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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
(28 March 2025)**

The meeting of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**” or “**CCB**”) was held onsite on 28 March 2025 in Beijing. The Bank issued the written notice of the meeting on 14 March 2025. The meeting was chaired by Mr. Zhang Jinliang, chairman of the Board. 13 directors were eligible to attend the meeting and 12 of them attended the meeting in person. Lord Sassoon, director of the Bank, appointed Mr. Michel Madelain, director of the Bank, as his proxy to attend and vote on his behalf. The meeting was convened in compliance with the provisions of the *Company Law of the People's Republic of China*, the *Articles of Association of China Construction Bank Corporation* (the “**Articles of Association**”) and other rules.

The following resolutions were considered and approved at the meeting:

I. Proposal on the Annual Issuance Plan for the Group's Financial Bonds

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

1. It was agreed that the Group may issue financial bonds not exceeding the equivalent of RMB745 billion in domestic and overseas markets in 2025 in conformity with relevant laws and regulations, regulatory provisions and the listing rules of the places where the Group's securities are listed.
2. The validity period of the quota for the annual issuance plan of the financial bonds shall commence from the day following the consideration and approval of this issuance plan by the shareholders' general meeting and, in principle, end on 31 December 2025. If the aforementioned quota is not fully used within its validity period, the remaining quota shall remain valid until the shareholders' general meeting considers and approves a new annual issuance plan for financial bonds.

3. It was agreed to propose to the shareholders' general meeting for consideration and approval to authorise the Board, and for the Board to delegate the authority to the senior management to determine, in accordance with the relevant laws and regulations, regulatory provisions and approval requirements issued by the relevant regulatory authorities, and taking into account the specific circumstances, the specific issuance plan and terms of the financial bonds (excluding subordinated financial bonds with the nature of capital replenishment), including, but not limited to, the name of the bond, the bond type, the issuance volume, the term, the interest rate, the currency, the issuance method, the scope and target of issuance, and the use of proceeds, as well as handling specific matters such as regulatory reporting and approval, issuance, and post-issuance information disclosure. The validity period of the aforementioned authorisation shall be consistent with the actual term of the use of the quota. It was to authorise the Board, and for the Board to delegate the authority to the senior management to handle all related matters such as interest payment, cashing, redemption and write-down within the duration of the financial bonds issued under the abovementioned issuance plan in accordance with the regulations and approval requirements issued by relevant regulatory authorities.

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

II. Proposal on the 2024 Capital Adequacy Ratio Management Report of China Construction Bank

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

III. Proposal on the CCB Capital Management Pillar III Annual Report 2024

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the *CCB Capital Management Pillar III Annual Report 2024*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

IV. Proposal on the Comprehensive Risk Management Report for 2024

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

V. Proposal on the Management Measures for Data Security of China Construction Bank (Version 2025)

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

VI. Proposal on the Report on Risk Prevention and Control Assessment of Criminal Cases in 2024

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

VII. Proposal on the Report on Implementation of Consolidated Management Plan for 2024 and Priorities of Consolidated Management for 2025

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

VIII. Proposal on the Report on the Important Models and Key Parameters for Expected Credit Loss Approach Implementation in the Fourth Quarter of 2024

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

IX. Proposal on the Profit Distribution Plan for 2024 of CCB

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

The Profit Distribution Plan for 2024 of the Bank is as follows:

1. On the basis of the after-tax profit of the Bank for 2024 in the amount of RMB322,901 million, 10% of such profit (being RMB32,290 million) is to be appropriated to the statutory reserve fund.
2. RMB37,833 million is to 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).
3. Under the Group's standard, the after-tax profit attributable to the Bank's shareholders for the year 2024 was RMB335,577 million. The annual dividend distribution ratio is 30%, with a total annual cash dividend of RMB100,754 million (cash dividend of RMB0.403 per share, tax-inclusive). After deducting the total interim cash dividend of RMB49,252 million (cash dividend of RMB0.197 per share, tax-inclusive), a total final cash dividend in the amount of RMB51,502 million will be distributed to all the ordinary shareholders of the Bank (whose names appear on the Bank's register of members after the close of business on the record date), with a cash dividend of RMB0.206 per share (tax-inclusive).
4. No capitalisation of the reserve fund to share capital will be implemented for the year 2024.

The independent non-executive directors were of the view that the Bank's Profit Distribution Plan for 2024 was in compliance with the relevant provisions of laws, regulations and the Articles of Association, and agreed on this proposal.

