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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  
(25 April 2014)**

The meeting of the board of directors (the “**Meeting**”) of China Construction Bank Corporation (the “**Bank**”) was held onsite on 25 April 2014 in Beijing. The Bank issued a written notice of the Meeting on 11 April 2014. The Meeting was chaired by Mr. Zhang Jianguo, vice chairman of the board of directors of the Bank (the “**Board**”). 16 directors were eligible to attend the Meeting and 13 directors attended the Meeting in person. Mr. Wang Hongzhang, appointed Mr. Zhu Hongbo, as his proxy to attend and vote on his behalf. Ms. Zhang Yanling, appointed Mr. Dong Shi, as her proxy to attend and vote on her behalf. Ms. Elaine La Roche, appointed Mr. Murray Horn, as her proxy to attend and vote on her behalf. Some members of the board of supervisors and senior management were present at the Meeting. 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:

**1. Proposal regarding the Report for the First Quarter of 2014**

Voting results of the proposal: voted in favour: 16 votes, voted against: 0 vote, abstained from voting: 0 vote.

**2. Proposal regarding the Internal Assessment Report on Capital Adequacy of China Construction Bank in 2014**

Voting results of the proposal: voted in favour: 16 votes, voted against: 0 vote, abstained from voting: 0 vote.

In order to comply with regulatory and internal management requirements, the Bank carried out internal assessment of capital adequacy in 2014 and made Internal Assessment Report on Capital Adequacy of China Construction Bank in 2014. The Bank's capital adequacy level is in line with its operation situation, risk development trend and business development strategy.

### 3. Proposal regarding the Appointment of Chief Financial Officer

Voting results of the proposal: voted in favour: 16 votes, voted against: 0 vote, abstained from voting: 0 vote.

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

It was resolved at the Meeting that Mr. Xu Yiming be appointed as the chief financial officer of the Bank. Mr. Xu fulfills the qualifications and requirements to serve as a senior management member as stipulated under the relevant laws, regulations and the Articles of Association of China Construction Bank Corporation. Mr. Xu will take the post upon approval of his qualification by China Banking Regulatory Commission.

Mr. Xu Yiming, aged 54, has served as the General Manager of Asset and Liability Management Department of the Bank since August 2005. From March 2003 to August 2005, Mr. Xu served as the Deputy General Manager of Asset and Liability Management Department of the Bank; from March 2001 to March 2003, he served as the Deputy General Manager of the General Office of Asset and Liability Committee of the Bank; from August 1999 to February 2001, he served as the Chief of Xicheng Sub-branch of Guangdong Branch of the Bank; from June 1996 to August 1999, he successively served as the Deputy Division-Chief and Division-Chief of Financial Planning Department and Planned Finance Department. Mr. Xu is a senior accountant. In 1994, he graduated from the Research Institute for Fiscal Science of the Ministry of Finance with a Ph.D. degree in economics.

As at the date of this announcement, Mr. Xu Yiming indirectly held 17,924 H shares of the Bank by participating in the employee share incentive plan. Save as disclosed above, Mr. Xu Yiming has no other relationship with the Bank's directors, supervisors, senior management, substantial shareholders or controlling Shareholder, and is not holding any equity interest in the Bank as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and there is no 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*. Mr. Xu Yiming held no directorship in other listed companies in the last three years, nor is he holding any positions in any members of the group. There is no other issue that shall be brought to the attention of the shareholders of the Bank.

Announcement of the captioned matter is hereby given.

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

25 April 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. Chung Shui Ming Timpson, Mr. Wim Kok, Mr. Murray Horn and Ms. Margaret Leung Ko May Yee.*