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中国建设银行

China Construction Bank

中國建設銀行股份有限公司

China Construction Bank Corporation

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 939)

**Announcement on
the Resolutions of the Meeting of the Board of Directors
(22 March 2013)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 22 March 2013 in Hong Kong. 12 directors were entitled to be present at the Meeting and 9 directors attended the Meeting in person. Mr. Wang Hongzhang, chairman of the board of directors, appointed Mr. Zhang Jianguo, vice chairman of the board of directors, as his proxy to attend and vote on his behalf. Ms. Li Xiaoling appointed Mr. Dong Shi as her proxy to attend and vote on her behalf. Ms. Elaine La Roche appointed Mr. Wong Kai-Man as her proxy to attend and vote on her behalf. The convening of the Meeting complied with the provisions of the *Company Law of the People's Republic of China and the Articles of Association of the Bank* and other relevant rules.

The following resolutions were considered and approved at the Meeting:

I. Proposal regarding the 2012 Annual Report, the Summary of Annual Report and the Results Announcement (including the Report of the Board of Directors and the Final Financial Accounts)

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

It was resolved that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the 2012 Annual Report of the Bank be submitted to the 2012 Shareholders' Annual General Meeting of the Bank for consideration.

II. Proposal regarding the 2012 Profit Distribution Plan

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

The 2012 Profit Distribution Plan of the Bank was as follows:

1. On the basis of the after-tax profit of the Bank for 2012 in the amount of RMB191.422 billion, 10% of such profit (being RMB19.142 billion) be appropriated to the statutory surplus reserve fund;
2. RMB71.068 billion be set aside as general provisions for 2012 according to the revised *Administrative Measures for the Provision of Reserves of Financial Enterprises* (Cai Jin [2012] No. 20) issued by the Ministry of Finance;
3. On the basis of the after-tax profit of the Bank for 2012 in the amount of RMB191.422 billion, 35% of such profit (being RMB67.003 billion) be distributed to all the shareholders (whose names appear on the shareholder register as of 20 June 2013) as cash dividend. The cash dividend per share hence would be RMB0.268 (inclusive of taxes);
4. No transfer from the capital reserve fund will be made for 2012 to increase the share capital of the Bank.

It was resolved that this proposal be submitted to the 2012 Shareholders' Annual General Meeting of the Bank for consideration.

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

III. Proposal regarding the appointment of external auditors for the year of 2013

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

It was resolved that PricewaterhouseCoopers Zhongtian be appointed as the domestic accounting firm of the Bank and the Bank's main onshore subsidiaries for the year of 2013 and PricewaterhouseCoopers be appointed as the international accounting firm of the Bank and the Bank's offshore subsidiaries for the year of 2013. The audit fee is RMB140 million (inclusive of internal control audit fee).

It was resolved that this proposal be submitted to the 2012 Shareholders' Annual General Meeting of the Bank for consideration.

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

IV. Proposal regarding the 2012 Assessment Report on Internal Control

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

For details regarding the 2012 Assessment Report on Internal Control of the Bank, please refer to the relevant documents published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

V. Proposal regarding the 2013 Internal Audit Working Plan

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

VI. Proposal regarding the Management Measures on the Capital Adequacy Ratio of China Construction Bank Corporation

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

In order to fulfill the regulatory requirements and improve the operation and management of the Bank, the Bank made amendments to the Management Measures on the Capital Adequacy Ratio in accordance with the relevant provisions of the *Regulation Governing Capital Management of Commercial Banks (Provisional)* promulgated by the China Banking Regulatory Commission (the “CBRC”).

VII. Proposal regarding issuance of write-down type eligible capital instruments in the amount of up to RMB60 billion by the end of 2015

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

1. It was resolved that subject to the approval by the shareholders’ general meeting and the approval from the CBRC and other regulatory authorities, the issuance of eligible capital instruments by the Bank in accordance with the following terms and conditions be approved:
 - (1) Total amount: up to RMB60 billion or equivalent;
 - (2) Type: including write-down type eligible additional tier-1 capital instruments (excluding preferred shares) and write-down type eligible tier-2 capital instruments;
 - (3) Market of issuance: domestic and overseas markets;
 - (4) Term: no less than 5 years;
 - (5) Means of loss absorption: upon the occurrence of the triggering events specified in the issuing documents, the loss will be absorbed by means of write-down;

