration of his appointment qualifications and terminating on the date of the Shareholders' annual general meeting for the year when such term of office expires. Mr. Lin Zhijun satisfies the appointment qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. Mr. Lin Zhijun has confirmed that he meets the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules. After the approval by the Shareholders' general meeting of this proposal and the approval by the National Financial Regulatory Administration of his appointment qualifications, Mr. Lin Zhijun will serve as independent non-executive director of the Bank, member of each of the Audit Committee, the Risk Management Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board.

LETTER FROM THE BOARD

Mr. Lin Zhijun, born in January 1955. Mr. Lin is the Senior Advisor to the President, Professor and PhD Supervisor of the Macau University of Science and Technology, independent non-executive director of China Everbright Limited and BOCOM International Holdings Company Limited. Previously, he was an independent non-executive director of Sinotruk (Hong Kong) Limited, Dali Foods Group Company Limited, South Manganese Investment Limited (formerly “CITIC Dameng Holdings Limited”) and Springland International Holdings Limited. He was Vice President and Dean of the School of Business of the Macau University of Science and Technology, Professor and Head of the Department of Accountancy and Law at Hong Kong Baptist University, Visiting Professor at the University of Hong Kong, and Associate Professor at the Faculty of Management at the University of Lethbridge, Canada, Associate Professor at College of Economics, Xiamen University. Mr. Lin worked at the Toronto office of an international accounting firm (now known as “Deloitte”). Mr. Lin is a member of the American Institute of Certified Public Accountants, the Chinese Institute of Certified Public Accountants, Chartered Global Management Accountants and the Australian Institute of Certified Management Accountants. Mr. Lin holds a Master’s degree in Economics from Xiamen University, a Master of Science in Business Administration from University of Saskatchewan in Canada and a PhD degree in Economics (Accounting) from Xiamen University.

Save as disclosed in the biographical details, Mr. Lin Zhijun 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 Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

The allowances of Mr. Lin Zhijun shall be determined pursuant to the *Measures on Management of Allowances for Independent Directors and External Supervisors of China Construction Bank Corporation*. The emoluments distribution and settlement plan shall be proposed by the Nomination and Remuneration Committee of the Board, reviewed by the Board and submitted to the Shareholders’ general meeting of the Bank for approval at the end of each year. The Bank will make disclosure after the relevant allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

The nomination is proposed by the Nomination and Remuneration Committee of the Board of the Bank, in accordance with the Bank’s Articles of Association and in consideration of Mr. Lin Zhijun’s past experience, skill background, knowledge, experience, independence and specific needs of the Bank, and has been considered by the Board. Such nomination is submitted to the Shareholders’ general meeting of the Bank for election and determination. Mr. Lin Zhijun has years of experience and good reputation in aspects such as accounting. Mr. Lin Zhijun being appointed as independent non-executive director of the Bank enables the maintenance of the Board’s diversity of the Bank, which will contribute extensive expertise and experience to the Board.

LETTER FROM THE BOARD

ELECTION OF MR. WILLIAM COEN TO BE RE-APPOINTED AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board hereby proposes to nominate Mr. William Coen to be re-appointed as independent non-executive director of the Bank, whose term of office will be three years, terminating on the date of the 2026 annual general meeting of the Bank. Mr. William Coen satisfies the appointment qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. Mr. William Coen has confirmed that he meets the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules. After the approval by the Shareholders' general meeting of this proposal, Mr. William Coen will continue to serve as independent non-executive director of the Bank, and member of each of the Audit Committee, the Risk Management Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board.

Mr. William Coen, born in 1962. He has served as independent non-executive director of CCB since June 2021. Mr. Coen has served as independent non-executive director of Buna, a cross-border payment system in the Arab region, from July 2022, and as member of the Global Advisory Board of Mitsubishi UFJ Financial Group, Inc. from October 2021. He currently serves as a member of the Advisory Board of Baton Systems, Inc. since June 2021 and chief regulatory adviser for Suade Labs since April 2021. He has been chairman of the IFRS Advisory Council from February 2020, member of the board of directors of the Toronto Leadership Centre since November 2019 and technical advisor of the International Monetary Fund since July 2019. He served as secretary general of the Basel Committee on Banking Supervision from 2014 to 2019, deputy secretary general of the Basel Committee on Banking Supervision from 2007 to 2014, and supported BIS Financial Stability Institute from 2003 to 2006. Prior to joining the Basel Committee on Banking Supervision Secretariat in 1999, he consecutively worked with the US Office of Comptroller of the Currency and the US Board of Governors of the Federal Reserve System. Mr. Coen is currently a member of the Bretton Woods Committee and was a member of the Financial Stability Board and its standing committees. Mr. Coen obtained his Bachelor of Science Degree from Manhattan College in 1984 and his Master of Business Administration Degree from Fordham University in 1991.

Save as disclosed in the biographical details, Mr. William Coen 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 Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

The allowances of Mr. William Coen shall be determined pursuant to the *Measures on Management of Allowances for Independent Directors and External Supervisors of China Construction Bank Corporation*. The emoluments distribution and settlement plan shall be proposed by the Nomination and Remuneration Committee of the Board, reviewed by the Board and submitted to the Shareholders' general meeting of the Bank for approval after the end of each year. The Bank will make disclosure after the relevant allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

LETTER FROM THE BOARD

The nomination is proposed by the Nomination and Remuneration Committee of the Board of the Bank, in accordance with the Bank's Articles of Association and in consideration of Mr. William Coen's past experience, skill background, knowledge, experience, independence and specific needs of the Bank, and has been considered by the Board. Such nomination is submitted to the Shareholders' general meeting of the Bank for election and determination. Mr. William Coen has years of experience and good reputation in aspects such as bank policy and bank supervision. Mr. William Coen being re-appointed as independent non-executive director of the Bank enables the maintenance of the Board's diversity of the Bank, which will contribute extensive expertise and experience to the Board.

ELECTION OF MR. LEUNG KAM CHUNG, ANTONY TO BE RE-APPOINTED AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the relevant laws, regulations and the Articles of Association, the Board hereby proposes to nominate Mr. Leung Kam Chung, Antony to be re-appointed as independent non-executive director of the Bank, whose term of office will be three years, terminating on the date of the 2026 annual general meeting of the Bank. Mr. Leung Kam Chung, Antony satisfies the appointment qualifications and requirements of director required by relevant laws, regulations and the Articles of Association. Mr. Leung Kam Chung, Antony has confirmed that he meets the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules. After the approval by the Shareholders' general meeting of this proposal, Mr. Leung Kam Chung, Antony will continue to serve as independent non-executive director of the Bank, and member of each of the Strategy Development Committee, the Risk Management Committee and the Nomination and Remuneration Committee of the Board.

Mr. Leung Kam Chung, Antony, born in January 1952. He has served as independent non-executive director of the Bank since October 2021. Mr. Leung, former Financial Secretary of the Hong Kong SAR, is chairman of Nan Fung Group in Hong Kong, chairman and co-founder of New Frontier Group, and served as chairman & cofounder of Solomon Learning. In addition, Mr. Leung is chairman of two charity organisations, namely Heifer Hong Kong and Food Angel. Mr. Leung had extensive experience in financial services, including chairman of Greater China Region of Blackstone Group, chairman of Asia for JP Morgan Chase and head of Private Banking for Asia, Investment Banking, Treasury Department and Greater China Region of Citi. Mr. Leung had also served as independent non-executive director of China Merchants Bank, Industrial and Commercial Bank of China, China Mobile (Hong Kong) Limited and American International Assurance (Hong Kong) Limited, international advisor of China Development Bank, chief executive officer of Nan Fung Group in Hong Kong and chairman of Hong Kong Association of Harvard Business School. Other public services that Mr. Leung had engaged in included non-official member of the Executive Council of the Hong Kong SAR, chairman of the Education Commission, chairman of the University Grants Committee, member of the Exchange Fund Advisory Committee, director of Hong Kong Airport Authority and director of Hong Kong Futures Exchange, member of the Preparatory Committee and Election Committee for the Hong Kong Special Administrative Region and Hong Kong Affairs Advisors. Mr. Leung graduated from the University of Hong Kong in 1973 and attended Harvard Business School's Programme for Management Development and Advanced Management Programme. Mr. Leung was conferred an honorary doctor of law by the Hong Kong University of Science and Technology in 1998.

LETTER FROM THE BOARD

Save as disclosed in the biographical details, Mr. Leung Kam Chung, Antony 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 Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the Shareholders of the Bank.

The allowances of Mr. Leung Kam Chung, Antony shall be determined pursuant to the *Measures on Management of Allowances for Independent Directors and External Supervisors of China Construction Bank Corporation*. The emoluments distribution and settlement plan shall be proposed by the Nomination and Remuneration Committee of the Board, reviewed by the Board and submitted to the Shareholders' general meeting of the Bank for approval at the end of each year. The Bank will make disclosure after the relevant allowances are determined. For details of the allowances, please refer to the annual report, relevant announcement and circular to be published by the Bank in due course.

The nomination is proposed by the Nomination and Remuneration Committee of the Board of the Bank, in accordance with the Bank's Articles of Association and in consideration of Mr. Leung Kam Chung, Antony's past experience, skill background, knowledge, experience, independence and specific needs of the Bank, and has been considered by the Board. Such nomination is submitted to the Shareholders' general meeting of the Bank for election and determination. Mr. Leung Kam Chung, Antony has years of experience and good reputation in aspects such as finance. Mr. Leung Kam Chung, Antony being re-appointed as independent non-executive director of the Bank enables the maintenance of the Board's diversity of the Bank, which will contribute extensive expertise and experience to the Board.

INDEPENDENT DIRECTORS WORKING SYSTEM OF CHINA CONSTRUCTION BANK CORPORATION

The current *Implementation Measures for the Independent Director System of China Construction Bank Corporation* of the Bank were reviewed and approved at the first extraordinary Shareholders' general meeting in 2004. The measures provided an internal institutional basis for the Bank to improve corporate governance structure and ensure that independent directors perform their duties independently, in a standardized, and effective manner. In recent years, the laws, regulations, regulatory requirements, business rules of the stock exchanges where the Bank's Shares are listed as well as the Articles of Association which underpinning the measures have been adjusted and changed, presenting new requirements for the appointment qualifications, election and appointment, responsibilities, and duty fulfillment guarantees of independent directors. To further optimize the independent director system of the Bank and enhance the performance capabilities of independent directors, thus fully leveraging their roles, the Bank has examined and drafted the *Independent Directors Working System of China Construction Bank Corporation* in accordance with the current effective laws, regulations, regulatory requirements, business rules of the stock exchanges where the Bank's Shares are listed as well as the Articles of Association. Please refer to the Appendix I to this circular for the *Independent Directors Working System of China Construction Bank Corporation*.

LETTER FROM THE BOARD

The *Independent Directors Working System of China Construction Bank Corporation* was considered and approved at the meeting of the Board of the Bank, and is hereby submitted to the 2023 Annual General Meeting for consideration. It is proposed that the Shareholders' general meeting authorize the Board of Directors to revise the system in accordance with the laws, regulations, regulatory requirements, business rules of the stock exchanges where the Bank's Shares are listed as well as the Articles of Association.

REPORTING DOCUMENTS TO THE 2023 ANNUAL GENERAL MEETING

1. Special Report on Related Party Transactions in 2023
2. Report on the Implementation of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation* in 2023
3. Report on Large Shareholder and Major Shareholder Assessment in 2023
4. Work Reports of Independent Directors for 2023

2023 ANNUAL GENERAL MEETING

The notice of the 2023 Annual General Meeting of the Bank to be held at 14:15 on 27 June 2024 at No. 25, Financial Street, Xicheng District, Beijing and Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong, is set out in this circular. Registration of the meeting will start from 13:35 to 14:15 on 27 June 2024.

In order to determine the H Shareholders who are entitled to attend the 2023 Annual General Meeting, the Bank's register of members for H Shares will be closed from 24 June 2024 to 27 June 2024, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend the 2023 Annual General Meeting must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 16:30 on 21 June 2024. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

In order to determine the H Shareholders who are entitled to receive the 2023 cash dividends, the register of members of H Shares of the Bank will be closed from 6 July 2024 to 11 July 2024, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to receive the 2023 cash dividends must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 16:30 on 5 July 2024. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. If approved by the 2023 Annual General Meeting, the dividend will be distributed to the Shareholders whose names appeared on the register of members of the Bank after the closing of the stock market on 11 July 2024. The expected payment date of the H Shares annual cash dividend for 2023 is 2 August 2024. The expected payment date of the A Shares annual cash dividend for 2023 is 12 July 2024.

LETTER FROM THE BOARD

A proxy form and a reply slip for use at the 2023 Annual General Meeting are published together with this circular and published on the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.hk). To be valid, H Shareholders who intend to attend the 2023 Annual General Meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 14:15 on 26 June 2024. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude you from attending the 2023 Annual General Meeting and voting in person if you so wish. H Shareholders who intend to attend the 2023 Annual General Meeting in person or by proxy are advised to complete and return the reply slip in person, by post or by fax to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, on or before 17 June 2024. The address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

VOTING METHOD AT THE 2023 ANNUAL GENERAL MEETING

The voting at the 2023 Annual General Meeting will be taken by way of registered poll.

RECOMMENDATION

The Board considers that the proposals mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the relevant resolutions to be proposed at the 2023 Annual General Meeting.

**The Board of Directors of
China Construction Bank Corporation**

Independent Directors Working System of China Construction Bank Corporation**CHAPTER I GENERAL PROVISIONS**

Article 1 In order to ensure that the Independent Directors of China Construction Bank Corporation (hereinafter referred to as the “**Bank**”) perform their duties independently and in a standardized and effective manner according to law, and to fully leverage the role of Independent Directors in the corporate governance of the Bank, the *Independent Directors Working System of China Construction Bank Corporation* (hereinafter referred to as the “**Working System**”) are formulated in accordance with the relevant provisions of the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Opinions of the General Office of the State Council on the Reform of the Independent Director System for Listed Companies*, the *Measures for the Administration of Independent Directors of Listed Companies*, and other laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the Bank’s shares are listed, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of the Bank**”).

Article 2 The term “Independent Director(s) of the Bank” refers to directors who do not hold any positions in the Bank other than director, and have no relationship with the Bank and its shareholders and de facto controllers that may affect their independent and objective judgment.

An Independent Director shall perform his/her duties independently and shall not be influenced by the Bank, any of its shareholders, de facto controllers, senior management members or any other entity or individual having a significant interest in the Bank.

Article 3 An Independent Director shall assume loyalty and diligence obligations to the Bank and all its shareholders, and shall, in accordance with laws, regulations and regulatory provisions, the business rules of the stock exchanges where the Bank’s shares are listed, as well as the Articles of Association of the Bank, conscientiously perform his/her duties, play the role of participating in decision-making, conducting supervision, checks and balances, and providing professional advice in the Board of Directors, safeguard the overall interests of the Bank, and protect the lawful rights and interests of minority shareholders.

Article 4 Independent Directors shall account for not less than one third (1/3) of the members of the Board of Directors and shall at least include one accounting professional.

In the Audit Committee and the Nomination and Remuneration Committee under the Board of Directors, Independent Directors shall account for a majority, while in the Risk Management Committee and Related Party Transaction, Social Responsibility and Consumer Protection Committee, Independent Directors shall account for not less than one third (1/3) in principle. The chairmen of the Audit Committee, Nomination and Remuneration Committee and Related Party Transaction, Social Responsibility and Consumer Protection Committee shall be Independent Directors and the chairman of the Audit Committee shall be an accounting professional among the Independent Directors.

CHAPTER II QUALIFICATIONS

Article 5 Independent Directors shall possess relatively high professional qualities and good reputation, and shall satisfy all the following conditions:

- i. Meeting the requirements for serving as a director of the Bank as prescribed in laws, regulations and regulatory provisions, the business rules of the stock exchanges where the Bank's shares are listed, as well as the Articles of Association of the Bank;
- ii. Satisfying the independence requirements as prescribed in Article 6 hereof;
- iii. Having bachelor's degree or above, or holding relevant senior professional title;
- iv. Having more than ten (10) years' work experiences in law, economy, finance, accounting or other working experiences helpful for performing the duties of an Independent Director;
- v. Being familiar with operation and management of commercial banks and relevant laws, regulations and rules;
- vi. Being able to read, understand and analyze credit statistical reports and financial reports of commercial banks;
- vii. Having good personal integrity and having no material breach of trust or other adverse records;
- viii. Being not a person who used to be responsible for a high-risk financial institution and there is no proof proving that such person has no responsibilities for the cancellation or loss of assets of such institution;
- ix. Being not a person whose application or registration for the position as Independent Director is rejected by the banking regulatory institution of the State Council or the securities regulatory authorities in the places where the shares of the Bank are listed; and
- x. Meeting other conditions prescribed by laws, regulations and regulatory provisions, the business rules of the stock exchanges where the Bank's shares are listed, as well as the Articles of Association of the Bank for serving as an Independent Director.

Article 6 An Independent Director must remain independent. The following persons shall not serve as Independent Directors of the Bank:

- i. Natural person shareholders who directly or indirectly hold more than one percent (1%) of the total issued and outstanding shares of the Bank or persons who hold positions in legal person shareholders who directly or indirectly hold more than one percent (1%) of the total issued and outstanding shares of the Bank as well as their close relatives;

ii. Persons who hold positions in the Bank or its affiliates, their close relatives and major social relationship;

iii. Persons who, at any time within the previous three (3) years, have fallen into one of two (2) items listed above;

iv. Natural person shareholders who rank among the top ten (10) shareholders of the Bank, and their spouses, parents and children;

v. Persons who hold positions in an entity that ranks among the top five (5) shareholders of the Bank, and their spouses, parents and children;

vi. Persons who hold positions in the affiliates of the Bank's controlling shareholders or de facto controller, and their spouses, parents and children;

vii. Persons who have significant business transactions with the Bank or its controlling shareholders, de facto controller, or any of their respective affiliates, or persons who hold positions in an entity that has significant business transactions with the Bank or in the controlling shareholder or de facto controller of the entity;

viii. Persons who provide financial, legal, consulting, sponsorship, or other services to the Bank, its controlling shareholders, de facto controller, or any of their respective affiliates, including but not limited to all members of the project team of the intermediary, agencies that provide services, reviewers at all levels, persons who sign the reports, partners, directors, senior management members, and the primary person in charge;

ix. Persons who fall under any of the circumstances set forth in the preceding items iv. to viii. in the last twelve (12) months;

x. Any other persons that may be controlled or significantly affected through all kinds of means by the Bank as well as their close relatives; and

xi. Any other person who do not possess independence as prescribed by laws, regulations and regulatory provisions, the business rules of the stock exchanges where the Bank's shares are listed, as well as the Articles of Association of the Bank.

“Close relatives” in the first paragraph of this Article refer to spouse, parents, children, siblings, grandparents, grandparents-in-law, grandchildren and grandchildren-in-law; and “major social relationship” refers to parents of spouse, spouse of children, spouse of sibling and sibling of spouse, etc.

The affiliates of the controlling shareholders or de facto controller of the Bank as mentioned in the first paragraph of this article shall not include any enterprise that is, together with the Bank, under control of the same state-owned assets management institution and has not formed a related relationship with the Bank according to the relevant provisions.

Independent Directors shall conduct an annual self-examination of their independence and submit the self-examination result to the Board of Directors. The Board of Directors shall assess the independence of incumbent Independent Directors each year and issue opinions thereon, which shall be disclosed together with the annual report.

Article 7 An Independent Director shall ensure that he/she has sufficient time and energy to effectively perform his/her duties as an Independent Director. An Independent Director shall, in principle, serve as independent directors in a maximum of three (3) domestic listed companies and a maximum of five (5) domestic or foreign enterprises concurrently.

An Independent Director of the Bank shall not concurrently work in more than two (2) commercial banks. If an Independent Director works in any other banking or insurance institution concurrently, such banking or insurance institution shall have no related relationship or conflicts of interest with the Bank.

Article 8 Civil servants shall not concurrently hold the posts of Independent Directors of the Bank.

CHAPTER III NOMINATION, ELECTION AND REPLACEMENT

Article 9 The Board of Directors, the Board of Supervisors and shareholders who individually or jointly hold more than one percent (1%) of the total issued and outstanding shares of the Bank may nominate candidates for Independent Directors, who shall be elected by the Shareholders' General Meeting. A nominator shall not nominate a person who has interest in the nominator or any other close relationship that may affect the independent performance of duties as an Independent Director candidate. The shareholders and their related parties that have nominated non-independent directors shall not nominate Independent Directors.

Article 10 The nominator of an Independent Director shall obtain the nominee's consent before nomination. The nominator shall be fully aware of the nominee's occupation, educational background, professional title, detailed work experience, all concurrent positions, and whether the nominee has any material breach of trust or other adverse records, and give his/her/its opinions on whether the nominee satisfies the requirements for independence and other requirements for serving as an Independent Director. The nominee shall make a public statement regarding his/her compliance with the independence and other requirements for serving as an Independent Director.

Article 11 The Nomination and Remuneration Committee of the Board of Directors of the Bank shall examine the nominees' appointment qualifications and form specific examination opinions thereon.

Article 12 The Bank shall, before convening a Shareholders' General Meeting for electing Independent Directors, disclose relevant information in accordance with the provisions of Article 10 and Article 11 hereof, and submit the relevant materials of all Independent Director candidates to the corresponding stock exchange in accordance with relevant laws, regulations and regulatory provisions, as well as the business rules of the stock exchanges in the places where the shares of the Bank are listed.

If the corresponding stock exchange raises an objection as to the appointment qualifications of an Independent Director candidate, the Bank shall not submit the materials of the candidate to the Shareholders' General Meeting for election.

Article 13 The resolution on Independent Director candidates adopted at a Shareholders' General Meeting shall be approved by more than half (1/2) of the voting rights represented by shareholders (or proxies) attending the meeting.

Article 14 In case a proposal on election of Independent Directors is approved at the Shareholders' General Meeting, the qualification of the newly-appointed directors shall be reported to the banking regulatory institution of the State Council for approval. The newly-appointed Independent Director's term of office shall start from the date when his/her qualification is approved by the banking regulatory institution of the State Council.

Article 15 The term of office of an Independent Director shall be three (3) years (up to the date of the Annual General Meeting in the year in which the term expires). Upon term expiration, an Independent Director can be re-elected, provided that his/her term shall not be more than six (6) years accumulatively.

Article 16 An Independent Director may submit his/her resignation before the expiry of his/her term of office. When an Independent Director intends to resign, he/she shall submit a written resignation to the Board of Directors, in which he/she shall explain any information related to his/her resignation or any information to which the attention of the shareholders and creditors of the Bank shall be drawn in his/her opinion. The Bank shall disclose the reasons for the resignation of the Independent Director and any matters of concern.

Except in the case of resignation or removal because of loss of independence, if the resignation of an Independent Director will result in the failure of the ratio of Independent Directors in the Board of Directors or its special committees to comply with laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, or the Articles of Association of the Bank, or in a lack of accounting professionals among the Independent Directors, the Independent Director who intends to resign shall continue to perform his/her duties until the date when a new Independent Director is elected. The Bank shall complete the by-election within sixty (60) days after the Independent Director submits his/her resignation.

Article 17 Prior to the expiry of the term of office of an Independent Director, the Bank may remove him/her from office according to statutory procedures. If the Bank removes an Independent Director from office before the expiration date, it shall promptly disclose the specific reasons and basis therefor. If an Independent Director has any objection to the removal, the Bank shall disclose it in a timely manner.

Any Independent Director who fails to be qualified for serving as an Independent Director of the Bank shall immediately cease the performance of his/her duties and resign. If he/she fails to submit a resignation, the Board of Directors shall immediately remove him/her from office in accordance with the relevant provisions as soon as it knows or should have known the fact.

If an Independent Director submits his/her resignation or is removed from office since he/she falls under any of the circumstances specified in the preceding paragraph, resulting in the failure of the ratio of Independent Directors in the Board of Directors or its special committees to comply with laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, or the Articles of Association of the Bank, or in a lack of accounting professionals among the Independent Directors, the Bank shall complete the by-election within sixty (60) days after the occurrence of the aforesaid fact.

Article 18 If an Independent Director falls under any of the following circumstances, the Board of Directors, the Board of Supervisors or shareholders who individually or jointly hold more than three percent (3%) of the voting shares in the Bank shall propose the Shareholders' General Meeting to remove him/her upon a special resolution:

- i. He/She has become disqualified as Independent Director and has not asked for resigning;
- ii. He/She has attended less than two-thirds (2/3) of the meetings of the Board of Directors within one year;
- iii. He/She fails to be present at the meetings of the Board of Directors in person for three (3) consecutive times;
- iv. He/She fails to attend two (2) consecutive meetings of the Board of Directors in person and fails to entrust another Independent Director to attend the meeting on his/her behalf; and
- v. Other circumstances where he/she is no longer qualified for serving as an Independent Director as prescribed by laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, as well as the Articles of Association of the Bank.

If an Independent Director falls under the circumstance described in the preceding paragraph iii, the Bank shall, within three (3) months from the occurrence of the circumstance, convene a Shareholders' General Meeting to remove the Independent Director from office and elect a new one. If an Independent Director falls under the circumstance described in the preceding paragraph iv, the Bank shall, within thirty (30) days from the occurrence of the circumstance, propose a Shareholders' General Meeting to remove the Independent Director from office.

CHAPTER IV DUTIES AND METHODS FOR THE PERFORMANCE OF DUTIES

Article 19 Independent Directors shall perform the following duties:

- i. Participating in the decision-making of the Board of Directors and expressing a clear opinion on the matters deliberated;

ii. Supervising the matters on potential material conflicts of interest between the Bank and its controlling shareholders, de facto controller, directors, and senior management members as provided in Articles 21, 24 and 25 hereof, urging the decision-making of the Board of Directors in the overall interests of the Bank, and protecting the lawful rights and interests of minority shareholders;

iii. Providing professional and objective advice on the operation and development of the Bank and promoting the enhancement of the decision-making level of the Board of Directors; and

iv. Performing other duties prescribed by laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, as well as the Articles of Association of the Bank.

Article 20 Independent Directors shall exercise the following special functions and powers:

i. Independently engaging an intermediary agency to audit, consult, or inspect specific matters of the Bank;

ii. Proposing to the Board of Directors to convene an extraordinary Shareholders' General Meeting;

iii. Proposing to convene a Board Meeting;

iv. Publicly soliciting shareholders' rights from shareholders in accordance with the law;

v. Giving independent opinions on matters that may damage the rights and interests of the Bank or minority shareholders; and

vi. Exercising other functions and powers prescribed by laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, as well as the Articles of Association of the Bank.

When an Independent Director exercises the functions and powers set forth in items i. to iii. of the first paragraph, it shall be approved by more than half (1/2) of the total number of Independent Directors, unless otherwise provided by laws, regulations or regulatory provisions.

The Bank shall make a disclosure in a timely manner if an Independent Director exercises the functions and powers specified in the first paragraph. If an Independent Director is unable to exercise the aforesaid functions and powers, the Bank shall disclose the specific circumstances and reasons therefor.

Article 21 The following matters shall be submitted to the Board of Directors for deliberation with the consent of more than half (1/2) of the total number of Independent Directors of the Bank:

i. Related party transactions that shall be disclosed prescribed by the China Securities Regulatory Commission (CSRC) and domestic stock exchanges;

- ii. The plans of the Bank and the related parties for the modification or waiver of their undertakings;
- iii. The decisions made and measures taken by the Board of Directors regarding the acquisition of the Bank; and
- iv. Other matters prescribed by laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the Bank's shares are listed, as well as the Articles of Association of the Bank.

