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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 Supervisors  
(28 March 2014)**

The meeting of the board of supervisors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 28 March 2014 in Beijing. The Bank circulated the notice of the Meeting in writing on 18 March 2014. Eight supervisors attended the Meeting in person and one supervisor appointed a proxy to attend the Meeting on his behalf. The convening of the Meeting complied with the relevant 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 2013 Annual Report and the Summary of Annual Report**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

The board of supervisors of the Bank was of the opinion that the preparation and examination procedures relating to the 2013 Annual Report of the Bank complied with the laws, administrative regulations and regulatory provisions. The content of the report was true, accurate and complete and reflected the actual circumstances of the Bank.

**II. Proposal regarding the 2013 Profit Distribution Plan**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

**III. Proposal regarding the 2013 Social Responsibility Report of the Bank**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

**IV. Proposal regarding the 2013 Assessment Report on Internal Control**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

**V. Proposal regarding the Rectification Plan for CBRC's Onsite Inspection on the Implementation of International Strategy of the Bank**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

**VI. Proposal regarding the Rectification Plan for CBRC's Onsite Inspection on Internal Audit Performance of the Bank**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

**VII. Proposal regarding the 2013 Report of the Board of Supervisors**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that this proposal be submitted to the 2013 Shareholders' Annual General Meeting of the Bank for consideration.

For details of the report, please refer to the Report of the Board of Supervisors of the 2013 Annual Report of the Bank published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**VIII. Proposal regarding the 2013 Assessment Report of the Performance of the Board of Directors and Directors by the Board of Supervisors**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details of the report, please refer to the Report of the Board of Supervisors of the 2013 Annual Report of the Bank published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**IX. Proposal regarding the 2013 Assessment Report of the Performance of Senior Management and Members of Senior Management by the Board of Supervisors**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details of the report, please refer to the Report of the Board of Supervisors of the 2013 Annual Report of the Bank published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**X. Proposal regarding the 2013 Self-assessment Report of the Performance of the Board of Supervisors and Supervisors**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details of the report, please refer to the Report of the Board of Supervisors of the 2013 Annual Report of the Bank published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**XI. Proposal regarding nomination of Mr. Guo You as a shareholder representative supervisor of the Bank**

Voting results: voted in favour: 9 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved that Mr. Guo You be nominated as a shareholder representative supervisor of the Bank, whose term of office will be three years and end on the date of the 2016 shareholders' Annual General Meeting of the Bank.

Mr. Guo You, aged 56, served as the vice chairman of the board of directors of China Everbright Group, the executive director and president of China Everbright Bank Co., Ltd from August 2004 to January 2014. From November 2001 to July 2004, Mr. Guo served as the executive director and deputy general manager of China Everbright Group and CEO of China Everbright Limited. From December 1999 to November 2001, Mr. Guo was the CEO of China Everbright Limited. From August 1998 to December 1999, Mr. Guo served as the executive vice president of China Everbright Bank Co., Ltd. From November 1994 to August 1998, Mr. Guo successively served as chief of the Foreign Exchange Trading Department of the Foreign Reserve Operation Center of the State Administration of Foreign Exchange of China, deputy general manager of China Investment Corporation (Singapore) of the State Administration of Foreign Exchange of China and the deputy director general of the Foreign Financial Institution Supervision Department of the People's Bank of China. Mr. Guo is a senior economist. Mr. Guo graduated from Heihe Normal School and the Institute of American Studies of Yellow River University, and obtained the Ph.D. degree in finance from the Southwestern University of Finance and Economics.

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

Save as disclosed in the biographical details, Mr. Guo You has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling shareholder. Mr. Guo You has no interest in shares of the Bank within the meaning of Part XV of the *Securities and Futures Ordinance* (Chapter 571 of the Laws of Hong Kong). Mr. Guo You is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*. Save as disclosed above, Mr. Guo You did not hold any directorship in other listed company 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.

It was resolved that this proposal be submitted to the 2013 Shareholders' Annual General Meeting of the Bank for consideration.

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*

28 March 2014

*As at the date of this announcement, the executive directors of the Bank are Mr. Wang Hongzhang, Mr. Zhang Jianguo, Mr. Zhu Hongbo and Mr. Hu Zheyi; the non-executive directors of the Bank are Mr. Qi Shouyin, Ms. Zhang Yanling, Ms. Chen Yuanling, Mr. Xu Tie, Mr. Guo Yanpeng and Mr. Dong Shi; and the independent non-executive directors of the Bank are Mr. Zhang Long, Ms. Elaine La Roche, Mr. Zhao Xijun, Mr. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret LEUNG KO May Yee.*