- (6) Interest rate: based on the market interest rates;
 - (7) Use of proceeds: to replenish the Bank's additional tier-1 or tier-2 capital;
 - (8) Term of validity of the resolution on this proposal: from the date of approval by the shareholders' general meeting on this issuance of eligible capital instruments to 31 December 2015.
2. It was resolved that this proposal be submitted to the shareholders' general meeting for consideration to authorize the board of directors of the Bank to determine and attend to other terms and specific matters concerning the issuance of the write-down type eligible capital instruments in accordance with rules issued by the relevant authorities and requirements of the regulatory authorities, including but not limited to writing down the capital instruments immediately upon the occurrence of the triggering events. The aforementioned authorization of the shareholder general meeting will be effective from the date on which the shareholder general meeting approves this issuance of eligible capital instruments to 31 December 2015.

It was resolved that this proposal be submitted to the 2012 Shareholders' Annual General Meeting of the Bank for consideration.

VIII. Proposal regarding the 2012 Capital Adequacy Ratio Management Report

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

The Bank continually improved its capital management systems, actively enhanced its meticulous capital management, constantly reduced the inefficient uses of its capital in accordance with the relevant regulatory requirements. The capital adequacy ratio and the core capital adequacy ratio of the Bank maintained to be at a high level in the industry.

IX. Proposal regarding establishment of CCB Macau Branch and adjustment of the business model in Macau

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

It was resolved that :

1. the establishment of CCB Macau Branch with a full banking license be approved;
2. the license of China Construction Bank (Macau) Corporation Limited be de-registered when appropriate after the establishment of CCB Macau Branch, subject to the actual circumstances.

X. Proposal regarding the establishment of a subsidiary bank in New Zealand

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

It was resolved that the establishment of a subsidiary bank in Auckland City, New Zealand with an original capital injection of USD50 million be approved.

XI. Proposal regarding capital increase of China Construction Bank (London) Limited in the amount of RMB3 billion

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

It was resolved that the capital increase of China Construction Bank (London) Limited in the amount of RMB3 billion be approved.

XII. Proposal regarding the 2012 Social Responsibility Report of the Bank

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

For details regarding the 2012 Social Responsibility Report of the Bank, please refer to the relevant document posted on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

XIII. Proposal regarding the Implementation Rules concerning Emoluments Distribution for Directors and Supervisors of the Bank in 2013

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

XIV. Proposals regarding the Implementation Rules concerning Emoluments Distribution for Senior Management of the Bank in 2013

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

XV. Proposals regarding nomination of director candidates

1. Proposal regarding re-appointment of Mr. Zhang Jianguo as an executive director of the Bank

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

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

2. Proposal regarding re-appointment of Mr. Zhao Xijun as an independent non-executive director of the Bank

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

Opinion of the independent non-executive directors in respect of this resolution: Agreed.
3. Proposal regarding re-appointment of Ms. Chen Yuanling as a non-executive director of the Bank

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

Opinion of the independent non-executive directors in respect of this resolution: Agreed.
4. Proposal regarding nomination of Mr. Zhu Hongbo as an executive director of the Bank

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

Opinion of the independent non-executive directors in respect of this resolution: Agreed.
5. Proposal regarding nomination of Mr. Hu Zheyi as an executive director of the Bank

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

Opinion of the independent non-executive directors in respect of this resolution: Agreed.
6. Proposal regarding nomination of Mr. Chung Shui Ming Timpson as an independent non-executive director of the Bank

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

Opinion of the independent non-executive directors in respect of this resolution: Agreed.
7. Proposal regarding nomination of Ms. Margaret LEUNG KO May Yee as an independent non-executive director of the Bank

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

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

8. Proposal regarding nomination of Mr. Wim Kok as an independent non-executive director of the Bank

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

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

9. Proposal regarding nomination of Mr. Murray Horn as an independent non-executive director of the Bank

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

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

10. Proposal regarding nomination of Mr. Xu Tie as a non-executive director of the Bank

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

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

11. Proposal regarding nomination of Mr. Qi Shouyin as a non-executive director of the Bank

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

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

The appointment of the above director candidates will be submitted to the 2012 Shareholders' Annual General Meeting of the Bank for consideration respectively. The re-appointed directors will continue to perform their duties from the date of approval by the 2012 Shareholders' Annual General Meeting of the Bank. The newly appointed directors will begin to perform their duties upon the approval by the 2012 Shareholders' Annual General Meeting of the Bank and the approval by the CBRC on their qualifications. The term of office of the above directors will end on the date of the 2015 Shareholders' Annual General Meeting of the Bank.