Article 22 The Bank shall, on a periodical or unscheduled basis, convene meetings attended solely by Independent Directors (hereinafter referred to as “**special meetings of Independent Directors**”). The matters specified in items i. to iii. of the first paragraph of Article 20 and in Article 21 hereof shall be considered at the special meetings of Independent Directors, unless otherwise provided by laws, regulations or regulatory provisions. The special meetings of Independent Directors may study and discuss other matters of the Bank if necessary.

The special meetings of Independent Directors shall be convened and presided over by an Independent Director jointly elected by more than half (1/2) of the total number of the Independent Directors. If the convener fails to or is unable to perform his/her duties, two or more Independent Directors may, on their initiative, convene a meeting and elect a representative to preside over the meeting.

The Bank shall provide convenience and support for the convening of special meetings of Independent Directors.

Article 23 Independent Directors in the special committees of the Board of Directors of the Bank shall perform their duties in accordance with laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, as well as the Articles of Association of the Bank. If, in the course of performing his/her duties, an Independent Director identifies any material matter of the Bank which falls within the scope of duties of a special committee, he/she may promptly request the special committee to conduct discussion and deliberation under the relevant procedures.

Article 24 The Audit Committee of the Board of Directors of the Bank shall be responsible for reviewing and disclosing the financial information of the Bank, and supervising and assessing the internal and external audits and internal control. The following matters shall be submitted to the Board of Directors for consideration with the consent of more than half (1/2) of the members of the Audit Committee:

- i. Disclosure of the financial information in financial accounting reports and periodic reports, and of internal control assessment reports;
- ii. Engagement or dismissal of an accounting firm that undertakes the audit business of the Bank;
- iii. Appointment or dismissal of the Chief Financial Officer of the Bank;

iv. Making changes in accounting policies, accounting estimates, or material accounting error corrections due to reasons other than changes in the Accounting Standards; and

v. Other matters stipulated by laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, as well as the Articles of Association of the Bank.

The Audit Committee shall hold at least one (1) meeting every quarter and may convene an interim meeting as proposed by two (2) or more members or when the chairman deems it necessary. The meeting of the Audit Committee shall only be held when at least two-thirds (2/3) of its members are present.

Article 25 The Nomination and Remuneration Committee of the Board of Directors of the Bank shall be responsible for developing the standards and procedures for the selection of directors and senior management members, selecting the candidates for directors and senior management members, reviewing their qualifications for the positions, formulating the standards for appraising the Bank's directors and senior management members and carrying out the appraisal, formulating and reviewing the remuneration policies and plans for directors and senior management members, and proposing suggestions to the Board of Directors on the following matters:

- i. Nomination, appointment, or removal of a director;
- ii. Appointment or dismissal of a senior management members;
- iii. Remuneration of directors and senior management members;
- iv. Formulation or amendment of the share incentive scheme, employee share ownership scheme, and the conditions to be achieved by eligible participants to obtain and exercise the rights and interests;
- v. Share ownership schemes made by directors and senior management members in the subsidiaries to be spun off; and
- vi. Other matters stipulated by laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, as well as the Articles of Association of the Bank.

If the Board of Directors denies or denies part of any suggestion of the Nomination and Remuneration Committee, such a suggestion of the Nomination and Remuneration Committee and the reasons for denying the suggestion shall be recorded in the resolution of the Board of Directors and disclosed.

Article 26 Independent Directors shall attend the meetings of the Board of Directors and the special committees in person. An Independent Director who is unable to attend such a meeting in person for any reason shall review the meeting materials in advance, form specific opinions, and authorize in writing another Independent Director to attend the meeting on his/her behalf. Independent Directors shall attend at least two-thirds (2/3) of all on-site meetings of the Board of Directors in person every year.

Article 27 Before the meeting of the Board of Directors is convened, an Independent Director may communicate with the secretary to the Board of Directors to inquire about the matters to be reviewed, request supplementary materials, and put forward opinions and suggestions. The Board of Directors and relevant personnel shall carefully study the questions, requirements, and opinions proposed by the Independent Director and promptly provide feedback on the implementation of the amendments to the proposals and other matters back to the Independent Director.

Article 28 If an Independent Director votes against or abstains from voting on a proposal of the Board of Directors, he/she shall specify the specific reasons and basis therefor, the legitimacy and compliance of the matters involved in the proposal, the potential risks, and the impacts on the rights and interests of the Bank and minority shareholders. When disclosing the resolution of the Board of Directors, the Bank shall disclose the dissenting opinions of Independent Directors and record them in the resolution and the meeting minutes of the Board of Directors.

Article 29 Independent Directors shall pay continuous attention to the implementation of the resolutions of the Board of Directors on the matters provided in Articles 21, 24 and 25 hereof. If they discover any violation of laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, or the Articles of Association of the Bank, or violation of the resolutions of the Shareholders' General Meeting and the Board of Directors, they shall report such a violation to the Board of Director in a timely manner and may request the Bank to provide a written explanation. The Bank shall promptly disclose any involved matter that shall be disclosed.

If the Bank fails to make an explanation or a timely disclosure in accordance with the provisions of the preceding paragraph, Independent Directors may report it to the securities regulatory authorities and the stock exchanges in the places where the shares of the Bank are listed.

Article 30 An Independent Director shall work at the Bank on site for no less than fifteen (15) days every year. In addition to the attendance at the Shareholders' General Meeting, the meetings of the Board of Directors and its special committees, and special meetings of Independent Directors as required, Independent Directors can perform their duties by regularly obtaining information on the operation of the Bank, listening to the reports from the management, communicating with the person in charge of the internal audit institution, the accounting firm undertaking the audit business of the Bank, and other intermediaries, conducting field visits, and communicating with minority shareholders.

Article 31 Independent Directors shall give objective, impartial and independent opinions on the discussed matters of the Bank, and they shall express their opinions to the Shareholders' General Meeting or the Board Meeting especially on the following matters:

- i. Major related party transactions;
- ii. Nomination, appointment and removal of directors;
- iii. Appointment and removal of the senior management of the Bank;
- iv. Remuneration of directors and senior management of the Bank;

- v. Profit distribution plan and adjustments to the profit distribution policy;
- vi. Engagement or removal of the accounting firm that conducts regular statutory audit on the financial reports of the Bank;
- vii. Existing or new borrowing or other fund transactions of the Bank to or with shareholders, de facto controllers and related parties of the Bank, the total amount of which exceeds one percent (1%) of the latest audited net capital of the Bank, and whether or not the Bank has adopted effective measures to recover these arrears;
- viii. Matters deemed by Independent Directors as such that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders, and financial consumers;
- ix. Matters deemed by Independent Directors as such that may cause significant losses to the Bank; and
- x. Other matters stipulated in the Articles of Association of the Bank.

Article 32 The minutes of the special meetings of Independent Directors shall be prepared according to regulations, and the opinions of Independent Directors shall be explicitly stated therein. Independent Directors shall sign the meeting minutes for confirmation.

Independent Directors shall prepare work records and record in detail their performance of duties therein. Information acquired by Independent Directors in the process of performing their duties, relevant minutes of meetings, and records of communication with the personnel of the Bank and intermediaries shall constitute an integral part of the work records.

For important contents of the work records, Independent Directors may request the secretary to the Board of Directors and other relevant personnel members to sign for confirmation, and the Bank and relevant personnel members shall cooperate.

Work records of Independent Directors and information provided by the Bank to Independent Directors shall be retained for at least ten (10) years.

Article 33 Independent Directors shall submit their annual performance reports to the Annual Shareholders' General Meeting to explain their performance of duties. The annual performance report shall include the following contents:

- i. The frequency and method of attending the meetings of the Board of Directors and the voting status as well as the frequency of attending the Shareholders' General Meeting as non-voting attendees;
- ii. Participation in the work of special committees of the Board of Directors and special meetings of Independent Directors;

iii. The review of the matters listed in Articles 21, 24 and 25 hereof and the exercise of the special powers of Independent Directors listed in the first paragraph of Article 20 hereof;

iv. Information on significant matters, methods and results of communication with the internal audit institution and the accounting firms undertaking the audit business of the Bank on the Bank's financial and business conditions;

v. Communication with minority shareholders;

vi. The time and content of on-site work in the Bank; and

vii. Other circumstances concerning the performance of duties.

The annual performance reports of Independent Directors shall be disclosed at the latest when the Bank issues the notice of the Annual Shareholders' General Meeting.

Article 34 The Bank shall improve the mechanism for communication between Independent Directors and minority shareholders, so that Independent Directors may check the issues raised by investors with the Bank in a timely manner.

Article 35 Independent directors shall continuously strengthen the study of securities laws, regulations and rules, and constantly improve their ability of duty performance.

CHAPTER V DUTY PERFORMANCE SAFEGUARDS

Article 36 The Bank shall provide necessary working conditions and personnel support for Independent Directors to perform their duties. The secretary to the Board of Directors shall ensure the smooth flow of information between Independent Directors and other directors, senior management members, and other relevant personnel, and ensure that Independent Directors have access to adequate resources and necessary professional advice when performing their duties. The Board of Directors office leads the effort to organize relevant departments in supporting Independent Directors in performing their duties.

Article 37 The Bank shall ensure that Independent Directors have the same right of information as other directors. To ensure effective exercise of the powers by Independent Directors, the Bank shall regularly inform the Independent Directors of the operation of the Bank, provide information, and organize or provide support for Independent Directors to conduct on-site inspections and other work. Before the Board of Directors reviews major and complex matters, the Bank may engage Independent Directors in research and demonstration, carefully listen to the opinions of Independent Directors, and promptly provide feedback on the adoption of opinions to Independent Directors.

Article 38 The Bank shall promptly issue a notice of the meeting of the Board of Directors to Independent Directors, provide relevant meeting materials no later than the notice period of the meeting of the Board of Directors prescribed by laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, as well as the Articles of Association

of the Bank, and provide effective communication channels for the Independent Directors. If a special committee of the Board of Directors holds a meeting, the Bank shall, in principle, provide relevant materials and information no later than three (3) days before convening of the meeting. The Bank shall retain the aforesaid meeting materials for at least ten (10) years.

If two (2) or more Independent Directors consider that the meeting materials are incomplete, inadequately demonstrated or not provided promptly, they may propose in writing to the Board of Directors to postpone the convening of the meeting or the review of such matter, and the Board of Directors shall adopt the proposal.

The Bank and Independent Directors shall keep the documents provided by the Bank to Independent Directors in a proper way.

Article 39 In principle, meetings of the Board of Directors and its special committees of the Bank shall be held on-site. On the premise of ensuring thorough communication and expression of opinions by all directors at present, meetings can be held via video, phone calls or other means in accordance with procedures when necessary.

Article 40 If an Independent Director exercises his/her powers, the directors, senior management, and other relevant personnel of the Bank shall cooperate with him/her and shall not refuse, obstruct, or conceal relevant information, and shall not interfere with his/her independent exercise of powers.

If an Independent Director encounters any obstacle in exercising his/her powers in accordance with the law, he/she may explain the situation to the Board of Directors, request the cooperation of directors, senior management members and other relevant personnel, and record the specific situation and solution to that obstacle in his/her work record. If the obstacle cannot be removed, he/she can report it to the securities regulatory authorities and the stock exchanges in the places where the shares of the Bank are listed.

If there is information that shall be disclosed during the performance of the duties by an Independent Director, the Bank shall promptly disclose the relevant information; otherwise, the Independent Director may directly apply for disclosure, or report it to the securities regulatory authorities and the stock exchanges in the places where the shares of the Bank are listed.

Article 41 The Bank shall assume reasonable expenses incurred from engaging professional agencies and performing their duties by Independent Directors.

Article 42 The Bank shall provide Independent Directors with allowances competent for the duties assumed by them. The Board of Directors shall develop a scheme for standards for such allowances, which shall be reviewed for approval at the Shareholders' General Meeting and disclosed in the Bank's annual report. Except for the above-mentioned allowances, Independent Directors shall not obtain other benefits from the Bank or its principle shareholders, de facto controllers, or entities or individuals with conflicts of interest.

Article 43 The Bank may establish necessary professional liability insurance system for Independent Directors, to lower possible risks arising from normal duty performance of Independent Directors.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 44 The terms used herein shall have the same meaning as those in the Articles of Association of the Bank, unless otherwise provided by laws, regulations, regulatory provisions, or the business rules of the stock exchanges in the places where the shares of the Bank are listed.

Article 45 For matters not covered herein or if the Working System conflict with laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, or the Articles of Association of the Bank issued after the Working System take effect, those laws, regulations, regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, or the Articles of Association of the Bank shall prevail.

Article 46 The Working System shall be construed by the Board of Directors of the Bank.

Article 47 The Working System shall take effect as of the date when they are considered and approved by the Shareholders' General Meeting of the Bank. The former *Implementation Measures for the Independent Director System of China Construction Bank Corporation* shall be repealed upon the enforcement of the Working System. The Shareholders' General Meeting of the Bank authorizes the Board of Directors to revise the Working System in accordance with laws, regulations and regulatory provisions, the business rules of the stock exchanges in the places where the shares of the Bank are listed, as well as the Articles of Association of the Bank.

Special Report on Related Party Transactions in 2023

In accordance with the *Administrative Measures for Related Party Transactions of Banking and Insurance Institutions* and the *No. 26 Preparation and Reporting Rules of Information Disclosure of Public Offering Companies – Special Provisions on Information Disclosure by Commercial Banks*, we hereby report the related party transactions of CCB in 2023 as follows:

I. RELATED PARTY TRANSACTIONS MANAGEMENT

In 2023, CCB has been in strict compliance with the related party transaction regulatory policies, carried out related party transaction management as required, continuously consolidated the foundation of related party transaction management, continuously optimized the related party transaction management mechanism, and comprehensively improved the quality and efficiency of related party transaction management.

- i. The Board of Directors diligently fulfilled its responsibilities, effectively ensuring the comprehensive implementation of new rules on related party transactions.** The Board of Directors of CCB, along with the Related Party Transaction, Social Responsibility and Consumer Protection Committee, strictly complied with regulatory requirements in managing related party transactions. Throughout 2023, they reviewed and approved four reports on changes in related parties, accepted two reports on related party transaction filings, and listened to two reports on the management of related party transactions. By continuously strengthening supervision and guidance for the management team, they achieved significant progress in implementing the *Administrative Measures for Related Party Transactions of Banking and Insurance Institutions*, successfully meeting all the required standards comprehensively.
- ii. Improved the system and mechanism comprehensively, enhancing measures to control the risk of related party transactions.** Issuing manuals for the identification and statistics of related party transactions, manuals for positions related to these transactions, and operational manuals for related party transaction systems, etc. This aims to build a “one policy, and four manuals” system for related party transaction. It’s about comprehensively improving the management mechanism, continuously optimizing the management structure, perfecting management processes, refining management requirements, fully leveraging the synergy between departments and institutions, effectively implementing the requirements for controlling the risk of related party transactions, and strengthening the ability to prevent and control risks.
- iii. Adhered to a problem-oriented approach to ensure key areas and transactions are strictly supervised in accordance with regulations.** CCB fully aligned with the latest regulatory requirements and carried out special rectification work on related party transactions. It focused on issues that were of regulatory concern, such as prohibitions on related party transactions, the fairness of pricing, and the timely and accurate identification of such transactions, and organized departments, branches, and subsidiaries across the Group to carry out investigations and rectifications of problems. Also, it conducted on-site inspections of four branches and one subsidiary, maintaining high standards and strict requirements to discover, warn, and rectify issues early. Besides, it thoroughly standardized related party transaction behaviors to ensure legality and compliance.

- iv. **Implemented the empowerment of technology, the initial effects of digital transformation in related party transaction management are becoming evident.** The entire related party transaction management system has been comprehensively optimized, with continuous improvements made to the interaction with business systems. This has led to the creation of a brand-new management platform that includes 10 core modules, 95 workflows, and 264 sub-function features. The platform covers the entire process of related party and related party transaction management, including the identification and information processing of related parties, the identification and information gathering of related party transactions, real-time monitoring and early warning of related party transactions, and the statistics and reporting of regulatory data. This significantly enhances the level of informatization and intelligence of related party transaction management.
- v. **Focused on regulatory data, establishing and improving the mechanism for normalized governance of related party transaction data.** Centered around the core requirements for the submission of regulatory data, dynamic management in line with business needs was established, the data exchange between business systems and related party transactions systems was continuously deepened, and the automation level of basic data was comprehensively enhanced. CCB regularly organized the verification of related party transaction data and off-site inspections, reported on frequent and error-prone issues, strengthened data quality assessments, and emphasized the responsibility of data management. Besides, it improved statistical calibers, optimized the rules for key statistical indicators, continuously benchmarked itself against regulations, and met the needs for data submission and information disclosure.
- vi. **Strengthened team building and continuously solidified the foundation of related party transaction management.** It enhanced the relevance and coverage of training sessions by combining specialized and course-based training, continuously strengthened the professional guidance for staff working in related party transaction positions to improve their capability in fulfilling their roles, and intensified the promotion of related party transactions. This involved continuously disseminating information about the basics of related party transactions, pricing requirements, and common questions, with the aim of integrating the concept of related party transactions into operational management and daily activities. This effort sought to elevate the entire organization's awareness and emphasis on managing related party transactions.

II. ABOUT RELATED PARTIES

As at December 31, 2023, in accordance with the regulations on related party transactions issued by the National Financial Regulatory Administration (NFRA), China Securities Regulatory Commission (CSRC), Shanghai Stock Exchange (SSE), and Stock Exchange of Hong Kong (SEHK), a total of 4,909 related parties had been identified and registered in CCB's related party transaction management system. Among these, there were 1,292 related legal persons or non-legal person organizations and 3,617 related natural persons. The number of related parties under different regulatory standards are as follows:

Table of the Number of Related Parties Under Different Regulatory Standards

Regulatory standard	Category of related party	Number (December 31, 2022)	Number (December 31, 2023)
NFRA	Related legal person or unincorporated organization	122	1,289
	Related natural person	3,294	3,469
CSRC (SSE)	Related legal person or unincorporated organization	14	26
	Related natural person	309	312
SEHK	Related legal person or unincorporated organization	3	4
	Related natural person	302	287
Total (after eliminating duplication)	Related legal person or unincorporated organization	123	1,292
	Related natural person	3,439	3,617

The related natural persons primarily include the directors, supervisors, senior managers of CCB, the general managers and deputy general managers of important branches, individuals who have the authority to approve or make decisions on core businesses such as large credit grants and asset transfers, as well as the close relatives of the aforementioned persons. The related legal persons mainly consist of legal or non-legal organizations that are controlled, jointly controlled, or significantly influenced by CCB or the aforementioned related natural persons.

III. RELATED PARTY TRANSACTIONS

In 2023, the volume of CCB's related party transactions under the standards defined by NFRA, CSRC, the SSE, and SEHK was small. There were no instances where a single related party transaction required submission for Board review and timely disclosure. Moreover, no instances of related party transactions being obviously unfair or detrimental to the interests of CCB were identified.

i. Standards of the NFRA

Under the statistical standards defined by the NFRA, related transactions of CCB include credit transactions, asset transfer transactions, service transactions, deposits, and other transactions. As at December 31, 2023, after excluding guarantee deposits, pledged certificates of deposit, and CGBs, the total credit balance of CCB to all related parties was RMB260,148 million. In 2023, the total amount of asset

transfer transactions with related parties amounted to RMB149,926 million, the total service transaction amount was RMB22,295 million, and the amount for deposits¹ and other transactions totaled RMB285,671 million.

ii. Standards of the CSRC and SSE

Under the standards defined by CSRC and SSE, the related party transactions of CCB include deposit transactions, credit transactions, asset management product transactions, and service transactions. As at December 31, 2023, the total outstanding credit balance of all related parties at CCB was RMB744 million, and the deposit balance was RMB155 million. Throughout 2023, the total amount of asset management product transactions with related parties was RMB71,721,700, and the total amount of service transactions was RMB2,816,900.

iii. Standards of the SEHK

Excluding financial assistance transactions², the related party transactions of CCB under the SEHK standards in 2023 included asset management product transactions and service transactions. Among them, the total amount of asset management product transactions is RMB21,411,400, and the total amount of service transactions is RMB13,600.

¹ Excluding demand deposits, Article 57 of the *Measures for the Administration for Related Party Transactions of Banking and Insurance Institutions* provides that demand deposit transactions are exempt from the review and disclosure requirements that apply to related party transactions.

² According to the listing rules of the SEHK, financial assistance transactions are CCB's routine business and are exempt from Shareholders' approval, annual review and full disclosure as long as they conform to normal business terms.

Report on the Implementation of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation in 2023*

In accordance with the relevant provisions of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation* (hereinafter referred to as the ***Authorization Plan***), CCB assessed and analyzed the implementation of the *Authorization Plan* from 1 January to 31 December, 2023.

In 2023, the Board of Directors of CCB strictly complied with the provisions of the *Authorization Plan*, conscientiously performed its duties, made rational and prudent decisions, exercised its powers in a standardized manner, properly implemented the *Authorization Plan*, and did not approve any matters in excess of the authorization granted by the Shareholders' general meeting.

Report on Large Shareholder and Major Shareholder Assessment in 2023

According to the National Financial Regulatory Administration's (NFRA) *Interim Measures for Equity Management of Commercial Banks, Measures for Supervision of Behaviors of Large Shareholders of Banking and Insurance Institutions (Trial)* and other relevant requirements, the Board of Directors of CCB has assessed the qualifications, financial status, equity holding, commitment fulfillment, implementation of the *Articles of Association* and the terms of agreements, exercise of shareholder rights and performance of responsibilities and obligations, compliance with laws, regulations and regulatory provisions, nomination of directors, support for CCB's capital replenishment, etc. of the large shareholder and major shareholder of CCB in 2023. The particulars of the assessment are reported as follows:

I. SCOPE OF ASSESSMENT

The scope of this assessment covers the large shareholder and major shareholder of CCB, which is Central Huijin Investment Ltd. ("**Huijin**").

At the end of 2023, Hong Kong Securities Clearing Company Nominees Limited ("**HKSCC Nominees Limited**") held 37.53% of shares in CCB. However, the company serves as the depository of the Hong Kong Stock Exchange clearing system. It is a centralized agent of anonymous shareholders of companies listed in Hong Kong, rather than a single shareholder. As prescribed by the Hong Kong Stock Exchange, a shareholder who holds more than 5% of the listed issuer's classified share capital shall declare their equity to the Hong Kong Stock Exchange. As at 31 December, 2023, there was no equity declaration from HKSCC Nominees Limited or shareholders registered under its name. By this token, HKSCC Nominees Limited and shareholders registered under its name aren't major shareholders of CCB, thus falling outside the scope of this assessment.

II. QUALIFICATIONS AND FINANCIAL STATUS OF THE SHAREHOLDER

CCB has assessed Huijin's qualifications, financial status and equity holding, specifically:

i. Qualifications

Huijin is a wholly state-owned investment company funded and established by the State in accordance with the Company Law upon the approval of the State Council.

Huijin makes equity investment in key state-owned financial institutions as authorized by the State Council, and exercises the contributors' rights and obligations in key state-owned financial institutions up to its contribution on behalf of the State to achieve preservation and appreciation of state-owned financial assets. Huijin neither engages in other business activities nor intervenes in the daily operation of the key state-owned financial institutions of which it is the controlling shareholder. The capital Huijin has contributed to CCB comes from legal and compliant sources. Huijin is free of false capital contribution, revolving capital contribution, or capital withdrawal.

ii. Financial status

According to the auditor's report disclosed by Huijin, by the end of 2022, Huijin recorded total assets of RMB6,368,458.7009 million, total liabilities of RMB505,594.7664 million, owners' equity of RMB5,862,863.9345 million, and a liability-to-asset ratio of 7.94%; in 2022, Huijin's operating income was RMB552,472.5754 million, net profit was RMB538,780.8001 million, net cash flows from operating activities were RMB21,502.6593 million, and net cash flows from investing activities were RMB173,772.4375 million.

iii. Equity holding

CCB was reorganized and restructured into a joint stock company in September 2004. Since then, Huijin has been the controlling shareholder of CCB. In October 2023, Huijin notified CCB that it increased 18,379,960 A shares in CCB through the Shanghai Stock Exchange trading system on 11 October and planned to further increase its shareholding in CCB on the secondary market in its own name in the next six months. As at 31 December, 2023, Huijin directly held 142,590,494,651 H shares and 267,392,944 A shares, accounting for 57.14% of the total share capital of CCB. The shares held by it were not frozen or pledged.

III. EXERCISE OF RIGHTS AND OBLIGATIONS BY THE SHAREHOLDER

In 2023, Huijin exercised shareholder rights and obligations as per the applicable laws, regulations, and regulatory requirements as well as the provisions set out in the *Articles of Association* of CCB. Particulars are set out as below:

i. Fulfillment of commitment

In September 2004, Huijin undertook that it would fairly treat its investments in commercial banks, and would not abuse its shareholder position at CCB or the information it would obtain through its shareholder position at CCB to make decisions detrimental to CCB but beneficial to other commercial banks. In April 2016, Huijin undertook not to intervene with the operation and management activities of CCB and not to misappropriate the interests of CCB. Huijin was not found to have violated any of the above undertakings in 2023.

ii. Implementation of the Articles of Association

In 2023, Huijin exercised shareholder rights and performed shareholder obligations in strict accordance with the *Articles of Association* of CCB, and appointed representatives to attend all shareholders' general meetings of CCB where it exercised voting rights according to law. It nominated non-executive directors to take part in the decision-making process of CCB's Board of Directors. It gave advice on the operations of CCB according to law. It practiced the principle of good faith, exercised the rights of contributors in compliance with laws and regulations, and did not abuse its controlling shareholder position to seek improper benefits or harm the interests of CCB, other shareholders, and creditors. It did not trade CCB's shares illegally; the trades between Huijin and CCB are compliant with the regulatory requirements by the NFRA and the *Articles of Association*; all fund transfers between Huijin and CCB were normal operating transactions. There was no misappropriation of CCB's funds for non-operating purposes.

iii. Compliance with laws, regulations and supervision provisions

In 2023, Huijin abode by the pertinent laws, regulations and supervision provisions, falling none of the following circumstances: subject to any investigation by competent authorities, coercive measures taken by judicial authorities or disciplinary inspection departments, transfer to judicial authorities or investigation for criminal responsibility, investigation or administrative penalty by China Securities Regulatory Commission, restricted access to market, identification as unqualified, penalty by other administrative authorities such as environmental protection, public security, and taxation administrations, or public reprimand by the stock exchanges. Huijin didn't fail to perform any effective judgment of the court or pay off any due debt of large amount.

iv. Nomination of directors

As at the end of 2023, the number of non-executive directors in the Board of Directors of CCB nominated by Huijin was five. In March 2023, the qualifications of director Ms. Li Lu, who was nominated by Huijin, were approved by regulators, and Ms. Li Lu officially assumed office. In June 2023, director Mr. Xu Jiandong, who was nominated by Huijin, retired from his position upon the expiration of his term of office.

v. Support for CCB's capital replenishment

In 2023, CCB issued RMB120 billion of tier-2 capital bonds and RMB60 billion of undated additional Tier 1 capital bonds in the domestic market with the support of Huijin, a move that replenished its capital effectively. In addition, Huijin supported CCB's profit distribution plans in previous years, so that CCB could replenish internal capital and guarantee shareholders' dividend income.

For the next step, CCB will strictly follow the provisions of the NFRA for equity management, and thoroughly understand the principles and key points put forth by the NFRA in terms of corporate governance and equity supervision. CCB will continue to strengthen system building, further improve equity management, and conduct shareholder assessment on a regular basis to ensure business development can comply with the pertinent laws and regulations.

Work Reports of Independent Directors for 2023**China Construction Bank Corporation
Work Report of Independent Director Kenneth Patrick Chung for 2023**

In 2023, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Measures of China Construction Bank Corporation for Implementation of the Independent Director System*, and the *Policy of China Construction Bank Corporation on Annual Reporting by Independent Directors*, Mr. Kenneth Patrick Chung, as an independent director of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make scientific decisions. Meanwhile, by leveraging his international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, strategic guideline meetings, special communication meetings, and research forums, Mr. Kenneth Patrick Chung offered valuable opinions and suggestions on CCB's business management from multiple perspectives such as the domestic and overseas political and economic situation, regulatory dynamics, and the best international peer practices. Over the past year, Mr. Kenneth Patrick Chung faithfully and diligently performed his duties, gave full play to his consulting and supervision functions, advanced CCB's New Finance initiatives in depth, boosted the comprehensive improvement of CCB's business management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Here is a report on the fulfillment of duties by Mr. Kenneth Patrick Chung in 2023:

I. COMPOSITION AND OPERATION OF THE BOARD OF DIRECTORS OF CCB**i. Operation of the Board of Directors and its special committees**

In 2023, the Board of Directors of CCB convened nine meetings in total, at which 67 proposals were deliberated, and 40 were referred to; convened 33 meetings of special committees, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals. With a view to the current and mid- and long-term sustainable development of CCB, all members of the Board of Directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions, made rational and prudent decisions, and effectively implemented the resolutions of the shareholders' general meeting and the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

There are five committees established under the Board of Directors: Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Related Party Transaction, Social Responsibility and Consumer Protection Committee.

In 2023, the Strategy Development Committee convened seven meetings in total. The Committee intensified the study and judgment of the macroeconomic situation and the research on major strategic issues, and supervised and assessed the implementation of the 14th Five-Year Plan across CCB. The Committee revised the authorization measures and programs, studied and developed development plans for building a digital CCB and IT outsourcing, reinforced capital planning, guided CCB to expand and upgrade the New Finance initiatives, and improved the quality and efficiency of the implementation of the “Three Major Strategies”, so as to fulfill the responsibility of a major state-owned bank and fuel the high-quality development of the economy and society.

The Audit Committee convened seven official meetings in total, one pre-communication meeting each for annual and interim financial reports, two separate communication meetings with the external auditors, and one special seminar. The Committee supervised and reviewed the regular reports, strictly implemented the pre-communication system for annual and interim reports, fully exchanged views with the Management and external auditors, reviewed and revised the basic accounting policies, and strengthened the governance of accounting information. The Committee also paid close attention to changes in the macro landscape and regulatory policies and gave heed to business management, asset quality changes, and the disposal of individual cases of existing wealth management assets of overseas institutions and subsidiaries. The ultimate goal was to contribute to the prudent operation of CCB. The Committee enhanced the supervision and guidance for external auditors, supervised the engagement of external auditors, provided guidance on the external audit plan, studied and communicated key audit matters, and urged the implementation of remediation of the management problems proposed by external auditors. It also strictly implemented the closed-door meeting communication mechanism, urged the implementation of the annual assessment of external auditors, implemented regulatory requirements related to external audit rotation, and strengthened the management of non-audit services. The Committee supervised and guided the internal audit, guided the internal audit plan, and regularly listened to the summary reports on internal audit findings. It also continued to promote the remediation of problems in internal audit findings and urged the assessment of the internal audit quality and the performance appraisal of internal audit. The ultimate goal was to give full play to the role of the internal audit as the third line of defense. The Committee supervised and assessed internal control, strengthened the internal control assessment, issued an assessment report, and disclosed the report. Heed was also given to the findings of internal and external audits and internal control assessments related to internal control deficiencies and the remediation of such deficiencies, and the soundness and effectiveness of the internal control system were promoted.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial landscapes and CCB’s risk performance, continued to refine the comprehensive, proactive, and intelligent modern risk management system, drove the establishment of important policies and rules on risk management, and responded to risks and challenges in key industries and key areas in a forward-looking manner. Furthermore, the Committee actively studied and judged hot topics on global risk management, promptly analyzed risk incidents of European and American banks and their potential impacts, conducted in depth special research on liquidity risk, credit risk, and digital risk, guided and strengthened climate-related risk management, and drove the integration of

environmental, social and governance (ESG) elements into the comprehensive risk management system. The Committee strictly implemented the regulatory requirements for global systemically important banks (G-SIBs) and advanced the enhancement of the Group's consolidated management and the risk management of subsidiaries. Additionally, the Committee consistently supervised and guided the remediation of problems identified in regulatory inspections and attached great importance to risk control in key areas, such as compliance, anti-money laundering (AML), and IT, and performed the duties of the U.S. Risk Management Committee in all respects. By continuously enhancing scientific, proactive and forward-looking comprehensive risk management, the Committee played a significant role in supporting the scientific decision-making by the Board of Directors and improving CCB's capability of preventing and mitigating financial risks.

The Nomination and Remuneration Committee convened eight meetings in total. In respect of nomination, it provided the Board of Directors with suggestions on the re-election of and new candidates for executive directors, the re-election and re-appointment of non-executive directors, new candidates for independent directors, candidates for members of the special committees under the Board of Directors, and candidates for senior management. It also reviewed the qualifications of the candidates nominated. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. Regarding remuneration and performance assessment, the Committee deeply studied the national remuneration regulation policies, organized and formulated the plan for remuneration allocation and settlement for directors, supervisors, and senior management of CCB for 2022, and refined the performance assessment plans for executive directors and senior management for 2023. It guided the formulation of the Management Measures for Deferred Payment and Withdrawal of Performance Remuneration and further improved the remuneration incentive and restraint mechanism. The Committee carried out an in-depth analysis of employee remuneration structure, and actively promoted the implementation of "favorable grassroots policies". The Committee attached great importance to the forward-looking arrangements for human resources for important strategies, the development of female employees, and progress in CCB Learning Center, and proposed opinions and suggestions on talent cultivation and development.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of five meetings. The Committee supervised and guided the Management to actively and prudently promote the comprehensive implementation of the new regulations on related party transactions in accordance with the latest regulatory requirements, continuously enhanced the comprehensive management of related party transactions, and continued to strengthen the third line of defense for related party transaction management. The Committee strengthened the overall management of consumer protection, regularly listened to reports on consumer protection, supervised the implementation of consumer protection, and paid consistent attention to the notification of regulatory complaints and relevant assessments. Additionally, the Committee drove the internal audit of consumer protection and brought into full play the role of consumer protection in providing strategic support for commercial banks and helping them build up core competitive edge. Meanwhile, the Committee followed up on and increased supervision and guidance for such types of business as housing leasing, inclusive finance, and rural revitalization finance, and supported the Management in promoting inclusive finance, housing leasing, and rural revitalization by creating new financial service models and relying on financial technology (fintech) and digital finance, thereby achieving the unity of CCB's own transformation and social contributions through high-quality development and comprehensively deepening the New Finance initiatives. The Committee urged the Management to implement the green development

philosophy and establish a long-term mechanism for green development, thereby driving the development of green finance. The Committee actively performed its ESG duties, supervised and guided the preparation, reviewed, and approved the *Environmental, Social and Governance Work Plan (2023-2025)*, tracked domestic and overseas ESG development trends, and strengthened communication with external ESG institutions. It also regularly listened to special reports on ESG development, followed up on and assessed ESG progress, and continued to strengthen the disclosure and publicity of ESG information. The ultimate goal was to vigorously drive the continual improvement of the effectiveness of CCB's ESG work. Furthermore, the Committee reviewed the social responsibility report, continuously strengthened the supervision of the preparation and disclosure of the social responsibility report, continued to supervise the implementation of charitable donations, and maximized the effectiveness of charitable donations and projects.

ii. Basic information on independent directors of CCB

As at December 31, 2023, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from Hong Kong SAR, the US, the UK, France, New Zealand and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, and credit rating. The chairmen of four special committees under the Board of Directors of CCB, i.e. the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. CCB's independent directors do not hold any other position in CCB or have some relationship with CCB and its substantial shareholders that may influence their independent and objective judgment. In addition to the annual remuneration obtained, CCB's independent directors do not have any business or financial interests in CCB or its subsidiaries. CCB has received the annual confirmation letters on independence and the files on self-examination of independence from each independent director, and confirmed their independence. Independent directors of CCB comply with the relevant requirements on the independence of independent directors as set out in the *Measures for Managing Independent Directors of Listed Companies* and the *Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1— Standardized Operation*.

II. INFORMATION ON FULFILLMENT OF DUTIES BY MR. KENNETH PATRICK CHUNG IN THE YEAR

i. Profile of Mr. Kenneth Patrick Chung

Mr. Kenneth Patrick Chung has served as independent director of CCB since November 2018. He served as independent director of ICBC from December 2009 to March 2017. He joined Deloitte Haskins and Sells London Office in 1980, became a partner of PricewaterhouseCoopers in 1992, and was a financial service specialist of PricewaterhouseCoopers (Hong Kong and the Chinese mainland) since 1996. Previously, he was the human resources partner of PricewaterhouseCoopers (Hong Kong), the responsible partner of the audit department of PricewaterhouseCoopers (Hong Kong and the Chinese mainland), the global lead partner of the audit engagement team for BOC, and the honorary treasurer of the Community Chest of Hong Kong. Mr. Chung has also served as the audit head for the restructurings and initial public offerings of BOC, Bank of China (Hong Kong) Limited and Bank of Communications, and independent

director of Prudential Corporation Asia. Currently, Mr. Chung serves as independent director of Sands China Ltd., Prudential Hong Kong Limited and Prudential General Insurance Hong Kong Limited, and trustee of Fu Tak Iam Foundation Limited. He is a member of the Institute of Chartered Accountants in England and Wales, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Macau Society of Certified Practising Accountants. Mr. Chung obtained a bachelor's degree in economics from University of Durham. Mr. Kenneth Patrick Chung now serves as the chairman of the Audit Committee, and member of each of the Strategy Development Committee, Risk Management Committee and Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors of CCB.

ii. Meeting attendance

In 2023, CCB convened three shareholders' general meetings: The 2022 annual general meeting on 29 June, 2023, the first extraordinary general meeting of 2023 on 20 March, 2023, and the second extraordinary general meeting of 2023 on 19 December, 2023. CCB convened nine meetings of the Board of Directors and 33 meetings of special committees throughout the year, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals.

In 2023, Mr. Kenneth Patrick Chung attended the shareholders' general meetings and meetings of the Board of Directors and special committees on time, reviewed the resolutions made by the Board of Directors and special committees of the Board of Directors, and expressed independent opinions. No objection has been raised to the matters for deliberation and no other special power has been exercised.

The attendances of Mr. Kenneth Patrick Chung at the shareholders' general meetings and meetings of the Board of Directors are presented as follows:

Independent Director	Shareholders' General Meetings Attendance in person		Meetings of the Board of Directors Attendance in person Attendance by proxy	
	Mr. Kenneth Patrick Chung		3/3	9/9

Information on attendance at meetings of each special committee under the Board of Directors by Mr. Kenneth Patrick Chung is as follows:

Independent Director	Strategy Development Committee Attendance in person Attendance by proxy		Audit Committee Attendance in person Attendance by proxy		Risk Management Committee Attendance in person Attendance by proxy		Related Party Transaction, Social Responsibility and Consumer Protection Committee Attendance in person Attendance by proxy	
	Mr. Kenneth Patrick Chung	7/7	0/7	7/7	0/7	6/6	0/6	5/5

Notes:

- (1) "Attendance in person" refers to attending meetings in person, on telephone or by video.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

iii. Communication with parties of corporate governance

Mr. Kenneth Patrick Chung actively performed his duties, attended the shareholders' general meetings, meetings of the Board of Directors and its special committees, special meetings of independent directors, directors' communication meetings, strategic guideline meetings, and special communication meetings on time, took the initiative in carrying out special research, and maintained adequate and effective communication with the shareholders, the chairman and other members of the Board of Directors, the chairman and members of the Board of Supervisors, senior management and other parties of corporate governance. The Bank actively provided working conditions and personnel support for independent directors and facilitated their effective performance of duties.

First, independent directors accurately studied and judged the macroeconomic development trend and advanced the New Finance initiatives across CCB in depth. Independent directors, including Mr. Kenneth Patrick Chung, continued to strengthen their communication and exchanges with the parties engaged in corporate governance and analyze, study, and judge in depth international and domestic macro landscapes. With an international outlook, Mr. Kenneth Patrick Chung paid attention to the key issues in CCB's business management, explored new service modes for technology finance, actively promoted digital transformation, supported the Management to build a house rental ecosystem, explored to revitalize real estate with REITs methods, and helped increase the supply of market-oriented long-term rental houses and affordable rental houses. He provided strategic guidelines and valuable decision-making references for CCB's prudent and sustainable development, and vigorously supported and safeguarded the scientific decision-making by the Board of Directors. The independent directors maintained communication with the chairman of the Board of Directors through strategic guideline meetings in order to exchange in-depth opinions. Doing so aimed to exchange ideas and achieve consensus on major strategic issues, including current domestic and overseas macroeconomic and financial environments, changes in the regulatory environment, opportunities and challenges faced by the banking sector, and CCB's future development. CCB's independent directors voiced their opinions through the meetings of the Board of Directors, official meetings of the committees, and directors' communication meetings. At the meetings, the impacts of the geopolitical landscape, macroeconomic environment, and fluctuations in the capital market on CCB's operations were analyzed, studied, and judged in depth. Furthermore, the independent directors held special meetings to have a thorough discussion about further enhancement of the quality and efficiency of the operation of special committees under the Board of Directors.

Second, attention was paid to the study of major issues to give full play to the roles of independent directors in guiding strategies and providing decision-making references. Independent directors, including Mr. Kenneth Patrick Chung, carried out special exchanges with the Management and offered opinions and suggestions concerning major issues, including bank capital management, ESG risk management, digital compliance construction, international business, mega wealth management, subsidiary

management, market value management, and cybersecurity risk prevention and control. Additionally, the independent directors urged the Management to enhance forward-looking planning and management of capital, effectively promoting the coordinated development of business, risks, profitability, and capital. Based on a comprehensive consideration of such factors as the external business landscape, the need to serve the real economy, future regulatory trends, and CCB's strategic planning, risk appetite and capital adequacy assessment, the independent directors studied and formulated the capital plan for the period from 2024 to 2026 to maintain capital adequacy and guarantee sustainable business development.

Third, risk prevention and mitigation in key areas were prioritized. Independent directors, including Mr. Kenneth Patrick Chung, were dedicated to urging the Management to continuously improve and refine the comprehensive, proactive, and intelligent modern risk management system and enhance the counter-cyclical management of financial risks in the new landscape. They recommended that the Management advance risk mitigation in key areas according to the principles of market orientation and legal compliance, such as local government debts, in an orderly manner and establish a long-term mechanism. The ultimate goal was to actively and prudently mitigate risks in local government debts. Additionally, they supported CCB in providing financial services to secure housing delivery, meeting reasonable funding requirements of the real estate sector, and continuing to explore financial plans for building new real estate development models. After the establishment of CCB Housing Rental Fund, CCB cooperated with the entities designated by local governments to set up supporting sub-funds in order to increase the supply of market-oriented long-term rental houses or government-subsidized rental houses. At the same time, the independent directors, including Mr. Kenneth Patrick Chung, supported the Management in promoting CCB Group's first issuance of the publicly traded REITs in self-owned government-subsidized rental housing, revitalized the existing assets in a market-oriented manner, and increased the supply of rental housing. The ultimate goal was to facilitate the sustainable and sound development of the real estate market. The upgrading of intelligent risk control was accelerated, and the transformation of risk management from "human control" to "computer-based control" and "intelligent control" was promoted, so as to improve new risk control and compliance management with digital methods. The independent directors suggested that the Management pay close attention to the potential risks in relevant business and products of domestic and overseas institutions and study effective countermeasures. Compliance risk management and case control were also emphasized. According to the independent directors, the Management should continue to advance the digital development of compliance management and case control, enhance artificial intelligence (AI) and big data application, and further boost employees' behavior management capabilities and the intelligent development of business compliance. The independent directors strengthened their analysis, study, and judgment of the international regulatory landscape, guided the Management in laying consistent emphasis on the development of compliance culture, and further improved AML. Meanwhile, they continued to intensify the compliance and financial sanctions management of overseas institutions, and further optimized the mechanisms for monitoring sanctions risks and collaboratively controlling emergency risks. They continuously improved the top-level design of the consumer protection system, promoted the implementation of the *Consumer Protection Plan of China Construction Bank (2023-2025)*, clarified the management specifications of consumer protection in key fields, and strengthened the active management and monitoring of the whole procedure. In addition, the Board of Directors regularly discussed ESG promotion reports, conducted in-depth research on the promotion of ESG objectives, innovative practices of the ESG rating system, privacy and data security, etc., strengthened the cultivation of ESG professionals,

and promoted the achievement of outstanding results in the implementation and advancement of the ESG work plan. CCB's ESG rating of MSCI leaped to AA, ranking first among peers in the Chinese mainland and Hong Kong in terms of comprehensive assessment.

iv. Training

All independent directors of CCB attended a series of training sessions, covering topics such as new regulations for independent directors, regulation of information disclosure, standardized duty performance by independent directors, analysis of typical cases of disciplinary actions, analysis of M&A and restructuring policies and market trends, re-financing and spin-off listings. Mr. Kenneth Patrick Chung attended training sessions on accounting and auditing, the Insurance Ordinance (Amendment), the application of artificial intelligence in the legal industry, listing rules and requirements, among other subjects.

III. KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions

In 2023, the independent directors, including Mr. Kenneth Patrick Chung, highly valued and continuously pushed forward the management of related party transactions, and fulfilled their duties for supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the status of related parties, supervised and guided the Management to strengthen standardized, systematic, and intelligent management of related party transactions, and improved the risk control mechanism for related party transactions. Their ultimate goals were to improve the Management's capability of related party transaction management and safeguard CCB's and related parties' interests. Within the year, the comprehensive implementation of the *Management Measures for Related Party Transactions of Banking and Insurance Institutions* was actively and prudently promoted. Meanwhile, the independent directors, including Mr. Kenneth Patrick Chung, supervised and guided the Management to proceed with all tasks in accordance with domestic and overseas regulatory requirements, strengthened comprehensive management and compliance supervision of related party transactions, and thus further improved the refined management of related party transactions.

ii. External guarantees and capital occupation

Approved by the regulatory institutions, CCB's external guarantee business is a part of CCB's normal business. CCB has formulated specific management measures, operational processes and approval procedures in light of the risks of the guarantee business and carried out the business accordingly. The guarantee business of CCB mainly relates to letters of guarantee (L/Gs). As at December 31, 2023, the balance of the domestic L/G business reached RMB1,203.6 billion, increasing by RMB47,854 million, representing a growth rate of 4.14%.

iii. Use of raised funds

In 2023, CCB issued RMB120 billion of domestic tier 2 capital bonds. The raised funds were used to replenish the tier 2 capital of CCB in full to support its high-quality business development. CCB issued RMB60 billion of domestic undated capital bonds. The raised funds were used to replenish additional tier 1 capital of CCB in full.

iv. Nomination and remuneration of the Senior Management

In 2023, the Board of Directors of CCB deliberated on and approved the proposals for appointing Mr. Wang Bing and Mr. Li Min as Executive Vice Presidents of CCB. The Board of Directors of CCB deliberated on and approved the 2022 remuneration allocation and settlement plan and 2023 performance appraisal plan for senior management, and determined the remuneration policy for senior management. Independent directors, including Mr. Kenneth Patrick Chung, agreed to the nominations and remunerations of CCB's senior management.

v. Operating results forecast and preliminary earnings estimate

During the reporting period, CCB need not issue the operating results forecast or the preliminary earnings estimate.

vi. Engagement or replacement of accounting firms

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2023 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2023 after deliberation and approval at CCB's Annual General Meeting of 2022. According to relevant requirements of laws, regulations and regulatory requirements and work needs, the independent directors, including Mr. Kenneth Patrick Chung, maintained sufficient communication with the internal audit department and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. Independent directors, including Mr. Kenneth Patrick Chung, held that the accounting firms engaged by CCB adhered to the principles of independence, objectivity and fairness throughout the audits and properly performed all tasks.

vii. Cash dividends and other return of investors

CCB has well-designed procedures and mechanisms for decision-making on profit distribution, pays continual attention to the willingness of the vast shareholders, and pays dividends to shareholders in cash. When drawing up the profit distribution plan, the Board of Directors paid full heed to the opinions and requests of shareholders, protected the legitimate rights and interests of small and medium investors, concurrently guaranteed long-term development interests and created reasonable value returns for shareholders. Independent directors, including Mr. Kenneth Patrick Chung, fulfilled their duties and played their due role in the process of decision making on the profit distribution plan. In 2023, CCB paid each ordinary shareholder a cash dividend of RMB0.389 per share (tax inclusive) for 2022, which amounted

to approximately RMB97,254 million (tax inclusive). The dividend actually distributed on each domestic preference share was RMB3.57 per share (tax inclusive), with cash dividends distributed totaling approximately RMB2,142 million (tax inclusive).

viii. Fulfillment of commitments made by CCB and its shareholders

Independent directors, including Mr. Kenneth Patrick Chung, paid great attention to the fulfillment of commitments by CCB and its shareholders. As at December 31, 2023, the substantial shareholders of CCB have fulfilled all of their continuous commitments.

ix. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB timely, completely, and accurately disclosed the regular reports and ad-hoc announcements, such as the 2022 annual report, the 2023 interim report and quarterly reports, particularly the designed first A-share annual report since the successful listing and the H-share annual results announcement containing the full text of the annual report in late March. Independent directors, including Mr. Kenneth Patrick Chung, actively performed their duties in the preparation and disclosure of regular reports and had full communication and discussion with the internal audit department of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors, including Mr. Kenneth Patrick Chung, guided CCB to continuously strengthen and enrich the content and forms of voluntary disclosure through regular reports, ad-hoc announcements, news, and other methods of publicity. They also encouraged the comprehensive demonstration of CCB's highlights and achievements in implementing the new development philosophy, actively integrating into major national strategies, deeply promoting the New Finance initiatives, and steadily improving the operation management capability. Furthermore, CCB was guided to vividly showcase its efforts at reshaping its financial service model through digital technologies, performing its mission and responsibility for serving the real economy and people's livelihood through the New Finance initiatives, and actively responding to investors' concerns about CCB's strategic implementation and business development results. Within the year, independent directors, including Mr. Kenneth Patrick Chung, actively guided the preparation of the social responsibility report and were constantly enriching the ESG disclosure content. Meanwhile, they drove the disclosure of the Group's first report on environmental information disclosure based on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), so as to fully meet the demands of the capital market and stakeholders for ESG and environment-related information.

x. Implementation of internal control

In 2023, CCB continuously promoted the robustness and effectiveness of its internal control system. Independent directors, including Mr. Kenneth Patrick Chung, attached great importance to the effectiveness of internal control and reviewed CCB's internal control assessment reports in 2022. According to the results of the internal control assessment, CCB had no material or significant deficiencies in the internal control over financial reporting or internal control unrelated to financial reporting, maintaining effective internal control in all material respects.

xi. Other relevant information

Upon assessment, Mr. Kenneth Patrick Chung performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content.

IV. OVERALL ASSESSMENT AND RECOMMENDATIONS

In 2023, Mr. Kenneth Patrick Chung fulfilled his duties honestly, diligently and independently in accordance with relevant laws, regulations, regulatory requirements and relevant requirements of the Articles of Association of CCB, effectively promoted CCB to guard the bottom line of risks, enhance stable and compliant operation, and boost sustainable development under the complicated and changeable external situation, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2024, the independent directors of CCB will continue to maintain their independence in accordance with regulatory guidance, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Kenneth Patrick Chung

China Construction Bank Corporation
Work Report of Independent Director Graeme Wheeler for 2023

In 2023, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Measures of China Construction Bank Corporation for Implementation of the Independent Director System*, and the *Policy of China Construction Bank Corporation on Annual Reporting by Independent Directors*, Mr. Wheeler, as an independent director of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make scientific decisions. Meanwhile, by leveraging his international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, strategic guideline meetings, special communication meetings, and research forums, Mr. Wheeler offered valuable opinions and suggestions on CCB's business management from multiple perspectives such as the domestic and overseas political and economic situation, regulatory dynamics, and the best international peer practices. Over the past year, Mr. Wheeler faithfully and diligently performed his duties, gave full play to his consulting and supervision functions, advanced CCB's New Finance initiatives in depth, boosted the comprehensive improvement of CCB's business management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Here is a report on the fulfillment of duties by Mr. Wheeler in 2023:

I. COMPOSITION AND OPERATION OF THE BOARD OF DIRECTORS OF CCB

i. Operation of the Board of Directors and its special committees

In 2023, the Board of Directors of CCB convened nine meetings in total, at which 67 proposals were deliberated, and 40 were referred to; convened 33 meetings of special committees, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals. With a view to the current and mid- and long-term sustainable development of CCB, all members of the Board of Directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions, made rational and prudent decisions, and effectively implemented the resolutions of the shareholders' general meeting and the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

There are five committees established under the Board of Directors: Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Related Party Transaction, Social Responsibility and Consumer Protection Committee.

In 2023, the Strategy Development Committee convened seven meetings in total. The Committee intensified the study and judgment of the macroeconomic situation and the research on major strategic issues, and supervised and assessed the implementation of the 14th Five-Year Plan across CCB. The Committee revised the authorization measures and programs, studied and developed development plans for building a digital CCB and IT outsourcing, reinforced capital planning, guided CCB to expand and upgrade the New Finance initiatives, and improved the quality and efficiency of the implementation of the “Three Major Strategies”, so as to fulfill the responsibility of a major state-owned bank and fuel the high-quality development of the economy and society.