According to the relevant provisions of laws, regulations and the *Articles of Association of the Bank*, and in order to ensure the board of directors of the Bank to perform its duties as usual, Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley and Mr. Wong Kai-Man will continue to perform their duties as independent non-executive directors of the Bank, and Mr. Wang Yong and Mr. Zhu Zhenmin will continue to perform their duties as non-executive directors of the Bank until the CBRC has approved the qualifications of the newly appointed directors. The arrangement of the above directors will be submitted to the 2012 Shareholders' Annual General Meeting of the Bank for consideration.

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

Please refer to Appendix 1 to this announcement for the biographical details of the director candidates. Save as disclosed in the biographical details, the above mentioned director candidates are not connected with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. As at the date of this announcement, Ms. Margaret LEUNG KO May Yee was interested in 100,000 H Shares of the Bank. Save as disclosed above, Ms. Margaret LEUNG KO May Yee is not holding any equity interest in the Bank and the other above mentioned candidates are not holding any equity interest in the Bank as defined in Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). The above mentioned director candidates are not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, nor are they being involved or have been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*. Save as disclosed in the biographical details, none of the above mentioned candidates held any directorship in other listed companies in the last three years, or hold any positions in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

XVI. Proposal regarding appointment of Mr. Zhang Gengsheng as an executive vice president

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

It was resolved that Mr. Zhang Gengsheng be appointed as an executive vice president of the Bank. The appointment is subject to the approval of the CBRC on his qualification.

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

Mr. Zhang Gengsheng, aged 52, has served as member of senior management of the Bank since December 2010. Mr. Zhang was general manager of the group clients department and deputy general manager of Beijing Branch of the Bank from October 2006 to December 2010, general manager of the banking business department and the group clients department from March 2004 to October 2006, deputy general manager of the banking business department from June 2000 to March 2004 (in charge of overall management from March 2003), general manager of the Three Gorges Branch from September 1998 to June 2000, and deputy general manager of Three Gorges Branch from December 1996 to September 1998. Mr. Zhang is a senior economist. He obtained his bachelor's degree in infrastructure finance and credit from Liaoning Finance and Economics College in 1984 and an Executive MBA degree from Peking University in 2010.

XVII. Proposal regarding Amendments to the Articles of Association of the Bank

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

It was resolved that Amendments to the Articles of Association of the Bank be approved. Please refer to Appendix 2 to this announcement for details of the amendments.

It was resolved that this proposal be submitted to the 2012 Shareholders' Annual General Meeting of the Bank for consideration and application be made for the 2012 Shareholders' Annual General Meeting to authorize the Board of Directors to base on the relevant regulatory authorities' proposed amendments to make further modifications of the aforesaid documents.

XVIII. Proposal regarding the convening of the 2012 Shareholders' Annual General Meeting of the Bank

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

It was resolved that the 2012 Shareholders' Annual General Meeting of the Bank be convened on Thursday, 6 June 2013. Notice of the 2012 Shareholders' Annual General Meeting of the Bank will be otherwise announced.

Announcement of the captioned matters is hereby given.

By order of the Board
China Construction Bank Corporation
Zhang Jianguo
Vice Chairman, Executive Director and President

22 March 2013

As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang and Mr. Zhang Jianguo; the independent non-executive directors of the Bank are Mr. Yam Chi Kwong, Joseph, Dame Jenny Shipley, Ms. Elaine La Roche, Mr. Zhao Xijun and Mr. Wong Kai-Man; and the non-executive directors of the Bank are Mr. Wang Yong, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Ms. Chen Yuanling and Mr. Dong Shi.

Appendix 1: Biographical Details of the Director Candidates

Mr. Zhang Jianguo

Mr. Zhang Jianguo, aged 58, has served as vice chairman and executive director of the Bank since October 2006, president of the Bank since July 2006. Mr. Zhang was vice chairman of the board of directors and president of Bank of Communications Co., Ltd. from May 2004 to July 2006, executive vice president of Bank of Communications Co., Ltd from September 2001 to May 2004. From September 1984 to September 2001, Mr. Zhang served several positions in Industrial and Commercial Bank of China, including deputy general manager and general manager of the international banking department, and deputy general manager of Tianjin Branch. From November 1987 to December 1988, Mr. Zhang studied international financial business in Canadian Imperial Bank of Commerce and Ryerson Institute of Technology. Mr. Zhang graduated from Tianjin College of Finance and Economics with a bachelor's degree in Finance in 1982 and a master's degree in economics in 1995.

Mr. Zhao Xijun

Mr. Zhao Xijun, aged 49, has served as a director of the Bank since August 2010. As a professor, he is currently Deputy Dean of the School of Finance of Renmin University of China. Mr. Zhao was Director of International Office of Renmin University of China from 2001 to 2005, Department Head of the Finance Department of the School of Finance of Renmin University of China from 1995 to 2001 and a research fellow of the International Department of China Securities Regulatory Commission from 1994 to 1995. Mr. Zhao currently serves as an external director of China Coal Technology & Engineering Group Corporation (an unlisted company), an independent director of Xuchang Bank Corporation (an unlisted company) and an independent director of Beijing Gate-guard Information Security Technology Stock Co., Ltd (an unlisted company). Mr. Zhao was a visiting scholar in University of Sherbrooke and McGill University, Canada from 1989 to 1990 and Nijenrode University, Netherlands from 1995 to 1996. Mr. Zhao graduated from Wuhan University with a bachelor's degree in Scientific French in 1985, a master's degree in finance from the Finance Department of Renmin University of China in 1987 and a PhD in finance from the School of Finance of Renmin University of China in 1999.

Ms. Chen Yuanling

Ms. Chen Yuanling, aged 49, has served as a non-executive director of the Bank since August 2010. She was a partner of Beijing Kang Da Law Firm from November 2007 to August 2010, a partner and lawyer of Beijing DeHeng Law Offices from May 2005 to November 2007, a lawyer of Beijing JunZeJun Law Offices from May 2002 to May 2005, and a senior manager of the Legal Department of China Securities Co., Ltd. from March 2001 to May 2002. Ms. Chen Yuanling is a first-grade lawyer. She graduated with a bachelor's degree in law from the law faculty of Peking University in 1985 and graduated from post-graduate level class in accounting at the Business School of Jilin University in 2000. Ms. Chen is currently an employee of the Bank's substantial shareholder, Huijin.

Mr. Zhu Hongbo

Mr. Zhu Hongbo, aged 50, has served as executive vice president of the Bank since February 2012. He has served as chief disciplinary officer of the Bank since December 2011. From February 2010 to December 2011, he served as executive vice president and chief disciplinary officer of Agricultural Bank of China Limited. He was the chief disciplinary officer of Agricultural Bank of China from April 2008 to February 2010. Mr. Zhu served as a member of senior management of Agricultural Bank of China and general manager of Beijing Branch of Agricultural Bank of China from June 2006 to April 2008. Mr. Zhu previously served consecutively as deputy director and director of the general office of Agricultural Bank of China, general manager of Hainan Branch, Jiangsu Branch and Beijing Branch of Agricultural Bank of China from November 1995 to June 2006. Mr. Zhu is a senior economist. He obtained a bachelor's degree in finance from Central University of Finance and Economics in 1983 and received a PhD degree in management science and engineering from Nanjing University in 2008.

Mr. Hu Zheyi

Mr. Hu Zheyi, aged 58, has served as executive vice president of the Bank since March 2009. He has served as a member of senior management of the Bank since December 2008. Mr. Hu was director-general of the macro-economy research department of the Research Office of the State Council from September 2004 to December 2008. He worked at macro-economy research department of the Research Office of the State Council as division chief and deputy director-general successively from October 1998 to September 2004. From March 1992 to September 1998, Mr. Hu worked in the head office of the PBC as deputy division chief and division chief successively. Mr. Hu graduated from South China University of Technology in 1982 with a bachelor's degree in chemical automation and instruments. He then obtained his master's degree in technological economics and system engineering from the Management School of Tianjin University in 1988. Mr. Hu graduated from School of Economics and Management of Tsinghua University with a PhD degree in technological economics in 1992.