The Audit Committee convened seven official meetings in total, one pre-communication meeting each for annual and interim financial reports, two separate communication meetings with the external auditors, and one special seminar. The Committee supervised and reviewed the regular reports, strictly implemented the pre-communication system for annual and interim reports, fully exchanged views with the Management and external auditors, reviewed and revised the basic accounting policies, and strengthened the governance of accounting information. The Committee also paid close attention to changes in the macro landscape and regulatory policies and gave heed to business management, asset quality changes, and the disposal of individual cases of existing wealth management assets of overseas institutions and subsidiaries. The ultimate goal was to contribute to the prudent operation of CCB. The Committee enhanced the supervision and guidance for external auditors, supervised the engagement of external auditors, provided guidance on the external audit plan, studied and communicated key audit matters, and urged the implementation of remediation of the management problems proposed by external auditors. It also strictly implemented the closed-door meeting communication mechanism, urged the implementation of the annual assessment of external auditors, implemented regulatory requirements related to external audit rotation, and strengthened the management of non-audit services. The Committee supervised and guided the internal audit, guided the internal audit plan, and regularly listened to the summary reports on internal audit findings. It also continued to promote the remediation of problems in internal audit findings and urged the assessment of the internal audit quality and the performance appraisal of internal audit. The ultimate goal was to give full play to the role of the internal audit as the third line of defense. The Committee supervised and assessed internal control, strengthened the internal control assessment, issued an assessment report, and disclosed the report. Heed was also given to the findings of internal and external audits and internal control assessments related to internal control deficiencies and the remediation of such deficiencies, and the soundness and effectiveness of the internal control system were promoted.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial landscapes and CCB’s risk performance, continued to refine the comprehensive, proactive, and intelligent modern risk management system, drove the establishment of important policies and rules on risk management, and responded to risks and challenges in key industries and key areas in a forward-looking manner. Furthermore, the Committee actively studied and judged hot topics on global risk management, promptly analyzed risk incidents of European and American banks and their potential impacts, conducted in depth special research on liquidity risk, credit risk, and digital risk, guided and strengthened climate-related risk management, and drove the integration of environmental, social and governance (ESG) elements into the comprehensive risk management system. The Committee strictly implemented the regulatory requirements for global systemically important banks (G-SIBs) and advanced the enhancement of the Group’s consolidated management and the risk management of subsidiaries. Additionally, the Committee consistently supervised and guided the remediation of problems

identified in regulatory inspections and attached great importance to risk control in key areas, such as compliance, anti-money laundering (AML), and IT, and performed the duties of the U.S. Risk Management Committee in all respects. By continuously enhancing scientific, proactive and forward-looking comprehensive risk management, the Committee played a significant role in supporting the scientific decision-making by the Board of Directors and improving CCB's capability of preventing and mitigating financial risks.

The Nomination and Remuneration Committee convened eight meetings in total. In respect of nomination, it provided the Board of Directors with suggestions on the re-election of and new candidates for executive directors, the re-election and re-appointment of non-executive directors, new candidates for independent directors, candidates for members of the special committees under the Board of Directors, and candidates for senior management. It also reviewed the qualifications of the candidates nominated. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. Regarding remuneration and performance assessment, the Committee deeply studied the national remuneration regulation policies, organized and formulated the plan for remuneration allocation and settlement for directors, supervisors, and senior management of CCB for 2022, and refined the performance assessment plans for executive directors and senior management for 2023. It guided the formulation of the Management Measures for Deferred Payment and Withdrawal of Performance Remuneration and further improved the remuneration incentive and restraint mechanism. The Committee carried out an in-depth analysis of employee remuneration structure, and actively promoted the implementation of "favorable grassroots policies". The Committee attached great importance to the forward-looking arrangements for human resources for important strategies, the development of female employees, and progress in CCB Learning Center, and proposed opinions and suggestions on talent cultivation and development.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of five meetings. The Committee supervised and guided the Management to actively and prudently promote the comprehensive implementation of the new regulations on related party transactions in accordance with the latest regulatory requirements, continuously enhanced the comprehensive management of related party transactions, and continued to strengthen the third line of defense for related party transaction management. The Committee strengthened the overall management of consumer protection, regularly listened to reports on consumer protection, supervised the implementation of consumer protection, and paid consistent attention to the notification of regulatory complaints and relevant assessments. Additionally, the Committee drove the internal audit of consumer protection and brought into full play the role of consumer protection in providing strategic support for commercial banks and helping them build up core competitive edge. Meanwhile, the Committee followed up on and increased supervision and guidance for such types of business as housing leasing, inclusive finance, and rural revitalization finance, and supported the Management in promoting inclusive finance, housing leasing, and rural revitalization by creating new financial service models and relying on financial technology (fintech) and digital finance, thereby achieving the unity of CCB's own transformation and social contributions through high-quality development and comprehensively deepening the New Finance initiatives. The Committee urged the Management to implement the green development philosophy and establish a long-term mechanism for green development, thereby driving the development of green finance. The Committee actively performed its ESG duties, supervised and guided the preparation, reviewed, and approved the *Environmental, Social and Governance Work Plan (2023-2025)*, tracked domestic and overseas ESG development trends, and strengthened communication with external ESG

institutions. It also regularly listened to special reports on ESG development, followed up on and assessed ESG progress, and continued to strengthen the disclosure and publicity of ESG information. The ultimate goal was to vigorously drive the continual improvement of the effectiveness of CCB's ESG work. Furthermore, the Committee reviewed the social responsibility report, continuously strengthened the supervision of the preparation and disclosure of the social responsibility report, continued to supervise the implementation of charitable donations, and maximized the effectiveness of charitable donations and projects.

ii. Basic information on independent directors of CCB

As at December 31, 2023, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from Hong Kong SAR, the US, the UK, France, New Zealand and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, and credit rating. The chairmen of four special committees under the Board of Directors of CCB, i.e. the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. CCB's independent directors do not hold any other position in CCB or have some relationship with CCB and its substantial shareholders that may influence their independent and objective judgment. In addition to the annual remuneration obtained, CCB's independent directors do not have any business or financial interests in CCB or its subsidiaries. CCB has received the annual confirmation letters on independence and the files on self-examination of independence from each independent director, and confirmed their independence. Independent directors of CCB comply with the relevant requirements on the independence of independent directors as set out in the *Measures for Managing Independent Directors of Listed Companies* and the *Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1 – Standardized Operation*.

II. INFORMATION ON FULFILLMENT OF DUTIES BY MR. WHEELER IN THE YEAR

i. Profile of Mr. Wheeler

Mr. Graeme Wheeler has served as independent director of CCB since October 2019. Mr. Wheeler has served as non-executive director of Thyssen-Bornemisza Group since 2017. He served as governor of Reserve Bank of New Zealand from 2012 to 2017, non-executive director of Thyssen-Bornemisza Group and co-founder of Privatisation Analysis and Consulting Ltd. from 2010 to 2012, managing director responsible for operations of World Bank from 2006 to 2010, vice president and treasurer of World Bank from 2001 to 2006, director of financial products and services department of World Bank from 1997 to 2001, treasurer of New Zealand Debt Management Office (NZDMO) and deputy secretary to New Zealand Treasury from 1993 to 1997, director of macroeconomic Policy of New Zealand Treasury from 1990 to 1993, economic and financial counsellor of New Zealand Delegation to the OECD, Paris from 1984 to 1990 and an advisor in the New Zealand Treasury from 1973 to 1984. Mr. Wheeler was awarded Companion of the New Zealand Order of Merit in 2018. Mr. Wheeler obtained his master's degree of commerce in economics from University of Auckland in 1972.

ii. Meeting attendance

In 2023, CCB convened three shareholders’ general meetings: The 2022 annual general meeting on 29 June, 2023, the first extraordinary general meeting of 2023 on 20 March, 2023, and the second extraordinary general meeting of 2023 on 19 December, 2023. CCB convened nine meetings of the Board of Directors and 33 meetings of special committees throughout the year, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals.

In 2023, Mr. Wheeler attended the shareholders’ general meetings and meetings of the Board of Directors and special committees on time, reviewed the resolutions made by the Board of Directors and special committees of the Board of Directors, and expressed independent opinions. No objection has been raised to the matters for deliberation and no other special power has been exercised.

The attendances of Mr. Wheeler at the shareholders’ general meetings and meetings of the Board of Directors are presented as follows:

Independent Director	Shareholders’	Meetings of	
	General Meetings	the Board of Directors	
	Attendance in	Attendance in	Attendance by
	person	person	proxy
Mr. Graeme Wheeler	3/3	9/9	0/9

Information on attendance at meetings of each special committee under the Board of Directors by Mr. Wheeler is as follows:

Independent Director	Audit Committee		Risk Management Committee		Nomination and Remuneration Committee		Related Party Transaction, Social Responsibility and Consumer Protection Committee	
	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy
Mr. Graeme Wheeler	7/7	0/7	6/6	0/6	8/8	0/8	5/5	0/5

Notes:

- (1) “Attendance in person” refers to attending meetings in person, on telephone or by video.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

iii. Communication with parties of corporate governance

Mr. Wheeler actively performed his duties, attended the shareholders' general meetings, meetings of the Board of Directors and its special committees, special meetings of independent directors, directors' communication meetings, strategic guideline meetings, and special communication meetings on time, took the initiative in carrying out special research, and maintained adequate and effective communication with the shareholders, the chairman and other members of the Board of Directors, the chairman and members of the Board of Supervisors, senior management and other parties of corporate governance. The Bank actively provided working conditions and personnel support for independent directors and facilitated their effective performance of duties.

First, independent directors accurately studied and judged the macroeconomic development trend and advanced the New Finance initiatives across CCB in depth. Independent directors, including Mr. Wheeler, continued to strengthen their communication and exchanges with the parties engaged in corporate governance and analyze, study, and judge in depth international and domestic macro landscapes. With an international outlook, Mr. Wheeler paid attention to the key issues in CCB's business management, explored new service modes for technology finance, actively promoted digital transformation, supported the Management to build a house rental ecosystem, explored to revitalize real estate with REITs methods, and helped increase the supply of market-oriented long-term rental houses and affordable rental houses. He provided strategic guidelines and valuable decision-making references for CCB's prudent and sustainable development, and vigorously supported and safeguarded the scientific decision-making by the Board of Directors. The independent directors maintained communication with the chairman of the Board of Directors through strategic guideline meetings in order to exchange in-depth opinions. Doing so aimed to exchange ideas and achieve consensus on major strategic issues, including current domestic and overseas macroeconomic and financial environments, changes in the regulatory environment, opportunities and challenges faced by the banking sector, and CCB's future development. CCB's independent directors voiced their opinions through the meetings of the Board of Directors, official meetings of the committees, and directors' communication meetings. At the meetings, the impacts of the geopolitical landscape, macroeconomic environment, and fluctuations in the capital market on CCB's operations were analyzed, studied, and judged in depth. Furthermore, the independent directors held special meetings to have a thorough discussion about further enhancement of the quality and efficiency of the operation of special committees under the Board of Directors.

Second, attention was paid to the study of major issues to give full play to the roles of independent directors in guiding strategies and providing decision-making references. Independent directors, including Mr. Wheeler, carried out special exchanges with the Management and offered opinions and suggestions concerning major issues, including bank capital management, ESG risk management, digital compliance construction, international business, mega wealth management, subsidiary management, market value management, and cybersecurity risk prevention and control. Additionally, the independent directors urged the Management to enhance forward-looking planning and management of capital, effectively promoting the coordinated development of business, risks, profitability, and capital. Based on a comprehensive consideration of such factors as the external business landscape, the need to serve the real economy, future regulatory trends, and CCB's strategic planning, risk appetite and capital adequacy assessment, the independent directors studied and formulated the capital plan for the period from 2024 to 2026 to maintain capital adequacy and guarantee sustainable business development.

Third, risk prevention and mitigation in key areas were prioritized. Independent directors, including Mr. Wheeler, were dedicated to urging the Management to continuously improve and refine the comprehensive, proactive, and intelligent modern risk management system and enhance the counter-cyclical management of financial risks in the new landscape. They recommended that the Management advance risk mitigation in key areas according to the principles of market orientation and legal compliance, such as local government debts, in an orderly manner and establish a long-term mechanism. The ultimate goal was to actively and prudently mitigate risks in local government debts. Additionally, they supported CCB in providing financial services to secure housing delivery, meeting reasonable funding requirements of the real estate sector, and continuing to explore financial plans for building new real estate development models. After the establishment of CCB Housing Rental Fund, CCB cooperated with the entities designated by local governments to set up supporting sub-funds in order to increase the supply of market-oriented long-term rental houses or government-subsidized rental houses. At the same time, the independent directors, including Mr. Wheeler, supported the Management in promoting CCB Group's first issuance of the publicly traded REITs in self-owned government-subsidized rental housing, revitalized the existing assets in a market-oriented manner, and increased the supply of rental housing. The ultimate goal was to facilitate the sustainable and sound development of the real estate market. The upgrading of intelligent risk control was accelerated, and the transformation of risk management from "human control" to "computer-based control" and "intelligent control" was promoted, so as to improve new risk control and compliance management with digital methods. The independent directors suggested that the Management pay close attention to the potential risks in relevant business and products of domestic and overseas institutions and study effective countermeasures. Compliance risk management and case control were also emphasized. According to the independent directors, the Management should continue to advance the digital development of compliance management and case control, enhance artificial intelligence (AI) and big data application, and further boost employees' behavior management capabilities and the intelligent development of business compliance. The independent directors strengthened their analysis, study, and judgment of the international regulatory landscape, guided the Management in laying consistent emphasis on the development of compliance culture, and further improved AML. Meanwhile, they continued to intensify the compliance and financial sanctions management of overseas institutions, and further optimized the mechanisms for monitoring sanctions risks and collaboratively controlling emergency risks. They continuously improved the top-level design of the consumer protection system, promoted the implementation of the *Consumer Protection Plan of China Construction Bank (2023-2025)*, clarified the management specifications of consumer protection in key fields, and strengthened the active management and monitoring of the whole procedure. In addition, the Board of Directors regularly discussed ESG promotion reports, conducted in-depth research on the promotion of ESG objectives, innovative practices of the ESG rating system, privacy and data security, etc., strengthened the cultivation of ESG professionals, and promoted the achievement of outstanding results in the implementation and advancement of the ESG work plan. CCB's ESG rating of MSCI leaped to AA, ranking first among peers in the Chinese mainland and Hong Kong in terms of comprehensive assessment.

iv. Training

All independent directors of CCB attended a series of training sessions, covering topics such as new regulations for independent directors, regulation of information disclosure, standardized duty performance by independent directors, analysis of typical cases of disciplinary actions, analysis of M&A and restructuring policies and market trends, re-financing and spin-off listings.

III. KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR**i. Related party transactions**

In 2023, the independent directors, including Mr. Wheeler, highly valued and continuously pushed forward the management of related party transactions, and fulfilled their duties for supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the status of related parties, supervised and guided the Management to strengthen standardized, systematic, and intelligent management of related party transactions, and improved the risk control mechanism for related party transactions. Their ultimate goals were to improve the Management's capability of related party transaction management and safeguard CCB's and related parties' interests. Within the year, the comprehensive implementation of the *Management Measures for Related Party Transactions of Banking and Insurance Institutions* was actively and prudently promoted. Meanwhile, the independent directors, including Mr. Wheeler, supervised and guided the Management to proceed with all tasks in accordance with domestic and overseas regulatory requirements, strengthened comprehensive management and compliance supervision of related party transactions, and thus further improved the refined management of related party transactions.

ii. External guarantees and capital occupation

Approved by the regulatory institutions, CCB's external guarantee business is a part of CCB's normal business. CCB has formulated specific management measures, operational processes and approval procedures in light of the risks of the guarantee business and carried out the business accordingly. The guarantee business of CCB mainly relates to letters of guarantee (L/Gs). As at December 31, 2023, the balance of the domestic L/G business reached RMB1,203.6 billion, increasing by RMB47,854 million, representing a growth rate of 4.14%.

iii. Use of raised funds

In 2023, CCB issued RMB120 billion of domestic tier 2 capital bonds. The raised funds were used to replenish the tier 2 capital of CCB in full to support its high-quality business development. CCB issued RMB60 billion of domestic undated capital bonds. The raised funds were used to replenish additional tier 1 capital of CCB in full.

iv. Nomination and remuneration of the Senior Management

In 2023, the Board of Directors of CCB deliberated on and approved the proposals for appointing Mr. Wang Bing and Mr. Li Min as Executive Vice Presidents of CCB. The Board of Directors of CCB deliberated on and approved the 2022 remuneration allocation and settlement plan and 2023 performance appraisal plan for senior management, and determined the remuneration policy for senior management. Independent directors, including Mr. Wheeler, agreed to the nominations and remunerations of CCB's senior management.

v. Operating results forecast and preliminary earnings estimate

During the reporting period, CCB need not issue the operating results forecast or the preliminary earnings estimate.

vi. Engagement or replacement of accounting firms

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2023 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2023 after deliberation and approval at CCB's Annual General Meeting of 2022. According to relevant requirements of laws, regulations and regulatory requirements and work needs, the independent directors, including Mr. Wheeler, maintained sufficient communication with the internal audit department and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. Independent directors, including Mr. Wheeler, held that the accounting firms engaged by CCB adhered to the principles of independence, objectivity and fairness throughout the audits and properly performed all tasks.

vii. Cash dividends and other return of investors

CCB has well-designed procedures and mechanisms for decision-making on profit distribution, pays continual attention to the willingness of the vast shareholders, and pays dividends to shareholders in cash. When drawing up the profit distribution plan, the Board of Directors paid full heed to the opinions and requests of shareholders, protected the legitimate rights and interests of small and medium investors, concurrently guaranteed long-term development interests and created reasonable value returns for shareholders. Independent directors, including Mr. Wheeler, fulfilled their duties and played their due role in the process of decision making on the profit distribution plan. In 2023, CCB paid each ordinary shareholder a cash dividend of RMB0.389 per share (tax inclusive) for 2022, which amounted to approximately RMB97,254 million (tax inclusive) in total. The dividend actually distributed on each domestic preference share was RMB3.57 per share (tax inclusive), with cash dividends distributed totaling approximately RMB2,142 million (tax inclusive).

viii. Fulfillment of commitments made by CCB and its shareholders

Independent directors, including Mr. Wheeler, paid great attention to the fulfillment of commitments by CCB and its shareholders. As at December 31, 2023, the substantial shareholders of CCB have fulfilled all of their continuous commitments.

ix. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB timely, completely, and accurately disclosed the regular reports and ad-hoc announcements, such as the 2022 annual report, the 2023 interim report and quarterly reports, particularly the designed first A-share annual report since the successful listing and the H-share annual results announcement containing the full text of the annual report in late March. Independent directors, including Mr. Wheeler, actively performed their duties in

the preparation and disclosure of regular reports and had full communication and discussion with the internal audit department of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors, including Mr. Wheeler, guided CCB to continuously strengthen and enrich the content and forms of voluntary disclosure through regular reports, ad-hoc announcements, news, and other methods of publicity. They also encouraged the comprehensive demonstration of CCB's highlights and achievements in implementing the new development philosophy, actively integrating into major national strategies, deeply promoting the New Finance initiatives, and steadily improving the operation management capability. Furthermore, CCB was guided to vividly showcase its efforts at reshaping its financial service model through digital technologies, performing its mission and responsibility for serving the real economy and people's livelihood through the New Finance initiatives, and actively responding to investors' concerns about CCB's strategic implementation and business development results. Within the year, independent directors, including Mr. Wheeler, actively guided the preparation of the social responsibility report and were constantly enriching the ESG disclosure content. Meanwhile, they drove the disclosure of the Group's first report on environmental information disclosure based on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), so as to fully meet the demands of the capital market and stakeholders for ESG and environment-related information.

x. Implementation of internal control

In 2023, CCB continuously promoted the robustness and effectiveness of its internal control system. Independent directors, including Mr. Wheeler, attached great importance to the effectiveness of internal control and reviewed CCB's internal control assessment reports in 2022. According to the results of the internal control assessment, CCB had no material or significant deficiencies in the internal control over financial reporting or internal control unrelated to financial reporting, maintaining effective internal control in all material respects.

xi. Other relevant information

Upon assessment, Mr. Wheeler performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content.

IV. OVERALL ASSESSMENT AND RECOMMENDATIONS

In 2023, Mr. Wheeler fulfilled his duties honestly, diligently and independently in accordance with relevant laws, regulations, regulatory requirements and relevant requirements of the Articles of Association of CCB, effectively promoted CCB to guard the bottom line of risks, enhance stable and compliant operation, and boost sustainable development under the complicated and changeable external situation, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2024, the independent directors of CCB will continue to maintain their independence in accordance with regulatory guidance, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Graeme Wheeler

China Construction Bank Corporation
Work Report of Independent Director Michel Madelain for 2023

In 2023, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Measures of China Construction Bank Corporation for Implementation of the Independent Director System*, and the *Policy of China Construction Bank Corporation on Annual Reporting by Independent Directors*, Mr. Madelain, as an independent director of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make scientific decisions. Meanwhile, by leveraging his international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, strategic guideline meetings, special communication meetings, and research forums, Mr. Madelain offered valuable opinions and suggestions on CCB's business management from multiple perspectives such as the domestic and overseas political and economic situation, regulatory dynamics, and the best international peer practices. Over the past year, Mr. Madelain faithfully and diligently performed his duties, gave full play to his consulting and supervision functions, advanced CCB's New Finance initiatives in depth, boosted the comprehensive improvement of CCB's business management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Here is a report on the fulfillment of duties by Mr. Madelain in 2023:

I. COMPOSITION AND OPERATION OF THE BOARD OF DIRECTORS OF CCB

i. Operation of the Board of Directors and its special committees

In 2023, the Board of Directors of CCB convened nine meetings in total, at which 67 proposals were deliberated, and 40 were referred to; convened 33 meetings of special committees, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals. With a view to the current and mid- and long-term sustainable development of CCB, all members of the Board of Directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions, made rational and prudent decisions, and effectively implemented the resolutions of the shareholders' general meeting and the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

There are five committees established under the Board of Directors: Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Related Party Transaction, Social Responsibility and Consumer Protection Committee.

In 2023, the Strategy Development Committee convened seven meetings in total. The Committee intensified the study and judgment of the macroeconomic situation and the research on major strategic issues, and supervised and assessed the implementation of the 14th Five-Year Plan across CCB. The Committee revised the authorization measures and programs, studied and developed development plans for building a digital CCB and IT outsourcing, reinforced capital planning, guided CCB to expand and upgrade the New Finance initiatives, and improved the quality and efficiency of the implementation of the “Three Major Strategies”, so as to fulfill the responsibility of a major state-owned bank and fuel the high-quality development of the economy and society.

The Audit Committee convened seven official meetings in total, one pre-communication meeting each for annual and interim financial reports, two separate communication meetings with the external auditors, and one special seminar. The Committee supervised and reviewed the regular reports, strictly implemented the pre-communication system for annual and interim reports, fully exchanged views with the Management and external auditors, reviewed and revised the basic accounting policies, and strengthened the governance of accounting information. The Committee also paid close attention to changes in the macro landscape and regulatory policies and gave heed to business management, asset quality changes, and the disposal of individual cases of existing wealth management assets of overseas institutions and subsidiaries. The ultimate goal was to contribute to the prudent operation of CCB. The Committee enhanced the supervision and guidance for external auditors, supervised the engagement of external auditors, provided guidance on the external audit plan, studied and communicated key audit matters, and urged the implementation of remediation of the management problems proposed by external auditors. It also strictly implemented the closed-door meeting communication mechanism, urged the implementation of the annual assessment of external auditors, implemented regulatory requirements related to external audit rotation, and strengthened the management of non-audit services. The Committee supervised and guided the internal audit, guided the internal audit plan, and regularly listened to the summary reports on internal audit findings. It also continued to promote the remediation of problems in internal audit findings and urged the assessment of the internal audit quality and the performance appraisal of internal audit. The ultimate goal was to give full play to the role of the internal audit as the third line of defense. The Committee supervised and assessed internal control, strengthened the internal control assessment, issued an assessment report, and disclosed the report. Heed was also given to the findings of internal and external audits and internal control assessments related to internal control deficiencies and the remediation of such deficiencies, and the soundness and effectiveness of the internal control system were promoted.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial landscapes and CCB’s risk performance, continued to refine the comprehensive, proactive, and intelligent modern risk management system, drove the establishment of important policies and rules on risk management, and responded to risks and challenges in key industries and key areas in a forward-looking manner. Furthermore, the Committee actively studied and judged hot topics on global risk management, promptly analyzed risk incidents of European and American banks and their potential impacts, conducted in depth special research on liquidity risk, credit risk, and digital risk, guided and strengthened climate-related risk management, and drove the integration of environmental, social and governance (ESG) elements into the comprehensive risk management system. The Committee strictly implemented the regulatory requirements for global systemically important banks (G-SIBs) and advanced the enhancement of the Group’s consolidated management and the risk management of subsidiaries. Additionally, the Committee consistently supervised and guided the remediation of problems

identified in regulatory inspections and attached great importance to risk control in key areas, such as compliance, anti-money laundering (AML), and IT, and performed the duties of the U.S. Risk Management Committee in all respects. By continuously enhancing scientific, proactive and forward-looking comprehensive risk management, the Committee played a significant role in supporting the scientific decision-making by the Board of Directors and improving CCB's capability of preventing and mitigating financial risks.

The Nomination and Remuneration Committee convened eight meetings in total. In respect of nomination, it provided the Board of Directors with suggestions on the re-election of and new candidates for executive directors, the re-election and re-appointment of non-executive directors, new candidates for independent directors, candidates for members of the special committees under the Board of Directors, and candidates for senior management. It also reviewed the qualifications of the candidates nominated. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. Regarding remuneration and performance assessment, the Committee deeply studied the national remuneration regulation policies, organized and formulated the plan for remuneration allocation and settlement for directors, supervisors, and senior management of CCB for 2022, and refined the performance assessment plans for executive directors and senior management for 2023. It guided the formulation of the Management Measures for Deferred Payment and Withdrawal of Performance Remuneration and further improved the remuneration incentive and restraint mechanism. The Committee carried out an in-depth analysis of employee remuneration structure, and actively promoted the implementation of "favorable grassroots policies". The Committee attached great importance to the forward-looking arrangements for human resources for important strategies, the development of female employees, and progress in CCB Learning Center, and proposed opinions and suggestions on talent cultivation and development.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of five meetings. The Committee supervised and guided the Management to actively and prudently promote the comprehensive implementation of the new regulations on related party transactions in accordance with the latest regulatory requirements, continuously enhanced the comprehensive management of related party transactions, and continued to strengthen the third line of defense for related party transaction management. The Committee strengthened the overall management of consumer protection, regularly listened to reports on consumer protection, supervised the implementation of consumer protection, and paid consistent attention to the notification of regulatory complaints and relevant assessments. Additionally, the Committee drove the internal audit of consumer protection and brought into full play the role of consumer protection in providing strategic support for commercial banks and helping them build up core competitive edge. Meanwhile, the Committee followed up on and increased supervision and guidance for such types of business as housing leasing, inclusive finance, and rural revitalization finance, and supported the Management in promoting inclusive finance, housing leasing, and rural revitalization by creating new financial service models and relying on financial technology (fintech) and digital finance, thereby achieving the unity of CCB's own transformation and social contributions through high-quality development and comprehensively deepening the New Finance initiatives. The Committee urged the Management to implement the green development philosophy and establish a long-term mechanism for green development, thereby driving the development of green finance. The Committee actively performed its ESG duties, supervised and guided the preparation, reviewed, and approved the *Environmental, Social and Governance Work Plan (2023-2025)*, tracked domestic and overseas ESG development trends, and strengthened communication with external ESG

institutions. It also regularly listened to special reports on ESG development, followed up on and assessed ESG progress, and continued to strengthen the disclosure and publicity of ESG information. The ultimate goal was to vigorously drive the continual improvement of the effectiveness of CCB's ESG work. Furthermore, the Committee reviewed the social responsibility report, continuously strengthened the supervision of the preparation and disclosure of the social responsibility report, continued to supervise the implementation of charitable donations, and maximized the effectiveness of charitable donations and projects.

ii. Basic information on independent directors of CCB

As at December 31, 2023, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from Hong Kong SAR, the US, the UK, France, New Zealand and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, and credit rating. The chairmen of four special committees under the Board of Directors of CCB, i.e. the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. CCB's independent directors do not hold any other position in CCB or have some relationship with CCB and its substantial shareholders that may influence their independent and objective judgment. In addition to the annual remuneration obtained, CCB's independent directors do not have any business or financial interests in CCB or its subsidiaries. CCB has received the annual confirmation letters on independence and the files on self-examination of independence from each independent director, and confirmed their independence. Independent directors of CCB comply with the relevant requirements on the independence of independent directors as set out in the *Measures for Managing Independent Directors of Listed Companies* and the *Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1 – Standardized Operation*.