Mr. Chung Shui Ming Timpson

Mr. Chung Shui Ming Timpson, aged 61, currently serves as an independent non-executive director of China Unicom (Hong Kong) Limited, Miramar Hotel & Investment Co. Limited, Glorious Sun Enterprises Limited, China State Construction Engineering Corporation, China Overseas Grand Oceans Group Limited, Henderson Land Development Company Limited and China Everbright Limited. Mr. Chung served as an independent non-executive director of China Everbright Bank from 2006 to 2012. Formerly, he served various companies and public institutions, including serving as the chairman of the Council of the City University of Hong Kong, the chief executive officer of Shimao International Holdings Limited, the chairman of the Hong Kong Housing Society, a member of the Executive Council of the Hong Kong Special Administrative Region, the executive director of the Land Fund Advisory Committee of Hong Kong Special Administrative Region Government and the independent non-executive director of Nine dragons Paper Holdings Limited. From 1979 to 1983, he was the senior audit director of PricewaterhouseCoopers Consulting. Mr. Chung is a senior fellow member of the Hong Kong Institute of Certified Public Accountants. He obtained a bachelor of science degree from University of Hong Kong in 1976 and a master's degree in business administration from Chinese University of Hong Kong in 1987. Mr. Chung received the title of Justice of the Peace (HKSAR) from the Hong Kong Special Administrative Region Government in 1998 and awarded the Gold Bauhinia Star by the Hong Kong Special Administrative Region Government in 2000.

Ms. Margaret LEUNG KO May Yee

Ms. Margaret LEUNG KO May Yee, aged 60, is a member of the Board of Directors and the Finance Committee of the Hospital Authority, the Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System of the HKSAR, the Advisory Committee of the Securities and Futures Commission, and the Banking Review Tribunal. She is also a council member and member of the Finance Committee of the University of Hong Kong, a court member of the Hong Kong Baptist University, and the Chairman of the Executive Committee of the Community Chest of Hong Kong. Ms. Leung is an Independent Non-executive Director of First Pacific Company Limited, Li & Fung Limited and Sun Hung Kai Properties Limited. Ms. Leung was the Vice-chairman and the Chief Executive of Hang Seng Bank Limited, the Chairman of Hang Seng Bank (China) Limited, a Director of various subsidiaries of Hang Seng Bank Limited, a Director of the Hongkong and Shanghai Banking Corporation Limited (“HSBC”), the Group General Manager of HSBC Holdings plc prior to her retirement from the HSBC Group in June 2012. She was the Chairman of the Board of Governors of Hang Seng Management College and Hang Seng School of Commerce, a member of the Advisory Board and the Chairman of the Investment Committee of the Hong Kong Export Credit Insurance Corporation, and an Independent Non-executive Director of Swire Pacific Limited and Hutchison Whampoa Limited. Ms. Leung holds a Bachelor’s Degree in Economics, Accounting and Business Administration from the University of Hong Kong. Ms. Leung was awarded Silver Bauhinia Star and Justice of the Peace by the HKSAR.

Mr. Wim Kok

Mr. Wim Kok, aged 74, served two consecutive terms as Prime Minister of the Netherlands from 1994 to 2002. In 2003, Mr. Wim Kok was appointed Minister of State of the Netherlands. He was leader of the Dutch Labour Party from 1986 to 2002, Minister of Finance and Deputy Prime Minister of the Netherlands from 1989 to 1994, president of the European Trade Union Confederation from 1979 to 1982, and president of the Netherlands Confederation of Trade Unions from 1973 to 1985. Since January 2010, he has served as President of the Club de Madrid, composing of former Heads of State and Government. In 2004, he headed a High Level Group advising the European Council on revitalizing the European economy and improving its competitiveness. After stepped down as Prime Minister in 2002, he served as a non-executive director of various large international companies, such as Royal Dutch Shell, ING Group, TNT, Post NL and KLM. He held and still holds a large number of positions in various non-profit organizations, including the Anne Frank Foundation, where he chairs the board of trustees. He is also a member of the board of trustees of the International Crisis Group (ICG) and member of the International Commission on Missing Persons (ICMP). Mr. Wim Kok graduated from the Nijenrode Business School.

Mr. Murray Horn

Mr. Murray Horn, aged 59, currently serves as Director of Telecom New Zealand and as Chairman of the National Health Board and the Health Innovation Hub. He also consults to government agencies and various private companies. Mr. Horn has held positions in public organizations in New Zealand and other regions, including chairman of the New Zealand Business Roundtable, member of the NZ Tourism Board, member of the Board of the Centre for Independent Studies in Australia and member of the Trilateral Commission. Mr. Horn was previously Managing Director of ANZ Bank in New Zealand and director of ANZ's Global Institutional Banking business, based in Sydney. He was Secretary to the New Zealand Treasury from 1993 to 1997. Mr. Murray Horn holds a PhD from Harvard University in Political Economy and Government, a Masters in Commerce and a B Com (Agriculture) from Lincoln University. Lincoln University awarded him the Bledisloe Medal in 2000.