II. INFORMATION ON FULFILLMENT OF DUTIES BY MR. MADELAIN IN THE YEAR

i. Profile of Mr. Madelain

Mr. Michel Madelain has served as independent director of CCB since January 2020. He has been a member of the Supervisory Board of La Banque Postale in France since April 2018. From January 2018 to December 2023, Mr. Madelain was trustee of the IFRS Foundation. From June 2016 to December 2018, he was vice chairman of Moody's Investors Service (MIS). Concurrently, he served as chairman of Moody's European Boards and was a member of MIS US Board. From May 2008 to June 2016, he was president and chief operating officer of MIS, having previously assumed a number of positions in Europe and the USA with MIS from 1994 to May 2008. From May 1980 to May 1994, he worked at Ernst & Young in Belgium and France and was promoted to the partnership in 1989. Mr. Madelain is a Qualified Chartered Accountant of France. He obtained a master's degree in management from Kellogg Graduate School of Management of Northwestern University (USA) and a bachelor's degree in business administration from the Ecole Supérieure de Commerce de Rouen, France.

ii. Meeting attendance

In 2023, CCB convened three shareholders’ general meetings: The 2022 annual general meeting on 29 June, 2023, the first extraordinary general meeting of 2023 on 20 March, 2023, and the second extraordinary general meeting of 2023 on 19 December, 2023. CCB convened nine meetings of the Board of Directors and 33 meetings of special committees throughout the year, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals.

In 2023, Mr. Madelain attended the shareholders’ general meetings and meetings of the Board of Directors and special committees on time, reviewed the resolutions made by the Board of Directors and special committees of the Board of Directors, and expressed independent opinions. No objection has been raised to the matters for deliberation and no other special power has been exercised.

The attendances of Mr. Madelain at the shareholders’ general meetings and meetings of the Board of Directors are presented as follows:

Independent Director	Shareholders’	Meetings of	
	General Meetings	the Board of Directors	
	Attendance in person	Attendance in person	Attendance by proxy
Mr. Michel Madelain	3/3	9/9	0/9

Information on attendance at meetings of each special committee under the Board of Directors by Mr. Madelain is as follows:

Independent Director	Audit Committee		Risk Management Committee		Nomination and Remuneration Committee		Related Party Transaction, Social Responsibility and Consumer Protection Committee	
	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy
Mr. Michel Madelain	7/7	0/7	6/6	0/6	8/8	0/8	5/5	0/5

Notes:

- (1) “Attendance in person” refers to attending meetings in person, on telephone or by video.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

iii. Communication with parties of corporate governance

Mr. Madelain actively performed his duties, attended the shareholders' general meetings, meetings of the Board of Directors and its special committees, special meetings of independent directors, directors' communication meetings, strategic guideline meetings, and special communication meetings on time, took the initiative in carrying out special research, and maintained adequate and effective communication with the shareholders, the chairman and other members of the Board of Directors, the chairman and members of the Board of Supervisors, senior management and other parties of corporate governance. The Bank actively provided working conditions and personnel support for independent directors and facilitated their effective performance of duties.

First, independent directors accurately studied and judged the macroeconomic development trend and advanced the New Finance initiatives across CCB in depth. Independent directors, including Mr. Madelain, continued to strengthen their communication and exchanges with the parties engaged in corporate governance and analyze, study, and judge in depth international and domestic macro landscapes. With an international outlook, Mr. Madelain paid attention to the key issues in CCB's business management, explored new service modes for technology finance, actively promoted digital transformation, supported the Management to build a house rental ecosystem, explored to revitalize real estate with REITs methods, and helped increase the supply of market-oriented long-term rental houses and affordable rental houses. He provided strategic guidelines and valuable decision-making references for CCB's prudent and sustainable development, and vigorously supported and safeguarded the scientific decision-making by the Board of Directors. The independent directors maintained communication with the chairman of the Board of Directors through strategic guideline meetings in order to exchange in-depth opinions. Doing so aimed to exchange ideas and achieve consensus on major strategic issues, including current domestic and overseas macroeconomic and financial environments, changes in the regulatory environment, opportunities and challenges faced by the banking sector, and CCB's future development. CCB's independent directors voiced their opinions through the meetings of the Board of Directors, official meetings of the committees, and directors' communication meetings. At the meetings, the impacts of the geopolitical landscape, macroeconomic environment, and fluctuations in the capital market on CCB's operations were analyzed, studied, and judged in depth. Furthermore, the independent directors held special meetings to have a thorough discussion about further enhancement of the quality and efficiency of the operation of special committees under the Board of Directors.

Second, attention was paid to the study of major issues to give full play to the roles of independent directors in guiding strategies and providing decision-making references. Independent directors, including Mr. Madelain, carried out special exchanges with the Management and offered opinions and suggestions concerning major issues, including bank capital management, ESG risk management, digital compliance construction, international business, mega wealth management, subsidiary management, market value management, and cybersecurity risk prevention and control. Additionally, the independent directors urged the Management to enhance forward-looking planning and management of capital, effectively promoting the coordinated development of business, risks, profitability, and capital. Based on a comprehensive consideration of such factors as the external business landscape, the need to serve the real economy, future regulatory trends, and CCB's strategic planning, risk appetite and capital adequacy assessment, the independent directors studied and formulated the capital plan for the period from 2024 to 2026 to maintain capital adequacy and guarantee sustainable business development.

Third, risk prevention and mitigation in key areas were prioritized. Independent directors, including Mr. Madelain, were dedicated to urging the Management to continuously improve and refine the comprehensive, proactive, and intelligent modern risk management system and enhance the counter-cyclical management of financial risks in the new landscape. They recommended that the Management advance risk mitigation in key areas according to the principles of market orientation and legal compliance, such as local government debts, in an orderly manner and establish a long-term mechanism. The ultimate goal was to actively and prudently mitigate risks in local government debts. Additionally, they supported CCB in providing financial services to secure housing delivery, meeting reasonable funding requirements of the real estate sector, and continuing to explore financial plans for building new real estate development models. After the establishment of CCB Housing Rental Fund, CCB cooperated with the entities designated by local governments to set up supporting sub-funds in order to increase the supply of market-oriented long-term rental houses or government-subsidized rental houses. At the same time, the independent directors, including Mr. Madelain, supported the Management in promoting CCB Group's first issuance of the publicly traded REITs in self-owned government-subsidized rental housing, revitalized the existing assets in a market-oriented manner, and increased the supply of rental housing. The ultimate goal was to facilitate the sustainable and sound development of the real estate market. The upgrading of intelligent risk control was accelerated, and the transformation of risk management from "human control" to "computer-based control" and "intelligent control" was promoted, so as to improve new risk control and compliance management with digital methods. The independent directors suggested that the Management pay close attention to the potential risks in relevant business and products of domestic and overseas institutions and study effective countermeasures. Compliance risk management and case control were also emphasized. According to the independent directors, the Management should continue to advance the digital development of compliance management and case control, enhance artificial intelligence (AI) and big data application, and further boost employees' behavior management capabilities and the intelligent development of business compliance. The independent directors strengthened their analysis, study, and judgment of the international regulatory landscape, guided the Management in laying consistent emphasis on the development of compliance culture, and further improved AML. Meanwhile, they continued to intensify the compliance and financial sanctions management of overseas institutions, and further optimized the mechanisms for monitoring sanctions risks and collaboratively controlling emergency risks. They continuously improved the top-level design of the consumer protection system, promoted the implementation of the *Consumer Protection Plan of China Construction Bank (2023-2025)*, clarified the management specifications of consumer protection in key fields, and strengthened the active management and monitoring of the whole procedure. In addition, the Board of Directors regularly discussed ESG promotion reports, conducted in-depth research on the promotion of ESG objectives, innovative practices of the ESG rating system, privacy and data security, etc., strengthened the cultivation of ESG professionals, and promoted the achievement of outstanding results in the implementation and advancement of the ESG work plan. CCB's ESG rating of MSCI leaped to AA, ranking first among peers in the Chinese mainland and Hong Kong in terms of comprehensive assessment.

iv. Training

All independent directors of CCB attended a series of training sessions, covering topics such as new regulations for independent directors, regulation of information disclosure, standardized duty performance by independent directors, analysis of typical cases of disciplinary actions, analysis of M&A and restructuring policies and market trends, re-financing and spin-off listings. Mr. Michel Madelain attended training sessions on Fintech, board effectiveness, European climate disclosures, and cybersecurity.

III. KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR**i. Related party transactions**

In 2023, the independent directors, including Mr. Madelain, highly valued and continuously pushed forward the management of related party transactions, and fulfilled their duties for supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the status of related parties, supervised and guided the Management to strengthen standardized, systematic, and intelligent management of related party transactions, and improved the risk control mechanism for related party transactions. Their ultimate goals were to improve the Management's capability of related party transaction management and safeguard CCB's and related parties' interests. Within the year, the comprehensive implementation of the *Management Measures for Related Party Transactions of Banking and Insurance Institutions* was actively and prudently promoted. Meanwhile, the independent directors, including Mr. Madelain, supervised and guided the Management to proceed with all tasks in accordance with domestic and overseas regulatory requirements, strengthened comprehensive management and compliance supervision of related party transactions, and thus further improved the refined management of related party transactions.

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in the preparation and disclosure of regular reports and had full communication and discussion with the internal audit department of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors, including Mr. Madelain, guided CCB to continuously strengthen and enrich the content and forms of voluntary disclosure through regular reports, ad-hoc announcements, news, and other methods of publicity. They also encouraged the comprehensive demonstration of CCB's highlights and achievements in implementing the new development philosophy, actively integrating into major national strategies, deeply promoting the New Finance initiatives, and steadily improving the operation management capability. Furthermore, CCB was guided to vividly showcase its efforts at reshaping its financial service model through digital technologies, performing its mission and responsibility for serving the real economy and people's livelihood through the New Finance initiatives, and actively responding to investors' concerns about CCB's strategic implementation and business development results. Within the year, independent directors, including Mr. Madelain, actively guided the preparation of the social responsibility report and were constantly enriching the ESG disclosure content. Meanwhile, they drove the disclosure of the Group's first report on environmental information disclosure based on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), so as to fully meet the demands of the capital market and stakeholders for ESG and environment-related information.

x. Implementation of internal control

In 2023, CCB continuously promoted the robustness and effectiveness of its internal control system. Independent directors, including Mr. Madelain, attached great importance to the effectiveness of internal control and reviewed CCB's internal control assessment reports in 2022. According to the results of the internal control assessment, CCB had no material or significant deficiencies in the internal control over financial reporting or internal control unrelated to financial reporting, maintaining effective internal control in all material respects.

xi. Other relevant information

Upon assessment, Mr. Madelain performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content.

IV. OVERALL ASSESSMENT AND RECOMMENDATIONS

In 2023, Mr. Madelain fulfilled his duties honestly, diligently and independently in accordance with relevant laws, regulations, regulatory requirements and relevant requirements of the Articles of Association of CCB, effectively promoted CCB to guard the bottom line of risks, enhance stable and compliant operation, and boost sustainable development under the complicated and changeable external situation, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2024, the independent directors of CCB will continue to maintain their independence in accordance with regulatory guidance, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Michel Madelain

China Construction Bank Corporation
Work Report of Independent Director William Coen for 2023

In 2023, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Measures of China Construction Bank Corporation for Implementation of the Independent Director System*, and the *Policy of China Construction Bank Corporation on Annual Reporting by Independent Directors*, Mr. William Coen, as an independent director of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make scientific decisions. Meanwhile, by leveraging his international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, strategic guideline meetings, special communication meetings, and research forums, Mr. Coen offered valuable opinions and suggestions on CCB's business management from multiple perspectives such as the domestic and overseas political and economic situation, regulatory dynamics, and the best international peer practices. Over the past year, Mr. Coen faithfully and diligently performed his duties, gave full play to his consulting and supervision functions, advanced CCB's New Finance initiatives in depth, boosted the comprehensive improvement of CCB's business management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Here is a report on the fulfillment of duties by Mr. Coen in 2023:

I. COMPOSITION AND OPERATION OF THE BOARD OF DIRECTORS OF CCB

i. Operation of the Board of Directors and its special committees

In 2023, the Board of Directors of CCB convened nine meetings in total, at which 67 proposals were deliberated, and 40 were referred to; convened 33 meetings of special committees, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals. With a view to the current and mid- and long-term sustainable development of CCB, all members of the Board of Directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions, made rational and prudent decisions, and effectively implemented the resolutions of the shareholders' general meeting and the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

There are five committees established under the Board of Directors: Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Related Party Transaction, Social Responsibility and Consumer Protection Committee.

In 2023, the Strategy Development Committee convened seven meetings in total. The Committee intensified the study and judgment of the macroeconomic situation and the research on major strategic issues, and supervised and assessed the implementation of the 14th Five-Year Plan across CCB. The Committee revised the authorization measures and programs, studied and developed development plans for building a digital CCB and IT outsourcing, reinforced capital planning, guided CCB to expand and upgrade the New Finance initiatives, and improved the quality and efficiency of the implementation of the “Three Major Strategies”, so as to fulfill the responsibility of a major state-owned bank and fuel the high-quality development of the economy and society.

The Audit Committee convened seven official meetings in total, one pre-communication meeting each for annual and interim financial reports, two separate communication meetings with the external auditors, and one special seminar. The Committee supervised and reviewed the regular reports, strictly implemented the pre-communication system for annual and interim reports, fully exchanged views with the Management and external auditors, reviewed and revised the basic accounting policies, and strengthened the governance of accounting information. The Committee also paid close attention to changes in the macro landscape and regulatory policies and gave heed to business management, asset quality changes, and the disposal of individual cases of existing wealth management assets of overseas institutions and subsidiaries. The ultimate goal was to contribute to the prudent operation of CCB. The Committee enhanced the supervision and guidance for external auditors, supervised the engagement of external auditors, provided guidance on the external audit plan, studied and communicated key audit matters, and urged the implementation of remediation of the management problems proposed by external auditors. It also strictly implemented the closed-door meeting communication mechanism, urged the implementation of the annual assessment of external auditors, implemented regulatory requirements related to external audit rotation, and strengthened the management of non-audit services. The Committee supervised and guided the internal audit, guided the internal audit plan, and regularly listened to the summary reports on internal audit findings. It also continued to promote the remediation of problems in internal audit findings and urged the assessment of the internal audit quality and the performance appraisal of internal audit. The ultimate goal was to give full play to the role of the internal audit as the third line of defense. The Committee supervised and assessed internal control, strengthened the internal control assessment, issued an assessment report, and disclosed the report. Heed was also given to the findings of internal and external audits and internal control assessments related to internal control deficiencies and the remediation of such deficiencies, and the soundness and effectiveness of the internal control system were promoted.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial landscapes and CCB’s risk performance, continued to refine the comprehensive, proactive, and intelligent modern risk management system, drove the establishment of important policies and rules on risk management, and responded to risks and challenges in key industries and key areas in a forward-looking manner. Furthermore, the Committee actively studied and judged hot topics on global risk management, promptly analyzed risk incidents of European and American banks and their potential impacts, conducted in depth special research on liquidity risk, credit risk, and digital risk, guided and strengthened climate-related risk management, and drove the integration of environmental, social and governance (ESG) elements into the comprehensive risk management system. The Committee strictly implemented the regulatory requirements for global systemically important banks (G-SIBs) and advanced the enhancement of the Group’s consolidated management and the risk management of subsidiaries. Additionally, the Committee consistently supervised and guided the remediation of problems

identified in regulatory inspections and attached great importance to risk control in key areas, such as compliance, anti-money laundering (AML), and IT, and performed the duties of the U.S. Risk Management Committee in all respects. By continuously enhancing scientific, proactive and forward-looking comprehensive risk management, the Committee played a significant role in supporting the scientific decision-making by the Board of Directors and improving CCB's capability of preventing and mitigating financial risks.

The Nomination and Remuneration Committee convened eight meetings in total. In respect of nomination, it provided the Board of Directors with suggestions on the re-election of and new candidates for executive directors, the re-election and re-appointment of non-executive directors, new candidates for independent directors, candidates for members of the special committees under the Board of Directors, and candidates for senior management. It also reviewed the qualifications of the candidates nominated. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. Regarding remuneration and performance assessment, the Committee deeply studied the national remuneration regulation policies, organized and formulated the plan for remuneration allocation and settlement for directors, supervisors, and senior management of CCB for 2022, and refined the performance assessment plans for executive directors and senior management for 2023. It guided the formulation of the Management Measures for Deferred Payment and Withdrawal of Performance Remuneration and further improved the remuneration incentive and restraint mechanism. The Committee carried out an in-depth analysis of employee remuneration structure, and actively promoted the implementation of "favorable grassroots policies". The Committee attached great importance to the forward-looking arrangements for human resources for important strategies, the development of female employees, and progress in CCB Learning Center, and proposed opinions and suggestions on talent cultivation and development.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of five meetings. The Committee supervised and guided the Management to actively and prudently promote the comprehensive implementation of the new regulations on related party transactions in accordance with the latest regulatory requirements, continuously enhanced the comprehensive management of related party transactions, and continued to strengthen the third line of defense for related party transaction management. The Committee strengthened the overall management of consumer protection, regularly listened to reports on consumer protection, supervised the implementation of consumer protection, and paid consistent attention to the notification of regulatory complaints and relevant assessments. Additionally, the Committee drove the internal audit of consumer protection and brought into full play the role of consumer protection in providing strategic support for commercial banks and helping them build up core competitive edge. Meanwhile, the Committee followed up on and increased supervision and guidance for such types of business as housing leasing, inclusive finance, and rural revitalization finance, and supported the Management in promoting inclusive finance, housing leasing, and rural revitalization by creating new financial service models and relying on financial technology (fintech) and digital finance, thereby achieving the unity of CCB's own transformation and social contributions through high-quality development and comprehensively deepening the New Finance initiatives. The Committee urged the Management to implement the green development philosophy and establish a long-term mechanism for green development, thereby driving the development of green finance. The Committee actively performed its ESG duties, supervised and guided the preparation, reviewed, and approved the *Environmental, Social and Governance Work Plan (2023-2025)*, tracked domestic and overseas ESG development trends, and strengthened communication with external ESG

institutions. It also regularly listened to special reports on ESG development, followed up on and assessed ESG progress, and continued to strengthen the disclosure and publicity of ESG information. The ultimate goal was to vigorously drive the continual improvement of the effectiveness of CCB's ESG work. Furthermore, the Committee reviewed the social responsibility report, continuously strengthened the supervision of the preparation and disclosure of the social responsibility report, continued to supervise the implementation of charitable donations, and maximized the effectiveness of charitable donations and projects.

ii. Basic information on independent directors of CCB

As at December 31, 2023, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from Hong Kong SAR, the US, the UK, France, New Zealand and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, and credit rating. The chairmen of four special committees under the Board of Directors of CCB, i.e. the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. CCB's independent directors do not hold any other position in CCB or have some relationship with CCB and its substantial shareholders that may influence their independent and objective judgment. In addition to the annual remuneration obtained, CCB's independent directors do not have any business or financial interests in CCB or its subsidiaries. CCB has received the annual confirmation letters on independence and the files on self-examination of independence from each independent director, and confirmed their independence. Independent directors of CCB comply with the relevant requirements on the independence of independent directors as set out in the *Measures for Managing Independent Directors of Listed Companies* and the *Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1 – Standardized Operation*.

II. INFORMATION ON FULFILLMENT OF DUTIES BY MR. COEN IN THE YEAR

i. Profile of Mr. Coen

Mr. William Coen has served as independent director of CCB since June 2021. Mr. Coen has served as independent director of Buna, a cross-border payment system in the Arab region, from July 2022, as senior advisor, global financial services of KPMG from May 2022, and as member of Global Advisory Board of Mitsubishi UFJ Financial Group, Inc. from October 2021. He currently serves as a member of the Advisory Board of Baton Systems, Inc. since June 2021, and chief regulatory adviser for Suade Labs since April 2021. He has been chairman of the IFRS Advisory Council from February 2020, member of the board of directors of the Toronto Leadership Centre since November 2019 and technical advisor of the International Monetary Fund since July 2019. He served as secretary general of the Basel Committee on Banking Supervision from 2014 to 2019, deputy secretary general of the Basel Committee on Banking Supervision from 2007 to 2014, and supported BIS Financial Stability Institute from 2003 to 2006. Prior to joining the Basel Committee on Banking Supervision Secretariat in 1999, he consecutively worked with the US Office of Comptroller of the Currency and the US Board of Governors of the Federal Reserve System.

Mr. Coen is currently a member of the Bretton Woods Committee and was a member of the Financial Stability Board and its standing committees. He obtained his Bachelor of Science Degree from Manhattan College in 1984 and his Master of Business Administration Degree from Fordham University in 1991.

ii. Meeting attendance

In 2023, CCB convened three shareholders’ general meetings: The 2022 annual general meeting on 29 June, 2023, the first extraordinary general meeting of 2023 on 20 March, 2023, and the second extraordinary general meeting of 2023 on 19 December, 2023. CCB convened nine meetings of the Board of Directors and 33 meetings of special committees throughout the year, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals.

In 2023, Mr. Coen attended the shareholders’ general meetings and meetings of the Board of Directors and special committees on time, reviewed the resolutions made by the Board of Directors and special committees of the Board of Directors, and expressed independent opinions. No objection has been raised to the matters for deliberation and no other special power has been exercised.

The attendances of Mr. Coen at the shareholders’ general meetings and meetings of the Board of Directors are presented as follows:

Independent Director	Shareholders’	Meetings of	
	General Meetings	the Board of Directors	
	Attendance in	Attendance in	Attendance by
	person	person	proxy
Mr. William Coen	3/3	8/9	1/9

Information on attendance at meetings of each special committee under the Board of Directors by Mr. Coen is as follows:

Independent Director	Audit Committee		Risk Management		Related Party Transaction, Social Responsibility and Consumer Protection	
	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance
	in person	by proxy	in person	by proxy	in person	by proxy
Mr. William Coen	6/7	1/7	6/6	0/6	5/5	0/5

Notes:

- (1) “Attendance in person” refers to attending meetings in person, on telephone or by video.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

iii. Communication with parties of corporate governance

Mr. Coen actively performed his duties, attended the shareholders' general meetings, meetings of the Board of Directors and its special committees, special meetings of independent directors, directors' communication meetings, strategic guideline meetings, and special communication meetings on time, took the initiative in carrying out special research, and maintained adequate and effective communication with the shareholders, the chairman and other members of the Board of Directors, the chairman and members of the Board of Supervisors, senior management and other parties of corporate governance. The Bank actively provided working conditions and personnel support for independent directors and facilitated their effective performance of duties.

First, independent directors accurately studied and judged the macroeconomic development trend and advanced the New Finance initiatives across CCB in depth. Independent directors, including Mr. Coen, continued to strengthen their communication and exchanges with the parties engaged in corporate governance and analyze, study, and judge in depth international and domestic macro landscapes. With an international outlook, Mr. Coen paid attention to the key issues in CCB's business management, explored new service modes for technology finance, actively promoted digital transformation, supported the Management to build a house rental ecosystem, explored to revitalize real estate with REITs methods, and helped increase the supply of market-oriented long-term rental houses and affordable rental houses. He provided strategic guidelines and valuable decision-making references for CCB's prudent and sustainable development, and vigorously supported and safeguarded the scientific decision-making by the Board of Directors. The independent directors maintained communication with the chairman of the Board of Directors through strategic guideline meetings in order to exchange in-depth opinions. Doing so aimed to exchange ideas and achieve consensus on major strategic issues, including current domestic and overseas macroeconomic and financial environments, changes in the regulatory environment, opportunities and challenges faced by the banking sector, and CCB's future development. CCB's independent directors voiced their opinions through the meetings of the Board of Directors, official meetings of the committees, and directors' communication meetings. At the meetings, the impacts of the geopolitical landscape, macroeconomic environment, and fluctuations in the capital market on CCB's operations were analyzed, studied, and judged in depth. Furthermore, the independent directors held special meetings to have a thorough discussion about further enhancement of the quality and efficiency of the operation of special committees under the Board of Directors.

Second, attention was paid to the study of major issues to give full play to the roles of independent directors in guiding strategies and providing decision-making references. Independent directors, including Mr. Coen, carried out special exchanges with the Management and offered opinions and suggestions concerning major issues, including bank capital management, ESG risk management, digital compliance construction, international business, mega wealth management, subsidiary management, market value management, and cybersecurity risk prevention and control. Additionally, the independent directors urged the Management to enhance forward-looking planning and management of capital, effectively promoting the coordinated development of business, risks, profitability, and capital. Based on a comprehensive consideration of such factors as the external business landscape, the need to serve the real economy, future regulatory trends, and CCB's strategic planning, risk appetite and capital adequacy assessment, the independent directors studied and formulated the capital plan for the period from 2024 to 2026 to maintain capital adequacy and guarantee sustainable business development.

Third, risk prevention and mitigation in key areas were prioritized. Independent directors, including Mr. Coen, were dedicated to urging the Management to continuously improve and refine the comprehensive, proactive, and intelligent modern risk management system and enhance the counter-cyclical management of financial risks in the new landscape. They recommended that the Management advance risk mitigation in key areas according to the principles of market orientation and legal compliance, such as local government debts, in an orderly manner and establish a long-term mechanism. The ultimate goal was to actively and prudently mitigate risks in local government debts. Additionally, they supported CCB in providing financial services to secure housing delivery, meeting reasonable funding requirements of the real estate sector, and continuing to explore financial plans for building new real estate development models. After the establishment of CCB Housing Rental Fund, CCB cooperated with the entities designated by local governments to set up supporting sub-funds in order to increase the supply of market-oriented long-term rental houses or government-subsidized rental houses. At the same time, the independent directors, including Mr. Coen, supported the Management in promoting CCB Group's first issuance of the publicly traded REITs in self-owned government-subsidized rental housing, revitalized the existing assets in a market-oriented manner, and increased the supply of rental housing. The ultimate goal was to facilitate the sustainable and sound development of the real estate market. The upgrading of intelligent risk control was accelerated, and the transformation of risk management from "human control" to "computer-based control" and "intelligent control" was promoted, so as to improve new risk control and compliance management with digital methods. The independent directors suggested that the Management pay close attention to the potential risks in relevant business and products of domestic and overseas institutions and study effective countermeasures. Compliance risk management and case control were also emphasized. According to the independent directors, the Management should continue to advance the digital development of compliance management and case control, enhance artificial intelligence (AI) and big data application, and further boost employees' behavior management capabilities and the intelligent development of business compliance. The independent directors strengthened their analysis, study, and judgment of the international regulatory landscape, guided the Management in laying consistent emphasis on the development of compliance culture, and further improved AML. Meanwhile, they continued to intensify the compliance and financial sanctions management of overseas institutions, and further optimized the mechanisms for monitoring sanctions risks and collaboratively controlling emergency risks. They continuously improved the top-level design of the consumer protection system, promoted the implementation of the *Consumer Protection Plan of China Construction Bank (2023-2025)*, clarified the management specifications of consumer protection in key fields, and strengthened the active management and monitoring of the whole procedure. In addition, the Board of Directors regularly discussed ESG promotion reports, conducted in-depth research on the promotion of ESG objectives, innovative practices of the ESG rating system, privacy and data security, etc., strengthened the cultivation of ESG professionals, and promoted the achievement of outstanding results in the implementation and advancement of the ESG work plan. CCB's ESG rating of MSCI leaped to AA, ranking first among peers in the Chinese mainland and Hong Kong in terms of comprehensive assessment.

iv. Training

All independent directors of CCB attended a series of training sessions, covering topics such as new regulations for independent directors, regulation of information disclosure, standardized duty performance by independent directors, analysis of typical cases of disciplinary actions, analysis of M&A and restructuring policies and market trends, re-financing and spin-off listings. Mr. William Coen attended a training on generative artificial intelligence.

III. KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR**i. Related party transactions**

In 2023, the independent directors, including Mr. Coen, highly valued and continuously pushed forward the management of related party transactions, and fulfilled their duties for supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the status of related parties, supervised and guided the Management to strengthen standardized, systematic, and intelligent management of related party transactions, and improved the risk control mechanism for related party transactions. Their ultimate goals were to improve the Management's capability of related party transaction management and safeguard CCB's and related parties' interests. Within the year, the comprehensive implementation of the *Management Measures for Related Party Transactions of Banking and Insurance Institutions* was actively and prudently promoted. Meanwhile, the independent directors, including Mr. Coen, supervised and guided the Management to proceed with all tasks in accordance with domestic and overseas regulatory requirements, strengthened comprehensive management and compliance supervision of related party transactions, and thus further improved the refined management of related party transactions.

ii. External guarantees and capital occupation

Approved by the regulatory institutions, CCB's external guarantee business is a part of CCB's normal business. CCB has formulated specific management measures, operational processes and approval procedures in light of the risks of the guarantee business and carried out the business accordingly. The guarantee business of CCB mainly relates to letters of guarantee (L/Gs). As at December 31, 2023, the balance of the domestic L/G business reached RMB1,203.6 billion, increasing by RMB47,854 million, representing a growth rate of 4.14%.

iii. Use of raised funds

In 2023, CCB issued RMB120 billion of domestic tier 2 capital bonds. The raised funds were used to replenish the tier 2 capital of CCB in full to support its high-quality business development. CCB issued RMB60 billion of domestic undated capital bonds. The raised funds were used to replenish additional tier 1 capital of CCB in full.

iv. Nomination and remuneration of the Senior Management

In 2023, the Board of Directors of CCB deliberated on and approved the proposals for appointing Mr. Wang Bing and Mr. Li Min as Executive Vice Presidents of CCB. The Board of Directors of CCB deliberated on and approved the 2022 remuneration allocation and settlement plan and 2023 performance appraisal plan for senior management, and determined the remuneration policy for senior management. Independent directors, including Mr. Coen, agreed to the nominations and remunerations of CCB's senior management.

v. Operating results forecast and preliminary earnings estimate

During the reporting period, CCB need not issue the operating results forecast or the preliminary earnings estimate.

vi. Engagement or replacement of accounting firms

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2023 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2023 after deliberation and approval at CCB's Annual General Meeting of 2022. According to relevant requirements of laws, regulations and regulatory requirements and work needs, the independent directors, including Mr. Coen, maintained sufficient communication with the internal audit department and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. Independent directors, including Mr. Coen, held that the accounting firms engaged by CCB adhered to the principles of independence, objectivity and fairness throughout the audits and properly performed all tasks.

vii. Cash dividends and other return of investors

CCB has well-designed procedures and mechanisms for decision-making on profit distribution, pays continual attention to the willingness of the vast shareholders, and pays dividends to shareholders in cash. When drawing up the profit distribution plan, the Board of Directors paid full heed to the opinions and requests of shareholders, protected the legitimate rights and interests of small and medium investors, concurrently guaranteed long-term development interests and created reasonable value returns for shareholders. Independent directors, including Mr. Coen, fulfilled their duties and played their due role in the process of decision making on the profit distribution plan. In 2023, CCB paid each ordinary shareholder a cash dividend of RMB0.389 per share (tax inclusive) for 2022, which amounted to approximately RMB97,254 million (tax inclusive). The dividend actually distributed on each domestic preference share was RMB3.57 per share (tax inclusive), with cash dividends distributed totaling approximately RMB2,142 million (tax inclusive).

viii. Fulfillment of commitments made by CCB and its shareholders

Independent directors, including Mr. Coen, paid great attention to the fulfillment of commitments by CCB and its shareholders. As at December 31, 2023, the substantial shareholders of CCB have fulfilled all of their continuous commitments.

ix. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB timely, completely, and accurately disclosed the regular reports and ad-hoc announcements, such as the 2022 annual report, the 2023 interim report and quarterly reports, particularly the designed first A-share annual report since the successful listing and the H-share annual results announcement containing the full text of the annual report in late March. Independent directors, including Mr. Coen, actively performed their duties in the preparation and disclosure of regular reports and had full communication and discussion with the internal

audit department of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors, including Mr. Coen, guided CCB to continuously strengthen and enrich the content and forms of voluntary disclosure through regular reports, ad-hoc announcements, news, and other methods of publicity. They also encouraged the comprehensive demonstration of CCB's highlights and achievements in implementing the new development philosophy, actively integrating into major national strategies, deeply promoting the New Finance initiatives, and steadily improving the operation management capability. Furthermore, CCB was guided to vividly showcase its efforts at reshaping its financial service model through digital technologies, performing its mission and responsibility for serving the real economy and people's livelihood through the New Finance initiatives, and actively responding to investors' concerns about CCB's strategic implementation and business development results. Within the year, independent directors, including Mr. Coen, actively guided the preparation of the social responsibility report and were constantly enriching the ESG disclosure content. Meanwhile, they drove the disclosure of the Group's first report on environmental information disclosure based on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), so as to fully meet the demands of the capital market and stakeholders for ESG and environment-related information.

x. Implementation of internal control

In 2023, CCB continuously promoted the robustness and effectiveness of its internal control system. Independent directors, including Mr. Coen, attached great importance to the effectiveness of internal control and reviewed CCB's internal control assessment reports in 2022. According to the results of the internal control assessment, CCB had no material or significant deficiencies in the internal control over financial reporting or internal control unrelated to financial reporting, maintaining effective internal control in all material respects.

xi. Other relevant information

Upon assessment, Mr. Coen performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content.

IV. OVERALL ASSESSMENT AND RECOMMENDATIONS

In 2023, Mr. Coen fulfilled his duties honestly, diligently and independently in accordance with relevant laws, regulations, regulatory requirements and relevant requirements of the Articles of Association of CCB, effectively promoted CCB to guard the bottom line of risks, enhance stable and compliant operation, and boost sustainable development under the complicated and changeable external situation, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2024, the independent directors of CCB will continue to maintain their independence in accordance with regulatory guidance, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

William Coen

China Construction Bank Corporation
Work Report of Independent Director Leung Kam Chung, Antony for 2023

In 2023, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Measures of China Construction Bank Corporation for Implementation of the Independent Director System*, and the *Policy of China Construction Bank Corporation on Annual Reporting by Independent Directors*, Mr. Leung Kam Chung, Antony, as an independent director of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make scientific decisions. Meanwhile, by leveraging his international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, strategic guideline meetings, special communication meetings, and research forums, Mr. Leung Kam Chung, Antony offered valuable opinions and suggestions on CCB's business management from multiple perspectives such as the domestic and overseas political and economic situation, regulatory dynamics, and the best international peer practices. Over the past year, Mr. Leung Kam Chung, Antony faithfully and diligently performed his duties, gave full play to his consulting and supervision functions, advanced CCB's New Finance initiatives in depth, boosted the comprehensive improvement of CCB's business management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Here is a report on the fulfillment of duties by Mr. Leung Kam Chung, Antony in 2023:

I. COMPOSITION AND OPERATION OF THE BOARD OF DIRECTORS OF CCB

i. Operation of the Board of Directors and its special committees

In 2023, the Board of Directors of CCB convened nine meetings in total, at which 67 proposals were deliberated, and 40 were referred to; convened 33 meetings of special committees, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals. With a view to the current and mid- and long-term sustainable development of CCB, all members of the Board of Directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions, made rational and prudent decisions, and effectively implemented the resolutions of the shareholders' general meeting and the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

There are five committees established under the Board of Directors: Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Related Party Transaction, Social Responsibility and Consumer Protection Committee.

In 2023, the Strategy Development Committee convened seven meetings in total. The Committee intensified the study and judgment of the macroeconomic situation and the research on major strategic issues, and supervised and assessed the implementation of the 14th Five-Year Plan across CCB. The Committee revised the authorization measures and programs, studied and developed development plans for building a digital CCB and IT outsourcing, reinforced capital planning, guided CCB to expand and upgrade the New Finance initiatives, and improved the quality and efficiency of the implementation of the “Three Major Strategies”, so as to fulfill the responsibility of a major state-owned bank and fuel the high-quality development of the economy and society.

The Audit Committee convened seven official meetings in total, one pre-communication meeting each for annual and interim financial reports, two separate communication meetings with the external auditors, and one special seminar. The Committee supervised and reviewed the regular reports, strictly implemented the pre-communication system for annual and interim reports, fully exchanged views with the Management and external auditors, reviewed and revised the basic accounting policies, and strengthened the governance of accounting information. The Committee also paid close attention to changes in the macro landscape and regulatory policies and gave heed to business management, asset quality changes, and the disposal of individual cases of existing wealth management assets of overseas institutions and subsidiaries. The ultimate goal was to contribute to the prudent operation of CCB. The Committee enhanced the supervision and guidance for external auditors, supervised the engagement of external auditors, provided guidance on the external audit plan, studied and communicated key audit matters, and urged the implementation of remediation of the management problems proposed by external auditors. It also strictly implemented the closed-door meeting communication mechanism, urged the implementation of the annual assessment of external auditors, implemented regulatory requirements related to external audit rotation, and strengthened the management of non-audit services. The Committee supervised and guided the internal audit, guided the internal audit plan, and regularly listened to the summary reports on internal audit findings. It also continued to promote the remediation of problems in internal audit findings and urged the assessment of the internal audit quality and the performance appraisal of internal audit. The ultimate goal was to give full play to the role of the internal audit as the third line of defense. The Committee supervised and assessed internal control, strengthened the internal control assessment, issued an assessment report, and disclosed the report. Heed was also given to the findings of internal and external audits and internal control assessments related to internal control deficiencies and the remediation of such deficiencies, and the soundness and effectiveness of the internal control system were promoted.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial landscapes and CCB’s risk performance, continued to refine the comprehensive, proactive, and intelligent modern risk management system, drove the establishment of important policies and rules on risk management, and responded to risks and challenges in key industries and key areas in a forward-looking manner. Furthermore, the Committee actively studied and judged hot topics on global risk management, promptly analyzed risk incidents of European and American banks and their potential impacts, conducted in depth special research on liquidity risk, credit risk, and digital risk, guided and strengthened climate-related risk management, and drove the integration of environmental, social and governance (ESG) elements into the comprehensive risk management system. The Committee strictly implemented the regulatory requirements for global systemically important banks (G-SIBs) and advanced the enhancement of the Group’s consolidated management and the risk management of subsidiaries. Additionally, the Committee consistently supervised and guided the remediation of problems

identified in regulatory inspections and attached great importance to risk control in key areas, such as compliance, anti-money laundering (AML), and IT, and performed the duties of the U.S. Risk Management Committee in all respects. By continuously enhancing scientific, proactive and forward-looking comprehensive risk management, the Committee played a significant role in supporting the scientific decision-making by the Board of Directors and improving CCB's capability of preventing and mitigating financial risks.

The Nomination and Remuneration Committee convened eight meetings in total. In respect of nomination, it provided the Board of Directors with suggestions on the re-election of and new candidates for executive directors, the re-election and re-appointment of non-executive directors, new candidates for independent directors, candidates for members of the special committees under the Board of Directors, and candidates for senior management. It also reviewed the qualifications of the candidates nominated. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. Regarding remuneration and performance assessment, the Committee deeply studied the national remuneration regulation policies, organized and formulated the plan for remuneration allocation and settlement for directors, supervisors, and senior management of CCB for 2022, and refined the performance assessment plans for executive directors and senior management for 2023. It guided the formulation of the Management Measures for Deferred Payment and Withdrawal of Performance Remuneration and further improved the remuneration incentive and restraint mechanism. The Committee carried out an in-depth analysis of employee remuneration structure, and actively promoted the implementation of "favorable grassroots policies". The Committee attached great importance to the forward-looking arrangements for human resources for important strategies, the development of female employees, and progress in CCB Learning Center, and proposed opinions and suggestions on talent cultivation and development.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of five meetings. The Committee supervised and guided the Management to actively and prudently promote the comprehensive implementation of the new regulations on related party transactions in accordance with the latest regulatory requirements, continuously enhanced the comprehensive management of related party transactions, and continued to strengthen the third line of defense for related party transaction management. The Committee strengthened the overall management of consumer protection, regularly listened to reports on consumer protection, supervised the implementation of consumer protection, and paid consistent attention to the notification of regulatory complaints and relevant assessments. Additionally, the Committee drove the internal audit of consumer protection and brought into full play the role of consumer protection in providing strategic support for commercial banks and helping them build up core competitive edge. Meanwhile, the Committee followed up on and increased supervision and guidance for such types of business as housing leasing, inclusive finance, and rural revitalization finance, and supported the Management in promoting inclusive finance, housing leasing, and rural revitalization by creating new financial service models and relying on financial technology (fintech) and digital finance, thereby achieving the unity of CCB's own transformation and social contributions through high-quality development and comprehensively deepening the New Finance initiatives. The Committee urged the Management to implement the green development philosophy and establish a long-term mechanism for green development, thereby driving the development of green finance. The Committee actively performed its ESG duties, supervised and guided the preparation, reviewed, and approved the *Environmental, Social and Governance Work Plan (2023-2025)*, tracked domestic and overseas ESG development trends, and strengthened communication with external ESG

institutions. It also regularly listened to special reports on ESG development, followed up on and assessed ESG progress, and continued to strengthen the disclosure and publicity of ESG information. The ultimate goal was to vigorously drive the continual improvement of the effectiveness of CCB's ESG work. Furthermore, the Committee reviewed the social responsibility report, continuously strengthened the supervision of the preparation and disclosure of the social responsibility report, continued to supervise the implementation of charitable donations, and maximized the effectiveness of charitable donations and projects.

ii. Basic information on independent directors of CCB

As at December 31, 2023, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from Hong Kong SAR, the US, the UK, France, New Zealand and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, and credit rating. The chairmen of four special committees under the Board of Directors of CCB, i.e. the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. CCB's independent directors do not hold any other position in CCB or have some relationship with CCB and its substantial shareholders that may influence their independent and objective judgment. In addition to the annual remuneration obtained, CCB's independent directors do not have any business or financial interests in CCB or its subsidiaries. CCB has received the annual confirmation letters on independence and the files on self-examination of independence from each independent director, and confirmed their independence. Independent directors of CCB comply with the relevant requirements on the independence of independent directors as set out in the *Measures for Managing Independent Directors of Listed Companies* and the *Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1 – Standardized Operation*.

II. INFORMATION ON FULFILLMENT OF DUTIES BY MR. LEUNG KAM CHUNG, ANTONY IN THE YEAR

i. Profile of Mr. Leung Kam Chung, Antony

Mr. Leung Kam Chung, Antony has served as independent director of CCB since October 2021. Mr. Leung, former Financial Secretary of the Hong Kong SAR, is chairman of Nan Fung Group in Hong Kong, chairman and co-founder of New Frontier Group, and served as chairman & co-founder of Solomon Learning. In addition, Mr. Leung is chairman of two charity organisations, namely Heifer Hong Kong and Food Angel. Mr. Leung had extensive experience in financial services, including chairman of Greater China Region of Blackstone Group, chairman of Asia for JP Morgan Chase and head of Private Banking for Asia, Investment Banking, Treasury Department and Greater China Region of Citi. Mr. Leung had also served as independent director of China Merchants Bank, Industrial and Commercial Bank of China, China Mobile (Hong Kong) Limited and American International Assurance (Hong Kong) Limited, international advisor of China Development Bank and chairman of Hong Kong Association of Harvard Business School. Other public services that Mr. Leung had engaged in included non-official member of the Executive Council of the Hong Kong SAR, chairman of the Education Commission, chairman of the University Grants Committee, member of the Exchange Fund Advisory Committee, director of Hong Kong Airport Authority and director

of Hong Kong Futures Exchange, member of the Preparatory Committee and Election Committee for the Hong Kong Special Administrative Region and Hong Kong Affairs Advisors. Mr. Leung graduated from the University of Hong Kong in 1973 and attended Harvard Business School's Program for Management Development and Advanced Management Program. Mr. Leung was conferred an honorary doctor of law by the Hong Kong University of Science and Technology in 1998.

ii. Meeting attendance

In 2023, CCB convened three shareholders' general meetings: The 2022 annual general meeting on 29 June, 2023, the first extraordinary general meeting of 2023 on 20 March, 2023, and the second extraordinary general meeting of 2023 on 19 December, 2023. CCB convened nine meetings of the Board of Directors and 33 meetings of special committees throughout the year, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals.

In 2023, Mr. Leung Kam Chung, Antony attended the shareholders' general meetings and meetings of the Board of Directors and special committees on time, reviewed the resolutions made by the Board of Directors and special committees of the Board of Directors, and expressed independent opinions. No objection has been raised to the matters for deliberation and no other special power has been exercised.

The attendances of Mr. Leung Kam Chung, Antony at the shareholders' general meetings and meetings of the Board of Directors are presented as follows:

Independent Director	Shareholders'	Meetings of	
	General Meetings	the Board of Directors	
	Attendance in	Attendance in	Attendance by
	person	person	proxy
Mr. Leung Kam Chung, Antony	3/3	9/9	0/9

Information on attendance at meetings of each special committee under the Board of Directors by independent directors is as follows:

Independent Director	Strategy Development		Risk Management		Nomination and	
	Committee		Committee		Remuneration Committee	
	Attendance	Attendance	Attendance	Attendance	Attendance	Attendance
	in person	by proxy	in person	by proxy	in person	by proxy
Mr. Leung Kam Chung, Antony	7/7	0/7	6/6	0/6	8/8	0/8

iii. Communication with parties of corporate governance

Mr. Leung Kam Chung, Antony actively performed his duties, attended the shareholders' general meetings, meetings of the Board of Directors and its special committees, special meetings of independent directors, directors' communication meetings, strategic guideline meetings, and special communication

meetings on time, took the initiative in carrying out special research, and maintained adequate and effective communication with the shareholders, the chairman and other members of the Board of Directors, the chairman and members of the Board of Supervisors, senior management and other parties of corporate governance. The Bank actively provided working conditions and personnel support for independent directors and facilitated their effective performance of duties.

First, independent directors accurately studied and judged the macroeconomic development trend and advanced the New Finance initiatives across CCB in depth. Independent directors, including Mr. Leung Kam Chung, Antony, continued to strengthen their communication and exchanges with the parties engaged in corporate governance and analyze, study, and judge in depth international and domestic macro landscapes. With an international outlook, Mr. Leung Kam Chung, Antony paid attention to the key issues in CCB's business management, explored new service modes for technology finance, actively promoted digital transformation, supported the Management to build a house rental ecosystem, explored to revitalize real estate with REITs methods, and helped increase the supply of market-oriented long-term rental houses and affordable rental houses. He provided strategic guidelines and valuable decision-making references for CCB's prudent and sustainable development, and vigorously supported and safeguarded the scientific decision-making by the Board of Directors. The independent directors maintained communication with the chairman of the Board of Directors through strategic guideline meetings in order to exchange in-depth opinions. Doing so aimed to exchange ideas and achieve consensus on major strategic issues, including current domestic and overseas macroeconomic and financial environments, changes in the regulatory environment, opportunities and challenges faced by the banking sector, and CCB's future development. CCB's independent directors voiced their opinions through the meetings of the Board of Directors, official meetings of the committees, and directors' communication meetings. At the meetings, the impacts of the geopolitical landscape, macroeconomic environment, and fluctuations in the capital market on CCB's operations were analyzed, studied, and judged in depth. Furthermore, the independent directors held special meetings to have a thorough discussion about further enhancement of the quality and efficiency of the operation of special committees under the Board of Directors.

Second, attention was paid to the study of major issues to give full play to the roles of independent directors in guiding strategies and providing decision-making references. Independent directors, including Mr. Leung Kam Chung, Antony, carried out special exchanges with the Management and offered opinions and suggestions concerning major issues, including bank capital management, ESG risk management, digital compliance construction, international business, mega wealth management, subsidiary management, market value management, and cybersecurity risk prevention and control. Additionally, the independent directors urged the Management to enhance forward-looking planning and management of capital, effectively promoting the coordinated development of business, risks, profitability, and capital. Based on a comprehensive consideration of such factors as the external business landscape, the need to serve the real economy, future regulatory trends, and CCB's strategic planning, risk appetite and capital adequacy assessment, the independent directors studied and formulated the capital plan for the period from 2024 to 2026 to maintain capital adequacy and guarantee sustainable business development.

Third, risk prevention and mitigation in key areas were prioritized. Independent directors, including Mr. Leung Kam Chung, Antony, were dedicated to urging the Management to continuously improve and refine the comprehensive, proactive, and intelligent modern risk management system and enhance the counter-cyclical management of financial risks in the new landscape. They recommended that

the Management advance risk mitigation in key areas according to the principles of market orientation and legal compliance, such as local government debts, in an orderly manner and establish a long-term mechanism. The ultimate goal was to actively and prudently mitigate risks in local government debts. Additionally, they supported CCB in providing financial services to secure housing delivery, meeting reasonable funding requirements of the real estate sector, and continuing to explore financial plans for building new real estate development models. After the establishment of CCB Housing Rental Fund, CCB cooperated with the entities designated by local governments to set up supporting sub-funds in order to increase the supply of market-oriented long-term rental houses or government-subsidized rental houses. At the same time, the independent directors, including Mr. Leung Kam Chung, Antony, supported the Management in promoting CCB Group's first issuance of the publicly traded REITs in self-owned government-subsidized rental housing, revitalized the existing assets in a market-oriented manner, and increased the supply of rental housing. The ultimate goal was to facilitate the sustainable and sound development of the real estate market. The upgrading of intelligent risk control was accelerated, and the transformation of risk management from "human control" to "computer-based control" and "intelligent control" was promoted, so as to improve new risk control and compliance management with digital methods. The independent directors suggested that the Management pay close attention to the potential risks in relevant business and products of domestic and overseas institutions and study effective countermeasures. Compliance risk management and case control were also emphasized. According to the independent directors, the Management should continue to advance the digital development of compliance management and case control, enhance artificial intelligence (AI) and big data application, and further boost employees' behavior management capabilities and the intelligent development of business compliance. The independent directors strengthened their analysis, study, and judgment of the international regulatory landscape, guided the Management in laying consistent emphasis on the development of compliance culture, and further improved AML. Meanwhile, they continued to intensify the compliance and financial sanctions management of overseas institutions, and further optimized the mechanisms for monitoring sanctions risks and collaboratively controlling emergency risks. They continuously improved the top-level design of the consumer protection system, promoted the implementation of the *Consumer Protection Plan of China Construction Bank (2023-2025)*, clarified the management specifications of consumer protection in key fields, and strengthened the active management and monitoring of the whole procedure. In addition, the Board of Directors regularly discussed ESG promotion reports, conducted in-depth research on the promotion of ESG objectives, innovative practices of the ESG rating system, privacy and data security, etc., strengthened the cultivation of ESG professionals, and promoted the achievement of outstanding results in the implementation and advancement of the ESG work plan. CCB's ESG rating of MSCI leaped to AA, ranking first among peers in the Chinese mainland and Hong Kong in terms of comprehensive assessment.

iv. Training

All independent directors of CCB attended a series of training sessions, covering topics such as new regulations for independent directors, regulation of information disclosure, standardized duty performance by independent directors, analysis of typical cases of disciplinary actions, analysis of M&A and restructuring policies and market trends, re-financing and spin-off listings.

III. KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR**i. Related party transactions**

In 2023, the independent directors, including Mr. Leung Kam Chung, Antony, highly valued and continuously pushed forward the management of related party transactions, and fulfilled their duties for supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the status of related parties, supervised and guided the Management to strengthen standardized, systematic, and intelligent management of related party transactions, and improved the risk control mechanism for related party transactions. Their ultimate goals were to improve the Management's capability of related party transaction management and safeguard CCB's and related parties' interests. Within the year, the comprehensive implementation of the *Management Measures for Related Party Transactions of Banking and Insurance Institutions* was actively and prudently promoted. Meanwhile, the independent directors, including Mr. Leung Kam Chung, Antony, supervised and guided the Management to proceed with all tasks in accordance with domestic and overseas regulatory requirements, strengthened comprehensive management and compliance supervision of related party transactions, and thus further improved the refined management of related party transactions.

ii. External guarantees and capital occupation

Approved by the regulatory institutions, CCB's external guarantee business is a part of CCB's normal business. CCB has formulated specific management measures, operational processes and approval procedures in light of the risks of the guarantee business and carried out the business accordingly. The guarantee business of CCB mainly relates to letters of guarantee (L/Gs). As at December 31, 2023, the balance of the domestic L/G business reached RMB1,203.6 billion, increasing by RMB47,854 million, representing a growth rate of 4.14%.

iii. Use of raised funds

In 2023, CCB issued RMB120 billion of domestic tier 2 capital bonds. The raised funds were used to replenish the tier 2 capital of CCB in full to support its high-quality business development. CCB issued RMB60 billion of domestic undated capital bonds. The raised funds were used to replenish additional tier 1 capital of CCB in full.

iv. Nomination and remuneration of the Senior Management

In 2023, the Board of Directors of CCB deliberated on and approved the proposals for appointing Mr. Wang Bing and Mr. Li Min as Executive Vice Presidents of CCB. The Board of Directors of CCB deliberated on and approved the 2022 remuneration allocation and settlement plan and 2023 performance appraisal plan for senior management, and determined the remuneration policy for senior management. Independent directors, including Mr. Leung Kam Chung, Antony, agreed to the nominations and remunerations of CCB's senior management.

v. Operating results forecast and preliminary earnings estimate

During the reporting period, CCB need not issue the operating results forecast or the preliminary earnings estimate.

vi. Engagement or replacement of accounting firms

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2023 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2023 after deliberation and approval at CCB's Annual General Meeting of 2022. According to relevant requirements of laws, regulations and regulatory requirements and work needs, the independent directors, including Mr. Leung Kam Chung, Antony, maintained sufficient communication with the internal audit department and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. Independent directors, including Mr. Leung Kam Chung, Antony, held that the accounting firms engaged by CCB adhered to the principles of independence, objectivity and fairness throughout the audits and properly performed all tasks.

vii. Cash dividends and other return of investors

CCB has well-designed procedures and mechanisms for decision-making on profit distribution, pays continual attention to the willingness of the vast shareholders, and pays dividends to shareholders in cash. When drawing up the profit distribution plan, the Board of Directors paid full heed to the opinions and requests of shareholders, protected the legitimate rights and interests of small and medium investors, concurrently guaranteed long-term development interests and created reasonable value returns for shareholders. Independent directors, including Mr. Leung Kam Chung, Antony, fulfilled their duties and played their due role in the process of decision making on the profit distribution plan. In 2023, CCB paid each ordinary shareholder a cash dividend of RMB0.389 per share (tax inclusive) for 2022, which amounted to approximately RMB97,254 million (tax inclusive). The dividend actually distributed on each domestic preference share was RMB3.57 per share (tax inclusive), with cash dividends distributed totaling approximately RMB2,142 million (tax inclusive).

viii. Fulfillment of commitments made by CCB and its shareholders

Independent directors, including Mr. Leung Kam Chung, Antony, paid great attention to the fulfillment of commitments by CCB and its shareholders. As at December 31, 2023, the substantial shareholders of CCB have fulfilled all of their continuous commitments.

ix. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB timely, completely, and accurately disclosed the regular reports and ad-hoc announcements, such as the 2022 annual report, the 2023 interim report and quarterly reports, particularly the designed first A-share annual report since the successful listing and the H-share annual results announcement containing the full text of the annual report in late March. Independent directors, including Mr. Leung Kam Chung, Antony, actively

performed their duties in the preparation and disclosure of regular reports and had full communication and discussion with the internal audit department of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors, including Mr. Leung Kam Chung, Antony, guided CCB to continuously strengthen and enrich the content and forms of voluntary disclosure through regular reports, ad-hoc announcements, news, and other methods of publicity. They also encouraged the comprehensive demonstration of CCB's highlights and achievements in implementing the new development philosophy, actively integrating into major national strategies, deeply promoting the New Finance initiatives, and steadily improving the operation management capability. Furthermore, CCB was guided to vividly showcase its efforts at reshaping its financial service model through digital technologies, performing its mission and responsibility for serving the real economy and people's livelihood through the New Finance initiatives, and actively responding to investors' concerns about CCB's strategic implementation and business development results. Within the year, independent directors, including Mr. Leung Kam Chung, Antony, actively guided the preparation of the social responsibility report and were constantly enriching the ESG disclosure content. Meanwhile, they drove the disclosure of the Group's first report on environmental information disclosure based on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), so as to fully meet the demands of the capital market and stakeholders for ESG and environment-related information.

x. Implementation of internal control

In 2023, CCB continuously promoted the robustness and effectiveness of its internal control system. Independent directors, including Mr. Leung Kam Chung, Antony, attached great importance to the effectiveness of internal control and reviewed CCB's internal control assessment reports in 2022. According to the results of the internal control assessment, CCB had no material or significant deficiencies in the internal control over financial reporting or internal control unrelated to financial reporting, maintaining effective internal control in all material respects.

xi. Other relevant information

Upon assessment, Mr. Leung Kam Chung, Antony performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content.