Mr. Xu Tie

Mr. Xu Tie, aged 59, is the head of China Securities Regulatory Commission (“CSRC”) Shandong Bureau from September 2008. From January 2001 to September 2008, he was the Deputy Director of Department of Public Offering Supervision of CSRC; from January 1999 to December 2000, he was the Director of CSRC Guiyang Special Dispatch Office; from February 1992 to December 1998, he was a Division Head and Deputy Director of State Commission for Economic Restructuring Guizhou Branch. From January 1990 to January 1992, he was the Deputy Party Secretary of Wuchuan County. He also served as Deputy Division Head and Division Head of Guizhou Provincial Economy Research Institute from May 1983 to December 1989. Mr. Xu obtained his bachelor's degree in philosophy from Sun Yat-sen University in July 1976.

Mr. Qi Shouyin

Mr. Qi Shouyin, aged 61, served as Director of Department of Finance of Hebei Province from January 2003 to January 2012, Deputy Director of Department of Finance of Hebei Province from August 1995 to January 2003. He served as Principal Staff Member, Deputy Head and Head of Scientific Research Institute of Finance of Department of Finance of Hebei Province and Chief of Budget Office of Department of Finance of Hebei Province from 1986 to 1995. Mr. Qi Shouyin graduated from Hebei Normal University in July 1976, obtained his master's degree in economics from Sichuan University in July 1986, and obtained his doctoral degree in economics from Research Institute for Fiscal Science, Ministry of Finance, P.R. China in December 2001.

Appendix 2: Amendments to the Articles of Association of the Bank

S/N	Current Articles	Revised Articles
1.	<p>Article 1 Clause 2 The Bank was founded by means of promotion with the approval of the State Council and the Yin Jian Fu [2004] No. 143 approval issued by the China Banking Regulatory Commission, and the Bank was registered with the State Administration for Industry & Commerce and obtained its business license on September 17, 2004. The number of the business license is 1000001003912.</p>	<p>Article 1 Clause 2 The Bank was founded by means of promotion with the approval of the State Council and the Yin Jian Fu [2004] No. 143 approval issued by the China Banking Regulatory Commission, and the Bank was registered with the State Administration for Industry & Commerce and obtained its business license on September 17, 2004. The number of the business license is 1000001003912 100000000039122.</p>
2.	<p>Article 90 The following matters shall be approved by special resolutions passed at a Shareholders' General Meeting:</p> <ol style="list-style-type: none"> (1) increase or reduction of the Bank's share capital, issuance of any class of shares, warrants or other similar securities; (2) repurchase of the Bank's shares; (3) issuance of convertible bonds by the Bank; (4) issuance of subordinated bonds by the Bank; (5) issuance of corporate bonds; (6) division, merger, dissolution or liquidation of the Bank; (7) purchase or sale of material assets or provision of guarantee by the Bank of which the total amount in a year exceeds 30% of the Bank's audited total assets in the latest period; (8) share incentive plan; (9) amendments to the Articles, the <i>Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation</i>, the <i>Procedural Rules for the Board of Directors of China Construction Bank Corporation</i> and the <i>Procedural Rules for the Board of Supervisors of China Construction Bank Corporation</i>; (10) execution of contract with persons other than directors, supervisors, the 	<p>Article 90 The following matters shall be approved by special resolutions passed at a Shareholders' General Meeting:</p> <ol style="list-style-type: none"> (1) increase or reduction of the Bank's share capital, issuance of any class of shares, warrants or other similar securities; (2) repurchase of the Bank's shares; (3) issuance of convertible bonds by the Bank; (4) issuance of subordinated bonds by the Bank; (5) issuance of corporate bonds; (6) division, merger, dissolution or liquidation of the Bank; (7) purchase or sale of material assets or provision of guarantee by the Bank of which the total amount in a year exceeds 30% of the Bank's audited total assets in the latest period; (8) share incentive plan; (9) <u>adjustments to the profit distribution policy</u>; (10)(9) amendments to the Articles, the <i>Procedural Rules for Shareholders' General Meeting of China Construction Bank Corporation</i>, the <i>Procedural Rules for the Board of Directors of China Construction Bank Corporation</i> and the <i>Procedural Rules for the Board of Supervisors of China Construction Bank Corporation</i>;

	<p>president and senior management members under which such persons shall take charge of all or important businesses of the Bank, except for special circumstances such as the Bank is in a crisis;</p> <p>(11) other matters approved by ordinary resolutions in the Shareholders' General Meeting that are considered to have material impact on the Bank and shall be approved by special resolutions.</p>	<p>(11)(10) execution of contract with persons other than directors, supervisors, the president and senior management members under which such persons shall take charge of all or important businesses of the Bank, except for special circumstances such as the Bank is in a crisis;</p> <p>(12)(11) other matters approved by ordinary resolutions in the Shareholders' General Meeting that are considered to have material impact on the Bank and shall be approved by special resolutions.</p>
3.	<p>Article 144 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 and the board meeting especially on the following matters:</p> <ol style="list-style-type: none"> (1) major connected transactions; (2) nomination, appointment or removal of directors; (3) appointment or removal of the senior management of the Bank; (4) remuneration of directors and senior management of the Bank; (5) profit distribution plan; (6) existing or new borrowing or other fund transactions of the Bank to or with shareholders, actual controller and connected persons 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; (7) matters deemed by Independent Directors as such that may impair the rights and interests of minority shareholders; (8) matters deemed by Independent Directors as such that may cause significant losses to the Bank; (9) other matters stipulated in the Articles. 	<p>Article 144 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 and the board meeting especially on the following matters:</p> <ol style="list-style-type: none"> (1) major connected transactions; (2) nomination, appointment or removal of directors; (3) appointment or removal of the senior management of the Bank; (4) remuneration of directors and senior management of the Bank; (5) profit distribution plan <u>and adjustments to the profit distribution policy</u>; (6) existing or new borrowing or other fund transactions of the Bank to or with shareholders, actual controller and connected persons 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; (7) matters deemed by Independent Directors as such that may impair the rights and interests of minority shareholders; (8) matters deemed by Independent Directors as such that may cause significant losses to the Bank;

		(9) other matters stipulated in the Articles.
4.	<p>Article 235 The Bank may distribute dividends in the form of:</p> <p>(1) cash; (2) shares.</p> <p>The profit distribution of the Bank shall take into account reasonable return on investment of shareholders. The profit distribution policy of the Bank shall maintain continue and stable.</p>	<p>Article 235 The Bank may distribute dividends in the form of:</p> <p>(1) cash; (2) shares; (3) <u>a combination of cash and shares.</u></p> <p>The profit distribution of the Bank shall take into account reasonable return on investment of shareholders. The profit distribution policy of the Bank shall maintain continue and stable <u>as well as to achieve long term benefit of the Bank, benefit of the shareholders of the Bank as a whole, and the sustainable development of the Bank. The Bank shall distribute dividends with a preference in cash. Where the circumstances permit, the Bank may distribute interim dividends.</u></p> <p><u>Unless under special circumstances, the Bank shall distribute dividends in cash if it profits in that year and has positive accumulative undistributed profits. The profits distributed by the Bank in a year shall be no less than 10% of the net profit of the Group in the same year attributable to the shareholders of the Bank. The aforementioned special circumstances include: (i) general provisions or the capital adequacy ratio of the Bank does not meet the requirements of the regulatory authorities including the China Banking Regulatory Commission; (ii) the regulatory authorities including the China Banking Regulatory Commission adopt regulatory measures to restrain the profit distribution of the Bank; (iii) other circumstances that relevant laws, regulations, rules or the regulatory institution at the place where the Bank is listed considers to be inappropriate to distribute dividends.</u></p> <p><u>If there are material changes in the regulatory policies, or changes in the external business environment which materially influence the business operation</u></p>

		<p><u>of the Bank, or major changes in the business operation status of the Bank, the Bank may make adjustments to its profit distribution policy. When adjusting the profit distribution policy, the Board of Directors shall conduct a specific discussion to discuss and verify the reasons to make the adjustments and prepare a written report. Independent Directors shall express their views, and the matter shall be approved by special resolutions in the Shareholders' General Meeting. The Bank shall provide online voting channels for the shareholders when discussing and approving the adjustments to the profit distribution policy.</u></p>
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