IV. OVERALL ASSESSMENT AND RECOMMENDATIONS

In 2023, Mr. Leung Kam Chung, Antony fulfilled his duties honestly, diligently and independently in accordance with relevant laws, regulations, regulatory requirements and relevant requirements of the Articles of Association of CCB, effectively promoted CCB to guard the bottom line of risks, enhance stable and compliant operation, and boost sustainable development under the complicated and changeable external situation, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2024, the independent directors of CCB will continue to maintain their independence in accordance with regulatory guidance, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Leung Kam Chung, Antony

China Construction Bank Corporation
Work Report of Independent Director Lord Sassoon for 2023

In 2023, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Measures of China Construction Bank Corporation for Implementation of the Independent Director System*, and the *Policy of China Construction Bank Corporation on Annual Reporting by Independent Directors*, Lord Sassoon, as an independent director of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make scientific decisions. Meanwhile, by leveraging his international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, strategic guideline meetings, special communication meetings, and research forums, Lord Sassoon offered valuable opinions and suggestions on CCB's business management from multiple perspectives such as the domestic and overseas political and economic situation, regulatory dynamics, and the best international peer practices. Over the past year, Lord Sassoon faithfully and diligently performed his duties, gave full play to his consulting and supervision functions, advanced CCB's New Finance initiatives in depth, boosted the comprehensive improvement of CCB's business management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Here is a report on the fulfillment of duties by Lord Sassoon in 2023:

I. COMPOSITION AND OPERATION OF THE BOARD OF DIRECTORS OF CCB

i. Operation of the Board of Directors and its special committees

In 2023, the Board of Directors of CCB convened nine meetings in total, at which 67 proposals were deliberated, and 40 were referred to; convened 33 meetings of special committees, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals. With a view to the current and mid- and long-term sustainable development of CCB, all members of the Board of Directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions, made rational and prudent decisions, and effectively implemented the resolutions of the shareholders' general meeting and the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

There are five committees established under the Board of Directors: Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Related Party Transaction, Social Responsibility and Consumer Protection Committee.

In 2023, the Strategy Development Committee convened seven meetings in total. The Committee intensified the study and judgment of the macroeconomic situation and the research on major strategic issues, and supervised and assessed the implementation of the 14th Five-Year Plan across CCB. The Committee revised the authorization measures and programs, studied and developed development plans for building a digital CCB and IT outsourcing, reinforced capital planning, guided CCB to expand and upgrade the New Finance initiatives, and improved the quality and efficiency of the implementation of the “Three Major Strategies”, so as to fulfill the responsibility of a major state-owned bank and fuel the high-quality development of the economy and society.

The Audit Committee convened seven official meetings in total, one pre-communication meeting each for annual and interim financial reports, two separate communication meetings with the external auditors, and one special seminar. The Committee supervised and reviewed the regular reports, strictly implemented the pre-communication system for annual and interim reports, fully exchanged views with the Management and external auditors, reviewed and revised the basic accounting policies, and strengthened the governance of accounting information. The Committee also paid close attention to changes in the macro landscape and regulatory policies and gave heed to business management, asset quality changes, and the disposal of individual cases of existing wealth management assets of overseas institutions and subsidiaries. The ultimate goal was to contribute to the prudent operation of CCB. The Committee enhanced the supervision and guidance for external auditors, supervised the engagement of external auditors, provided guidance on the external audit plan, studied and communicated key audit matters, and urged the implementation of remediation of the management problems proposed by external auditors. It also strictly implemented the closed-door meeting communication mechanism, urged the implementation of the annual assessment of external auditors, implemented regulatory requirements related to external audit rotation, and strengthened the management of non-audit services. The Committee supervised and guided the internal audit, guided the internal audit plan, and regularly listened to the summary reports on internal audit findings. It also continued to promote the remediation of problems in internal audit findings and urged the assessment of the internal audit quality and the performance appraisal of internal audit. The ultimate goal was to give full play to the role of the internal audit as the third line of defense. The Committee supervised and assessed internal control, strengthened the internal control assessment, issued an assessment report, and disclosed the report. Heed was also given to the findings of internal and external audits and internal control assessments related to internal control deficiencies and the remediation of such deficiencies, and the soundness and effectiveness of the internal control system were promoted.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial landscapes and CCB’s risk performance, continued to refine the comprehensive, proactive, and intelligent modern risk management system, drove the establishment of important policies and rules on risk management, and responded to risks and challenges in key industries and key areas in a forward-looking manner. Furthermore, the Committee actively studied and judged hot topics on global risk management, promptly analyzed risk incidents of European and American banks and their potential impacts, conducted in depth special research on liquidity risk, credit risk, and digital risk, guided and strengthened climate-related risk management, and drove the integration of environmental, social and governance (ESG) elements into the comprehensive risk management system. The Committee strictly implemented the regulatory requirements for global systemically important banks (G-SIBs) and advanced the enhancement of the Group’s consolidated management and the risk management of subsidiaries. Additionally, the Committee consistently supervised and guided the remediation of problems

identified in regulatory inspections and attached great importance to risk control in key areas, such as compliance, anti-money laundering (AML), and IT, and performed the duties of the U.S. Risk Management Committee in all respects. By continuously enhancing scientific, proactive and forward-looking comprehensive risk management, the Committee played a significant role in supporting the scientific decision-making by the Board of Directors and improving CCB's capability of preventing and mitigating financial risks.

The Nomination and Remuneration Committee convened eight meetings in total. In respect of nomination, it provided the Board of Directors with suggestions on the re-election of and new candidates for executive directors, the re-election and re-appointment of non-executive directors, new candidates for independent directors, candidates for members of the special committees under the Board of Directors, and candidates for senior management. It also reviewed the qualifications of the candidates nominated. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. Regarding remuneration and performance assessment, the Committee deeply studied the national remuneration regulation policies, organized and formulated the plan for remuneration allocation and settlement for directors, supervisors, and senior management of CCB for 2022, and refined the performance assessment plans for executive directors and senior management for 2023. It guided the formulation of the Management Measures for Deferred Payment and Withdrawal of Performance Remuneration and further improved the remuneration incentive and restraint mechanism. The Committee carried out an in-depth analysis of employee remuneration structure, and actively promoted the implementation of "favorable grassroots policies". The Committee attached great importance to the forward-looking arrangements for human resources for important strategies, the development of female employees, and progress in CCB Learning Center, and proposed opinions and suggestions on talent cultivation and development.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of five meetings. The Committee supervised and guided the Management to actively and prudently promote the comprehensive implementation of the new regulations on related party transactions in accordance with the latest regulatory requirements, continuously enhanced the comprehensive management of related party transactions, and continued to strengthen the third line of defense for related party transaction management. The Committee strengthened the overall management of consumer protection, regularly listened to reports on consumer protection, supervised the implementation of consumer protection, and paid consistent attention to the notification of regulatory complaints and relevant assessments. Additionally, the Committee drove the internal audit of consumer protection and brought into full play the role of consumer protection in providing strategic support for commercial banks and helping them build up core competitive edge. Meanwhile, the Committee followed up on and increased supervision and guidance for such types of business as housing leasing, inclusive finance, and rural revitalization finance, and supported the Management in promoting inclusive finance, housing leasing, and rural revitalization by creating new financial service models and relying on financial technology (fintech) and digital finance, thereby achieving the unity of CCB's own transformation and social contributions through high-quality development and comprehensively deepening the New Finance initiatives. The Committee urged the Management to implement the green development philosophy and establish a long-term mechanism for green development, thereby driving the development of green finance. The Committee actively performed its ESG duties, supervised and guided the preparation, reviewed, and approved the *Environmental, Social and Governance Work Plan (2023-2025)*, tracked domestic and overseas ESG development trends, and strengthened communication with external ESG

institutions. It also regularly listened to special reports on ESG development, followed up on and assessed ESG progress, and continued to strengthen the disclosure and publicity of ESG information. The ultimate goal was to vigorously drive the continual improvement of the effectiveness of CCB's ESG work. Furthermore, the Committee reviewed the social responsibility report, continuously strengthened the supervision of the preparation and disclosure of the social responsibility report, continued to supervise the implementation of charitable donations, and maximized the effectiveness of charitable donations and projects.

ii. Basic information on independent directors of CCB

As at December 31, 2023, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from Hong Kong SAR, the US, the UK, France, New Zealand and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, and credit rating. The chairmen of four special committees under the Board of Directors of CCB, i.e. the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee are all independent directors. CCB's independent directors do not hold any other position in CCB or have some relationship with CCB and its substantial shareholders that may influence their independent and objective judgment. In addition to the annual remuneration obtained, CCB's independent directors do not have any business or financial interests in CCB or its subsidiaries. CCB has received the annual confirmation letters on independence and the files on self-examination of independence from each independent director, and confirmed their independence. Independent directors of CCB comply with the relevant requirements on the independence of independent directors as set out in the *Measures for Managing Independent Directors of Listed Companies* and the *Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1- Standardized Operation*.

II. INFORMATION ON FULFILLMENT OF DUTIES BY LORD SASSOON IN THE YEAR

i. Profile of Lord Sassoon

Lord Sassoon has served as independent director of CCB since October 2023. Lord Sassoon is a member of the International Advisory Council of the China Investment Corporation (CIC), president of the China-Britain Business Council (CBBC), chairman of The Sir John Soane's Museum, a trustee emeritus of the British Museum (served as trustee and deputy chairman from 2013 to 2021), and independent director of Barco NV, Arbuthnot Banking Group PLC, and Arbuthnot Latham & Co., Limited. He formerly served as a member of the Global Advisory Board of Mitsubishi UFJ Financial Group from 2013 to 2021, and a director of Jardine Matheson Holdings Limited and other Jardine group companies from 2013 to 2020. He was chairman of CBBC from 2013 to 2019, and president of the EU-China Business Association from 2013 to 2017. He was commercial secretary to the Treasury from 2010 to 2013 and chaired the Financial Action Task Force from 2007 to 2008. He served as a managing director in HM Treasury from 2002 to 2006 with responsibility for Financial Services and Enterprise Policy. During his career, he has had a consistent focus on business relating to Asia, and has participated in the UK-China Economic and Financial Dialogue since 2002. Lord Sassoon joined S.G.Warburg (later UBS Warburg) in 1985, becoming a managing director in 1995. He began his career at KPMG in 1977, qualifying as an associate of the Institute of Chartered

Accountants in England and Wales (now FCA). Lord Sassoon joined the House of Lords in 2010. He was educated at the University of Oxford, where he read philosophy, politics and economics, and obtained his master of arts degree in 1977.

ii. Meeting attendance

In 2023, CCB convened three shareholders’ general meetings: The 2022 annual general meeting on 29 June, 2023, the first extraordinary general meeting of 2023 on March 20, 2023, and the second extraordinary general meeting of 2023 on 19 December, 2023. CCB convened nine meetings of the Board of Directors and 33 meetings of special committees throughout the year, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals.

In 2023, Lord Sassoon attended the shareholders’ general meetings and meetings of the Board of Directors and special committees on time, reviewed the resolutions made by the Board of Directors and special committees of the Board of Directors, and expressed independent opinions. No objection has been raised to the matters for deliberation and no other special power has been exercised.

The attendances of Lord Sassoon at the shareholders’ general meetings and meetings of the Board of Directors are presented as follows:

Independent Director	Shareholders’ General Meetings Attendance in person	Meetings of the Board of Directors	
		Attendance in person	Attendance by proxy
Lord Sassoon	1/1	2/2	0/2

Information on attendance at meetings of each special committee under the Board of Directors by Lord Sassoon is as follows:

Independent Director	Strategy Development Committee		Audit Committee		Nomination and Remuneration Committee	
	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy
	Lord Sassoon	2/2	0/2	1/1	0/1	1/1

Notes:

- (1) “Attendance in person” refers to attending meetings in person, on telephone or by video.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

iii. Communication with parties of corporate governance

Lord Sassoon actively performed his duties, attended the shareholders' general meetings, meetings of the Board of Directors and its special committees, special meetings of independent directors, directors' communication meetings, strategic guideline meetings, and special communication meetings on time, took the initiative in carrying out special research, and maintained adequate and effective communication with the shareholders, the chairman and other members of the Board of Directors, the chairman and members of the Board of Supervisors, senior management and other parties of corporate governance. The Bank actively provided working conditions and personnel support for independent directors and facilitated their effective performance of duties.

First, independent directors accurately studied and judged the macroeconomic development trend and advanced the New Finance initiatives across CCB in depth. Independent directors, including Lord Sassoon, continued to strengthen their communication and exchanges with the parties engaged in corporate governance and analyze, study, and judge in depth international and domestic macro landscapes. With an international outlook, Lord Sassoon paid attention to the key issues in CCB's business management, explored new service modes for technology finance, actively promoted digital transformation, supported the Management to build a house rental ecosystem, explored to revitalize real estate with REITs methods, and helped increase the supply of market-oriented long-term rental houses and affordable rental houses. He provided strategic guidelines and valuable decision-making references for CCB's prudent and sustainable development, and vigorously supported and safeguarded the scientific decision-making by the Board of Directors. The independent directors maintained communication with the chairman of the Board of Directors through strategic guideline meetings in order to exchange in-depth opinions. Doing so aimed to exchange ideas and achieve consensus on major strategic issues, including current domestic and overseas macroeconomic and financial environments, changes in the regulatory environment, opportunities and challenges faced by the banking sector, and CCB's future development. CCB's independent directors voiced their opinions through the meetings of the Board of Directors, official meetings of the committees, and directors' communication meetings. At the meetings, the impacts of the geopolitical landscape, macroeconomic environment, and fluctuations in the capital market on CCB's operations were analyzed, studied, and judged in depth. Furthermore, the independent directors held special meetings to have a thorough discussion about further enhancement of the quality and efficiency of the operation of special committees under the Board of Directors.

Second, attention was paid to the study of major issues to give full play to the roles of independent directors in guiding strategies and providing decision-making references. Independent directors, including Lord Sassoon, carried out special exchanges with the Management and offered opinions and suggestions concerning major issues, including bank capital management, ESG risk management, digital compliance construction, international business, mega wealth management, subsidiary management, market value management, and cybersecurity risk prevention and control. Additionally, the independent directors urged the Management to enhance forward-looking planning and management of capital, effectively promoting the coordinated development of business, risks, profitability, and capital. Based on a comprehensive consideration of such factors as the external business landscape, the need to serve the real economy, future regulatory trends, and CCB's strategic planning, risk appetite and capital adequacy assessment, the independent directors studied and formulated the capital plan for the period from 2024 to 2026 to maintain capital adequacy and guarantee sustainable business development.

Third, risk prevention and mitigation in key areas were prioritized. Independent directors, including Lord Sassoon, were dedicated to urging the Management to continuously improve and refine the comprehensive, proactive, and intelligent modern risk management system and enhance the counter-cyclical management of financial risks in the new landscape. They recommended that the Management advance risk mitigation in key areas according to the principles of market orientation and legal compliance, such as local government debts, in an orderly manner and establish a long-term mechanism. The ultimate goal was to actively and prudently mitigate risks in local government debts. Additionally, they supported CCB in providing financial services to secure housing delivery, meeting reasonable funding requirements of the real estate sector, and continuing to explore financial plans for building new real estate development models. After the establishment of CCB Housing Rental Fund, CCB cooperated with the entities designated by local governments to set up supporting sub-funds in order to increase the supply of market-oriented long-term rental houses or government-subsidized rental houses. At the same time, the independent directors, including Lord Sassoon, supported the Management in promoting CCB Group's first issuance of the publicly traded REITs in self-owned government-subsidized rental housing, revitalized the existing assets in a market-oriented manner, and increased the supply of rental housing. The ultimate goal was to facilitate the sustainable and sound development of the real estate market. The upgrading of intelligent risk control was accelerated, and the transformation of risk management from "human control" to "computer-based control" and "intelligent control" was promoted, so as to improve new risk control and compliance management with digital methods. The independent directors suggested that the Management pay close attention to the potential risks in relevant business and products of domestic and overseas institutions and study effective countermeasures. Compliance risk management and case control were also emphasized. According to the independent directors, the Management should continue to advance the digital development of compliance management and case control, enhance artificial intelligence (AI) and big data application, and further boost employees' behavior management capabilities and the intelligent development of business compliance. The independent directors strengthened their analysis, study, and judgment of the international regulatory landscape, guided the Management in laying consistent emphasis on the development of compliance culture, and further improved AML. Meanwhile, they continued to intensify the compliance and financial sanctions management of overseas institutions, and further optimized the mechanisms for monitoring sanctions risks and collaboratively controlling emergency risks. They continuously improved the top-level design of the consumer protection system, promoted the implementation of the *Consumer Protection Plan of China Construction Bank (2023-2025)*, clarified the management specifications of consumer protection in key fields, and strengthened the active management and monitoring of the whole procedure. In addition, the Board of Directors regularly discussed ESG promotion reports, conducted in-depth research on the promotion of ESG objectives, innovative practices of the ESG rating system, privacy and data security, etc., strengthened the cultivation of ESG professionals, and promoted the achievement of outstanding results in the implementation and advancement of the ESG work plan. CCB's ESG rating of MSCI leaped to AA, ranking first among peers in the Chinese mainland and Hong Kong in terms of comprehensive assessment.

iv. Training

All independent directors of CCB attended a series of training sessions, covering topics such as new regulations for independent directors, regulation of information disclosure, standardized duty performance by independent directors, analysis of typical cases of disciplinary actions, analysis of M&A and restructuring

policies and market trends, re-financing and spin-off listings. Lord Sassoon attended training on the regulatory overview of Hong Kong listed companies and directors' continuing responsibilities, as well as an introduction to the performance of independent directors of domestic listed commercial banks.

III. KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions

In 2023, the independent directors, including Lord Sassoon, highly valued and continuously pushed forward the management of related party transactions, and fulfilled their duties for supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of Directors, confirmed the status of related parties, supervised and guided the Management to strengthen standardized, systematic, and intelligent management of related party transactions, and improved the risk control mechanism for related party transactions. Their ultimate goals were to improve the Management's capability of related party transaction management and safeguard CCB's and related parties' interests. Within the year, the comprehensive implementation of the *Management Measures for Related Party Transactions of Banking and Insurance Institutions* was actively and prudently promoted. Meanwhile, the independent directors, including Lord Sassoon, supervised and guided the Management to proceed with all tasks in accordance with domestic and overseas regulatory requirements, strengthened comprehensive management and compliance supervision of related party transactions, and thus further improved the refined management of related party transactions.

ii. External guarantees and capital occupation

Approved by the regulatory institutions, CCB's external guarantee business is a part of CCB's normal business. CCB has formulated specific management measures, operational processes and approval procedures in light of the risks of the guarantee business and carried out the business accordingly. The guarantee business of CCB mainly relates to letters of guarantee (L/Gs). As at December 31, 2023, the balance of the domestic L/G business reached RMB1,203.6 billion, increasing by RMB47,854 million, representing a growth rate of 4.14%.

iii. Use of raised funds

In 2023, CCB issued RMB120 billion of domestic tier 2 capital bonds. The raised funds were used to replenish the tier 2 capital of CCB in full to support its high-quality business development. CCB issued RMB60 billion of domestic undated capital bonds. The raised funds were used to replenish additional tier 1 capital of CCB in full.

iv. Nomination and remuneration of the Senior Management

In 2023, the Board of Directors of CCB deliberated on and approved the proposals for appointing Mr. Wang Bing and Mr. Li Min as Executive Vice Presidents of CCB. The Board of Directors of CCB deliberated on and approved the 2022 remuneration allocation and settlement plan and 2023 performance

appraisal plan for senior management, and determined the remuneration policy for senior management. Independent directors, including Lord Sassoon, agreed to the nominations and remunerations of CCB's senior management.

v. Operating results forecast and preliminary earnings estimate

During the reporting period, CCB need not issue the operating results forecast or the preliminary earnings estimate.

vi. Engagement or replacement of accounting firms

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2023 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2023 after deliberation and approval at CCB's Annual General Meeting of 2022. According to relevant requirements of laws, regulations and regulatory requirements and work needs, the independent directors, including Lord Sassoon, maintained sufficient communication with the internal audit department and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and obligations. Independent directors, including Lord Sassoon, held that the accounting firms engaged by CCB adhered to the principles of independence, objectivity and fairness throughout the audits and properly performed all tasks.

vii. Cash dividends and other return of investors

CCB has well-designed procedures and mechanisms for decision-making on profit distribution, pays continual attention to the willingness of the vast shareholders, and pays dividends to shareholders in cash. When drawing up the profit distribution plan, the Board of Directors paid full heed to the opinions and requests of shareholders, protected the legitimate rights and interests of small and medium investors, concurrently guaranteed long-term development interests and created reasonable value returns for shareholders. Independent directors, including Lord Sassoon, fulfilled their duties and played their due role in the process of decision making on the profit distribution plan. In 2023, CCB paid each ordinary shareholder a cash dividend of RMB0.389 per share (tax inclusive) for 2022, which amounted to approximately RMB97,254 million (tax inclusive). The dividend actually distributed on each domestic preference share was RMB3.57 per share (tax inclusive), with cash dividends distributed totaling approximately RMB2,142 million (tax inclusive).

viii. Fulfillment of commitments made by CCB and its shareholders

Independent directors, including Lord Sassoon, paid great attention to the fulfillment of commitments by CCB and its shareholders. As at December 31, 2023, the substantial shareholders of CCB have fulfilled all of their continuous commitments.

ix. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB timely, completely, and accurately disclosed the regular reports and ad-hoc announcements, such as the 2022 annual report, the 2023 interim report and quarterly reports, particularly the designed first A-share annual report since the successful listing and the H-share annual results announcement containing the full text of the annual report in late March. Independent directors, including Lord Sassoon, actively performed their duties in the preparation and disclosure of regular reports and had full communication and discussion with the internal audit department of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors, including Lord Sassoon, guided CCB to continuously strengthen and enrich the content and forms of voluntary disclosure through regular reports, ad-hoc announcements, news, and other methods of publicity. They also encouraged the comprehensive demonstration of CCB's highlights and achievements in implementing the new development philosophy, actively integrating into major national strategies, deeply promoting the New Finance initiatives, and steadily improving the operation management capability. Furthermore, CCB was guided to vividly showcase its efforts at reshaping its financial service model through digital technologies, performing its mission and responsibility for serving the real economy and people's livelihood through the New Finance initiatives, and actively responding to investors' concerns about CCB's strategic implementation and business development results. Within the year, independent directors, including Lord Sassoon, actively guided the preparation of the social responsibility report and were constantly enriching the ESG disclosure content. Meanwhile, they drove the disclosure of the Group's first report on environmental information disclosure based on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), so as to fully meet the demands of the capital market and stakeholders for ESG and environment-related information.

x. Implementation of internal control

In 2023, CCB continuously promoted the robustness and effectiveness of its internal control system. Independent directors, including Lord Sassoon, attached great importance to the effectiveness of internal control and reviewed CCB's internal control assessment reports in 2022. According to the results of the internal control assessment, CCB had no material or significant deficiencies in the internal control over financial reporting or internal control unrelated to financial reporting, maintaining effective internal control in all material respects.

xi. Other relevant information

Upon assessment, Lord Sassoon performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content.

IV. OVERALL ASSESSMENT AND RECOMMENDATIONS

In 2023, Lord Sassoon fulfilled his duties honestly, diligently and independently in accordance with relevant laws, regulations, regulatory requirements and relevant requirements of the Articles of Association of CCB, effectively promoted CCB to guard the bottom line of risks, enhance stable and compliant

operation, and boost sustainable development under the complicated and changeable external situation, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

In 2024, the independent directors of CCB will continue to maintain their independence in accordance with regulatory guidance, make full use of their professional strengths to further enhance their ability to perform their duties, and make greater contributions to enhancing the scientific, sound and effective corporate governance of CCB.

Lord Sassoon

China Construction Bank Corporation
Work Report of Independent Director Sir Malcolm Christopher McCarthy for 2023

In the first half of 2023, in accordance with domestic and overseas laws and regulations, regulatory requirements and normative documents including the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Corporate Governance Guidelines for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, and the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, as well as the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “**Articles of Association of CCB**”), the *Measures of China Construction Bank Corporation for Implementation of the Independent Director System*, and the *Policy of China Construction Bank Corporation on Annual Reporting by Independent Directors*, Sir Malcolm Christopher McCarthy, an independent director of China Construction Bank Corporation (hereinafter referred to as “**CCB**”) attended meetings of the Board of Directors and special committees on time, actively participated in the discussion of various topics, fully expressed his independent opinions, and vigorously supported the Board of Directors of CCB to make scientific decisions. Meanwhile, by leveraging his international vision, professional background, and working experience, through the meetings of the Board of Directors and its special committees, special meetings of independent directors, strategic guideline meetings, special communication meetings, and research forums, Sir Malcolm Christopher McCarthy offered valuable opinions and suggestions on CCB’s business management from multiple perspectives such as the domestic and overseas political and economic situation, regulatory dynamics, and the best international peer practices. Director McCarthy ceased to be an independent director of CCB due to the expiration of his term in June 2023. During his term of office, Sir Malcolm Christopher McCarthy faithfully and diligently performed his duties, gave full play to his consulting and supervision functions, advanced CCB’s New Finance initiatives in depth, boosted the comprehensive improvement of CCB’s business management, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders. Here is a report on the fulfillment of duties by Sir Malcolm Christopher McCarthy in 2023:

I. COMPOSITION AND OPERATION OF THE BOARD OF DIRECTORS OF THE BANK

i. Operation of the Board of Directors and its special committees

In 2023, the Board of Directors of CCB convened nine meetings in total, at which 67 proposals were deliberated, and 40 were referred to; convened 33 meetings of special committees, where the attendees reviewed 79 proposals, approved 66 proposals, and listened to, discussed, and referred to 196 proposals. With a view to the current and mid- and long-term sustainable development of CCB, all members of the Board of Directors, by their expertise and abundant experience in their respective areas, offered opinions and suggestions, made rational and prudent decisions, and effectively implemented the resolutions of the shareholders’ general meeting and the Board of Directors. They also pushed forward the strategic development of CCB, upheld the legitimate rights and interests of stakeholders including its shareholders, financial consumers and employees, and continued to refine its systems and mechanisms for corporate governance and ensure the orderly operation of corporate governance.

There are five committees established under the Board of Directors: Strategy Development Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Related Party Transaction, Social Responsibility and Consumer Protection Committee.

In 2023, the Strategy Development Committee convened seven meetings in total. The Committee intensified the study and judgment of the macroeconomic situation and the research on major strategic issues, and supervised and assessed the implementation of the 14th Five-Year Plan across CCB. The Committee revised the authorization measures and programs, studied and developed development plans for building a digital CCB and IT outsourcing, reinforced capital planning, guided CCB to expand and upgrade the New Finance initiatives, and improved the quality and efficiency of the implementation of the “Three Major Strategies”, so as to fulfill the responsibility of a major state-owned bank and fuel the high-quality development of the economy and society.

The Audit Committee convened seven official meetings in total, one pre-communication meeting each for annual and interim financial reports, two separate communication meetings with the external auditors, and one special seminar. The Committee supervised and reviewed the regular reports, strictly implemented the pre-communication system for annual and interim reports, fully exchanged views with the Management and external auditors, reviewed and revised the basic accounting policies, and strengthened the governance of accounting information. The Committee also paid close attention to changes in the macro landscape and regulatory policies and gave heed to business management, asset quality changes, and the disposal of individual cases of existing wealth management assets of overseas institutions and subsidiaries. The ultimate goal was to contribute to the prudent operation of CCB. The Committee enhanced the supervision and guidance for external auditors, supervised the engagement of external auditors, provided guidance on the external audit plan, studied and communicated key audit matters, and urged the implementation of remediation of the management problems proposed by external auditors. It also strictly implemented the closed-door meeting communication mechanism, urged the implementation of the annual assessment of external auditors, implemented regulatory requirements related to external audit rotation, and strengthened the management of non-audit services. The Committee supervised and guided the internal audit, guided the internal audit plan, and regularly listened to the summary reports on internal audit findings. It also continued to promote the remediation of problems in internal audit findings and urged the assessment of the internal audit quality and the performance appraisal of internal audit. The ultimate goal was to give full play to the role of the internal audit as the third line of defense. The Committee supervised and assessed internal control, strengthened the internal control assessment, issued an assessment report, and disclosed the report. Heed was also given to the findings of internal and external audits and internal control assessments related to internal control deficiencies and the remediation of such deficiencies, and the soundness and effectiveness of the internal control system were promoted.

The Risk Management Committee convened six meetings in total. The Committee paid close attention to domestic and overseas economic and financial landscapes and CCB’s risk performance, continued to refine the comprehensive, proactive, and intelligent modern risk management system, drove the establishment of important policies and rules on risk management, and responded to risks and challenges in key industries and key areas in a forward-looking manner. Furthermore, the Committee actively studied and judged hot topics on global risk management, promptly analyzed risk incidents of European and American banks and their potential impacts, conducted in depth special research on liquidity risk, credit risk, and digital risk, guided and strengthened climate-related risk management, and drove the integration of

environmental, social and governance (ESG) elements into the comprehensive risk management system. The Committee strictly implemented the regulatory requirements for global systemically important banks (G-SIBs) and advanced the enhancement of the Group's consolidated management and the risk management of subsidiaries. Additionally, the Committee consistently supervised and guided the remediation of problems identified in regulatory inspections and attached great importance to risk control in key areas, such as compliance, anti-money laundering (AML), and IT, and performed the duties of the U.S. Risk Management Committee in all respects. By continuously enhancing scientific, proactive and forward-looking comprehensive risk management, the Committee played a significant role in supporting the scientific decision-making by the Board of Directors and improving CCB's capability of preventing and mitigating financial risks.

The Nomination and Remuneration Committee convened eight meetings in total. In respect of nomination, it provided the Board of Directors with suggestions on the re-election of and new candidates for executive directors, the re-election and re-appointment of non-executive directors, new candidates for independent directors, candidates for members of the special committees under the Board of Directors, and candidates for senior management. It also reviewed the qualifications of the candidates nominated. The Committee held that, during the reporting period, the composition of the Board of Directors of CCB was in conformity with the requirements of the *Diversity Policy for the Board of Directors*. Regarding remuneration and performance assessment, the Committee deeply studied the national remuneration regulation policies, organized and formulated the plan for remuneration allocation and settlement for directors, supervisors, and senior management of CCB for 2022, and refined the performance assessment plans for executive directors and senior management for 2023. It guided the formulation of the Management Measures for Deferred Payment and Withdrawal of Performance Remuneration and further improved the remuneration incentive and restraint mechanism. The Committee carried out an in-depth analysis of employee remuneration structure, and actively promoted the implementation of "favorable grassroots policies". The Committee attached great importance to the forward-looking arrangements for human resources for important strategies, the development of female employees, and progress in CCB Learning Center, and proposed opinions and suggestions on talent cultivation and development.

The Related Party Transaction, Social Responsibility and Consumer Protection Committee held a total of five meetings. The Committee supervised and guided the Management to actively and prudently promote the comprehensive implementation of the new regulations on related party transactions in accordance with the latest regulatory requirements, continuously enhanced the comprehensive management of related party transactions, and continued to strengthen the third line of defense for related party transaction management. The Committee strengthened the overall management of consumer protection, regularly listened to reports on consumer protection, supervised the implementation of consumer protection, and paid consistent attention to the notification of regulatory complaints and relevant assessments. Additionally, the Committee drove the internal audit of consumer protection and brought into full play the role of consumer protection in providing strategic support for commercial banks and helping them build up core competitive edge. Meanwhile, the Committee followed up on and increased supervision and guidance for such types of business as housing leasing, inclusive finance, and rural revitalization finance, and supported the Management in promoting inclusive finance, housing leasing, and rural revitalization by creating new financial service models and relying on financial technology (fintech) and digital finance, thereby achieving the unity of CCB's own transformation and social contributions through high-quality development and comprehensively deepening the New Finance initiatives. The Committee urged the Management to implement the green development

philosophy and establish a long-term mechanism for green development, thereby driving the development of green finance. The Committee actively performed its ESG duties, supervised and guided the preparation, reviewed and approved the *Environmental, Social and Governance Work Plan (2023-2025)*, tracked domestic and overseas ESG development trends, and strengthened communication with external ESG institutions. It also regularly listened to special reports on ESG development, followed up on and assessed ESG progress, and continued to strengthen the disclosure and publicity of ESG information. The ultimate goal was to vigorously drive the continual improvement of the effectiveness of CCB's ESG work. Furthermore, the Committee reviewed the social responsibility report, continuously strengthened the supervision of the preparation and disclosure of the social responsibility report, continued to supervise the implementation of charitable donations, and maximized the effectiveness of charitable donations and projects.

ii. Basic information on independent directors of CCB

As at the end of the first half of 2023, CCB had six independent directors accounting for more than one third of the members of the Board of Directors, which complies with relevant laws, regulations and the Articles of Association of CCB. Independent directors of CCB come from Hong Kong SAR, the US, the UK, France, New Zealand and other countries or regions. They are experts in financial regulation, finance and tax, bank administration, external audit, and credit rating. The chairmen of four special committees under the Board of Directors of CCB, i.e. the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee, are all independent directors. CCB's independent directors do not hold any other position in CCB or have some relationship with CCB and its substantial shareholders that may influence their independent and objective judgment. In addition to the annual remuneration obtained, CCB's independent directors do not have any business or financial interests in CCB or its subsidiaries. CCB has received the annual confirmation letters on independence and the files on self-examination of independence from each independent director, and confirmed their independence. Independent directors of CCB comply with the relevant requirements on the independence of independent directors as set out in the *Measures for Managing Independent Directors of Listed Companies* and the *Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1 – Standardized Operation*.

II. INFORMATION ON FULFILLMENT OF DUTIES BY SIR MALCOLM CHRISTOPHER MCCARTHY IN THE YEAR

i. Profile of Sir Malcolm Christopher McCarthy

Sir Malcolm Christopher McCarthy has served as an independent director of CCB since August 2017. Director McCarthy ceased to be an independent director of CCB due to the expiration of his term in June 2023. CCB extends heartfelt appreciation to Director McCarthy for his exceptional contributions during his term. Mr. McCarthy served as independent director of Industrial and Commercial Bank of China Limited from December 2009 to October 2016. He worked first as an economist for ICI before joining the UK Department of Trade and Industry where he held various posts from economic adviser to undersecretary. He subsequently worked as a senior executive of Barclays Bank in London, Japan, and North America. He served as chairman and chief executive of Office of Gas and Electricity Markets (Ofgem), chairman of the Financial Services Authority (FSA), non-executive director of Her Majesty's Treasury, chairman of the

board of directors of J.C. Flowers & Co. UK Ltd, non-executive director of NIBC Holding N.V., NIBC Bank N.V., OneSavings Bank plc, Castle Trust Capital plc and Intercontinental Exchange (ICE), and trustee of the Said Business School of Oxford University. Mr. McCarthy is an Honorary Fellow of Merton College, an Honorary Doctorate of the University of Stirling and the Cass Business School, and a Freeman of the City of London. He has a MA History at Merton College of Oxford University, PhD Economics of the University of Stirling, and Master from Graduate School of Business of Stanford University.

ii. Attendance at meetings

In 2023, Sir Malcolm Christopher McCarthy attended the shareholders’ general meetings and meetings of the Board of Directors and special committees on time, reviewed the resolutions made by the Board of Directors and special committees of the Board of Directors, and expressed independent opinions. No objection has been raised to the matters for deliberation and no other special power has been exercised.

The attendances of Sir Malcolm Christopher McCarthy at the shareholders’ general meetings and meetings of the Board of Directors are presented as follows:

Independent director	Shareholders’ general meetings	Meetings of the Board of Directors	
	Attendance in person	Attendance in person	Attendance by proxy
Sir Malcolm Christopher McCarthy (resigned)	2/2	6/6	0/6

Information on attendance at meetings of each special committee under the Board of Directors by Sir Malcolm Christopher McCarthy is as follows:

Independent director	Strategy Development Committee		Risk Management Committee		Nomination and Remuneration Committee	
	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy	Attendance in person	Attendance by proxy
Sir Malcolm Christopher McCarthy (resigned)	4/4	0/4	4/4	0/4	6/6	0/6

Notes:

- (1) “Attendance in person” refers to attending meetings in person, on telephone or by video.
- (2) During the reporting period, independent directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other independent directors to attend the meetings and exercise voting rights on their behalf.

iii. Communication with parties of corporate governance

During the term of office, Sir Malcolm Christopher McCarthy actively performed his duties, attended the shareholders' general meetings, meetings of the Board of Directors and its special committees, special meetings of independent directors, directors' communication meetings, strategic guideline meetings, and special communication meetings on time, took the initiative in carrying out special research, and maintained adequate and effective communication with the shareholders, the chairman and other members of the Board of Directors, the chairman and members of the Board of Supervisors, senior management and other parties of corporate governance. The Bank actively provided working conditions and personnel support for independent directors and facilitated their effective performance.

First, independent directors accurately studied and judged the macroeconomic development trend and advanced the New Finance initiatives across CCB in depth. During their term of office, independent directors, including Sir Malcolm Christopher McCarthy, continued to strengthen their communication and exchanges with the parties engaged in corporate governance and analyze, study, and judge in depth international and domestic macro landscapes. With an international outlook, the independent directors paid attention to the key issues in CCB's business management, explored new service modes for technology finance, actively promoted digital transformation, supported the Management to build a house rental ecosystem, explored to revitalize real estate with REITs methods, and helped increase the supply of market-oriented long-term rental houses and affordable rental houses. They provided strategic guidelines and valuable decision-making references for CCB's prudent and sustainable development, and vigorously supported and safeguarded the scientific decision-making by the Board of Directors. The independent directors maintained communication with the chairman of the Board of Directors through strategic guideline meetings in order to exchange in-depth opinions. Doing so aimed to exchange ideas and achieve consensus on major strategic issues, including current domestic and overseas macroeconomic and financial environments, changes in the regulatory environment, opportunities and challenges faced by the banking sector, and CCB's future development. CCB's independent directors voiced their opinions through the meetings of the Board of Directors, official meetings of the committees, and directors' communication meetings. At the meetings, the impacts of the geopolitical landscape, macroeconomic environment, and fluctuations in the capital market on CCB's operations were analyzed, studied, and judged in depth. Furthermore, the independent directors held special meetings to have a thorough discussion about further enhancement of the quality and efficiency of the operation of special committees under the Board of Directors.

Second, attention was paid to the study of major issues to give full play to the roles of independent directors in guiding strategies and providing decision-making references. During their term of office, independent directors, including Sir Malcolm Christopher McCarthy, carried out special exchanges with the Management and offered opinions and suggestions concerning major issues, including the capital management of banks, digital compliance construction, international business, mega wealth management, subsidiary management, market value management, and cybersecurity risk prevention and control. Additionally, the independent directors urged the Management to enhance forward-looking planning and management of capital, effectively promoting the coordinated development of business, risks, profitability, and capital.

Third, risk prevention and mitigation in key areas were prioritized. During their term of office, the independent directors, including Sir Malcolm Christopher McCarthy, were dedicated to urging the Management to continuously improve and refine the comprehensive, proactive, and intelligent modern risk management system and enhance the counter-cyclical management of financial risks in the new landscape. They recommended that the Management advance risk mitigation in key areas according to the principles of market orientation and legal compliance, such as local government debts, in an orderly manner and establish a long-term mechanism. The ultimate goal was to actively and prudently mitigate risks in local government debts. Additionally, they supported CCB in providing financial services to secure housing delivery, meeting reasonable funding requirements of the real estate sector, and continuing to explore financial plans for building new real estate development models. After the establishment of CCB Housing Rental Fund, CCB cooperated with the entities designated by local governments to set up supporting sub-funds in order to increase the supply of market-oriented long-term rental houses or government-subsidized rental houses. At the same time, the independent directors, including Sir Malcolm Christopher McCarthy supported the Management in promoting CCB Group's first issuance of the publicly traded REITs in self-owned government-subsidized rental housing, revitalized the existing assets in a market-oriented manner, and increased the supply of rental housing. The ultimate goal was to facilitate the sustainable and sound development of the real estate market. The upgrading of intelligent risk control was accelerated, and the transformation of risk management from "human control" to "computer-based control" and "intelligent control" was promoted, so as to improve new risk control and compliance management with digital methods. The independent directors suggested that the Management pay close attention to the potential risks in relevant business and products of domestic and overseas institutions and study effective countermeasures. Compliance risk management and case control were also emphasized. According to the independent directors, the Management should continue to advance the digital development of compliance management and case control, enhance artificial intelligence (AI) and big data application, and further boost employees' behavior management capabilities and the intelligent development of business compliance. The independent directors strengthened their analysis, study, and judgment of the international regulatory landscape, guided the Management in laying consistent emphasis on the development of compliance culture, and further improved AML. Meanwhile, they continued to intensify the compliance and financial sanctions management of overseas institutions.

iv. Training

All independent directors of CCB attended a series of training sessions covering topics such as new regulations for independent directors, regulation of information disclosure, standardized duty performance by independent directors, analysis of typical cases of disciplinary actions, analysis of M&A and restructuring policies and market trends, analysis of system of re-financing and spin-off listing, etc.

III. KEY CONCERNS DURING FULFILLMENT OF DUTIES IN THE YEAR

i. Related party transactions

In 2023, the independent directors, including Sir Malcolm Christopher McCarthy, highly valued and continuously pushed forward the management of related party transactions, and fulfilled their duties for supervising related party transactions. Independent directors strengthened supervision and review of related party transactions through the Related Party Transaction, Social Responsibility and Consumer Protection

Committee of the Board of Directors, confirmed the status of related parties, supervised and guided the Management to strengthen standardized, systematic, and intelligent management of related party transactions, and improved the risk control mechanism for related party transactions. Their ultimate goals were to improve the Management's capability of related party transaction management and safeguard CCB's and related parties' interests.

ii. External guarantees and capital occupation

Approved by the regulatory institutions, CCB's external guarantee business is a part of CCB's normal business. CCB has formulated specific management measures, operational processes and approval procedures in light of the risks of the guarantee business and carried out the business accordingly. The guarantee business of CCB mainly relates to letters of guarantee (L/Gs). As at the end of December 2023, the balance of the domestic L/G business reached RMB1,203.6 billion, increasing by RMB47,854 million, representing a growth rate of 4.14%.

iii. Use of raised funds

In 2023, CCB issued RMB120 billion of domestic tier 2 capital bonds. The raised funds were used to replenish the tier 2 capital of CCB in full to support its high-quality business development. CCB issued RMB60 billion of domestic undated capital bonds. The raised funds were used to replenish additional tier 1 capital of CCB in full.

iv. Nomination and remuneration of the senior management

In 2023, the Board of Directors of CCB deliberated on and approved the proposals for appointing Mr. Wang Bing and Mr. Li Min as Executive Vice Presidents of CCB. The Board of Directors of CCB deliberated on and approved the 2022 remuneration allocation and settlement plan and 2023 performance appraisal plan for senior management, and determined the remuneration policy for senior management. Independent directors, including Sir Malcolm Christopher McCarthy, agreed to the nominations and remunerations concerning CCB's senior management.

v. Operating results forecast and preliminary earnings estimate

During the reporting period, CCB need not issue the operating results forecast or the preliminary earnings estimate.

vi. Engagement or replacement of accounting firms

CCB continued to engage Ernst & Young Hua Ming LLP (Special General Partnership) as the domestic accounting firm for CCB and its domestic subsidiaries in 2023 and engage EY as the international accounting firm for CCB and its major overseas subsidiaries in 2023 after deliberation and approval at CCB's Annual General Meeting of 2022. According to relevant requirements of laws, regulations and regulatory requirements and work needs, the independent directors, including Sir Malcolm Christopher McCarthy, maintained sufficient communication with the internal audit department and the external auditors for CCB on finance, business and other relevant matters and earnestly fulfilled relevant responsibilities and

obligations. Independent directors, including Sir Malcolm Christopher McCarthy, held that the accounting firms engaged by CCB adhered to the principles of independence, objectivity and fairness throughout the audits and properly performed all tasks.

vii. Cash dividends and other return of investors

CCB has well-designed procedures and mechanisms for decision-making on profit distribution, pays continual attention to the willingness of the vast shareholders, and pays dividends to shareholders in cash. When drawing up the profit distribution plan, the Board of Directors paid full heed to the opinions and requests of shareholders, protected the legitimate rights and interests of small and medium investors, concurrently guaranteed long-term development interests and created reasonable value returns for shareholders. Independent directors, including Sir Malcolm Christopher McCarthy, fulfilled their duties and played their due role in the process of decision making on the profit distribution plan. In 2023, CCB paid each ordinary shareholder a cash dividend of RMB0.389 per share (tax-inclusive) for 2022, which amounted to approximately RMB97,254 million (tax-inclusive) in total. The dividend actually distributed on each domestic preference share was RMB3.57 per share (tax-inclusive), with cash dividends distributed totaling approximately RMB2,142 million (tax-inclusive).

viii. Fulfillment of commitments made by CCB and its shareholders

Independent directors, including Sir Malcolm Christopher McCarthy, paid great attention to the fulfillment of commitments by CCB and its shareholders. Until Sir Malcolm Christopher McCarthy left office, the substantial shareholders of CCB have fulfilled all of their continuous commitments.

ix. Implementation of information disclosure

In strict accordance with laws, regulations, and provisions of the Articles of Association, CCB timely, completely, and accurately disclosed the regular reports and ad-hoc announcements, such as the 2022 annual report, the 2023 interim report and quarterly reports, particularly the designed first A-share annual report since the successful listing and the H-share annual results announcement containing the full text of the annual report in late March. Independent directors, including Sir Malcolm Christopher McCarthy, actively performed their duties in the preparation and disclosure of regular reports and had full communication and discussion with the internal audit department of CCB and external auditors on the annual audit work. On the basis of performing the statutory disclosure obligation in a legal and compliant manner, independent directors, including Sir Malcolm Christopher McCarthy, guided CCB to continuously strengthen and enrich the content and forms of voluntary disclosure through regular reports, ad-hoc announcements, news, and other methods of publicity. They also encouraged the comprehensive demonstration of CCB's highlights and achievements in implementing the new development philosophy, actively integrating into major national strategies, deeply promoting the New Finance initiatives, and steadily improving the operation management capability. Furthermore, CCB was guided to vividly showcase its efforts at reshaping its financial service model through digital technologies, performing its mission and responsibility for serving the real economy and people's livelihood through the New Finance initiatives, and actively responding to investors' concerns about CCB's strategic implementation and business development results.

x. Implementation of internal control

In 2023, CCB continuously promoted the robustness and effectiveness of its internal control system. Independent directors, including Sir Malcolm Christopher McCarthy, attached great importance to the effectiveness of internal control and reviewed CCB's internal control assessment reports in 2022. According to the results of the internal control assessment, CCB had no material or significant deficiencies in the internal control over financial reporting or internal control unrelated to financial reporting, maintaining effective internal control in all material respects.

xi. Other relevant information

Upon assessment, Sir Malcolm Christopher McCarthy, during his term of office, performed his duties in conformity with relevant laws, regulations, and relevant requirements of regulatory authorities in terms of the time, methods and work content.

IV. OVERALL ASSESSMENT AND RECOMMENDATIONS

In the first half of 2023, Sir Malcolm Christopher McCarthy fulfilled his duties honestly, diligently and independently in accordance with relevant laws, regulations, regulatory requirements and relevant requirements of the Articles of Association of CCB, effectively promoted CCB to guard the bottom line of risks, enhance stable and compliant operation, and boost sustainable development under the complicated and changeable external situation, and effectively safeguarded the legitimate rights and interests of CCB as well as its entire shareholders and stakeholders.

Malcolm Christopher McCarthy

NOTICE OF 2023 ANNUAL GENERAL MEETING



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)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting of China Construction Bank Corporation (the “**Bank**”) will be held at 14:15 on 27 June 2024 at No. 25, Financial Street, Xicheng District, Beijing and Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong, to consider and, if thought fit, pass the following resolutions:

AS ORDINARY RESOLUTIONS

1. 2023 report of the Board of Directors
2. 2023 report of the Board of Supervisors
3. 2023 final financial accounts
4. Profit distribution plan for 2023
5. Interim profit distribution arrangements for 2024
6. 2024 fixed assets investment budget
7. Engagement of external auditors for 2024
8. Election of Mr. Zhang Yi as executive director of the Bank
9. Election of Mr. Lin Zhijun as independent non-executive director of the Bank

NOTICE OF 2023 ANNUAL GENERAL MEETING

10. Election of Mr. William Coen to be re-appointed as independent non-executive director of the Bank
11. Election of Mr. Leung Kam Chung, Antony to be re-appointed as independent non-executive director of the Bank
12. *Independent Directors Working System of China Construction Bank Corporation*

Reporting Documents

1. Special Report on Related Party Transactions in 2023
2. Report on the Implementation of the *Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of China Construction Bank Corporation* in 2023
3. Report on Large Shareholder and Major Shareholder Assessment in 2023
4. Work Reports of Independent Directors for 2023

Details of the above proposals are set out in the circular regarding the 2023 Annual General Meeting of the Bank dated 5 June 2024. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meanings as those defined in the circular.

**The Board of Directors of
China Construction Bank Corporation**

5 June 2024

As at the date of this notice, the executive directors of the Bank are Mr. Zhang Jinliang and Mr. Ji Zhihong; the non-executive directors of the Bank are Ms. Shao Min, Mr. Tian Bo, Mr. Xia Yang, Ms. Liu Fang and Ms. Li Lu; and the independent non-executive directors of the Bank are Mr. Kenneth Patrick Chung, Mr. Graeme Wheeler, Mr. Michel Madelain, Mr. William Coen, Mr. Leung Kam Chung, Antony and Lord Sassoon.

Notes:

1. The voting at this general meeting will be taken by way of registered poll.
2. In order to determine the H Shareholders who are entitled to attend the 2023 Annual General Meeting, the Bank's register of members for H Shares will be closed from 24 June 2024 to 27 June 2024, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to attend this general meeting must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 16:30 on 21 June 2024. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

NOTICE OF 2023 ANNUAL GENERAL MEETING

3. The Board of the Bank has proposed a cash dividend for 2023 of RMB0.400 per share (including tax), totalling RMB100,004 million. If approved, the dividend will be distributed to the Shareholders whose names appeared on the register of members of the Bank after the closing of the stock market on 11 July 2024. The expected payment date of the H Shares annual cash dividend for 2023 is 2 August 2024. In order to determine the H Shareholders who are entitled to receive the 2023 cash dividends, the register of members of H Shares of the Bank will be closed from 6 July 2024 to 11 July 2024, both days inclusive, during which period no transfer of H Shares will be effected. Unregistered H Shareholders who wish to receive the 2023 cash dividends must lodge the share certificates together with the transfer documents at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at or before 16:30 on 5 July 2024. The address of the share registrar, Computershare Hong Kong Investor Services Limited, is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. A Shareholder entitled to attend and vote at this general meeting may appoint proxies to attend and vote in his/her place. A proxy need not to be a Shareholder of the Bank.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).
6. To be valid, H Shareholders who intend to attend this general meeting by proxy should complete and return the enclosed proxy form to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, before 14:15 on 26 June 2024. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at this general meeting if he/she so wishes.
7. H Shareholders who intend to attend this general meeting in person or by proxy are advised to return the reply slip in person, by post or by fax ((852) 2865 0990) to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 17 June 2024.
8. Shareholders or their proxies who intend to attend this general meeting may send questions related to the matters to be considered at this general meeting or operating results of the Bank via email to the mailbox (ir@ccb.com) of the Investor Relations of the Bank by 24 June 2024. The common concerned questions of Shareholders will be answered by the Bank at this general meeting.
9. This general meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this general meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending this general meeting shall present identity documents.
10. This general meeting will adopt a combination of both onsite voting and online voting (online voting is only applicable to A Shareholders) in terms of the mechanism for attending and voting at the meeting.
11. **No distribution of gifts or cake coupons and no refreshments will be served by the Bank.**