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

For details regarding the *Announcement on the Profit Distribution Plan for 2024 of CCB*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

X. Proposal on the 2024 Internal Control Assessment Report of CCB

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

This proposal has been reviewed and approved by the Audit Committee of the Board of the Bank.

For details regarding the *2024 Internal Control Assessment Report of CCB*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

XI. Proposal on the Plan for Internal Control Assessment of CCB in 2025

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XII. Proposal on the Report on the Assessment of External Auditors for 2024

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XIII. Proposal on the Engagement of External Auditors for 2025

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

The independent non-executive directors were of the view that the external auditors Ernst & Young Hua Ming LLP and Ernst & Young to be engaged by the Bank for 2025, had the relevant qualifications and professional capabilities. The review procedures of the engagement were in compliance with the relevant provisions of laws, regulations and the Articles of Association, and agreed on this proposal.

This proposal has been reviewed and approved by the Audit Committee of the Board of the Bank.

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

For details regarding the *Announcement on Re-engagement of Accounting Firms of CCB*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

XIV. Proposal on the 2025 External Audit Service Contract

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XV. Proposal on the Report on Internal Audit Quality Assessment

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XVI. Proposal on the Result of the 2024 Internal Audit Work Evaluation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XVII. Proposal on the Implementation Plan for 2025 Internal Audit Work Evaluation

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XVIII. Proposal on the Internal Audit Plan for 2025

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XIX. Proposal on the Nomination of Ms. Li Li as Non-executive Director of CCB

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

This proposal has been reviewed and approved by the Nomination and Remuneration Committee of the Board of the Bank.

The independent non-executive directors were of the view that Ms. Li Li satisfies the appointment qualifications and requirements as a director as required by relevant laws, regulations and the Articles of Association, and agreed on this proposal.

It was resolved at the meeting that Ms. Li Li be nominated as non-executive director of the Bank. Ms. Li Li satisfies the appointment qualifications and requirements as a director as required by relevant laws, regulations and the Articles of Association, whose term of office will be three years, taking effect from the date of approval by the National Financial Regulatory Administration (the “**NFRA**”) and terminating on the date of the annual general meeting for the year when such term of office expires.

Ms. Li Li, born in December 1971, is of Chinese nationality. Ms. Li has served as the vice president (deputy director-general level) of Beijing National Accounting Institute since December 2018. From December 2014 to December 2018, she successively served as a discipline inspector and supervisor at the director level and then at the deputy director-general level of the Supervision Bureau of the Discipline Inspection Office of the Supervision Department of the CPC Central Commission for Discipline Inspection (“CCDI”) at the Ministry of Finance, a discipline inspector at the deputy director-general level of the Discipline Inspection Office of the CCDI at the Ministry of Finance, and a discipline inspector at the deputy director-general level of the Discipline Inspection and Supervision Office of the CCDI and the National Commission of Supervision at the Ministry of Finance. Ms. Li graduated with a bachelor’s degree in metal materials and heat treatment from the department of materials engineering at Xi’an Technological University in 1993.

Save as disclosed in the biographical details, Ms. Li Li confirms that: (i) she has no other relationship with the Bank’s directors, supervisors, senior management, substantial shareholders or controlling shareholder; (ii) she 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) she did not hold any directorship in any other listed company in the last three years, nor does she hold any positions in any members of the Group; and (iv) she is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Hong Kong Listing Rules**”), and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

Ms. Li Li, as a non-executive director of the Bank, will not receive any emoluments from the Bank.

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

XX. Proposal on the Nomination of Ms. Li Li as Member of the Relevant Special Committees of the Board of CCB

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved at the meeting that Ms. Li Li be appointed as a member of each of the Strategy Development Committee and the Nomination and Remuneration Committee of the Board of the Bank. Ms. Li Li’s memberships in the special committees of the Board shall take effect from the date of the consideration and approval by the shareholders’ general meeting of the Bank of her appointment as non-executive director of the Bank and the approval by the NFRA of her appointment qualifications as director.

XXI. Proposal on the Nomination of Mr. Zhang Weiguo as Independent Non-executive Director of CCB

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

This proposal has been reviewed and approved by the Nomination and Remuneration Committee of the Board of the Bank.

The independent non-executive directors were of the view that Mr. Zhang Weiguo satisfies the appointment qualifications and requirements as a director as required by relevant laws, regulations and the Articles of Association, and agreed on this proposal.

It was resolved at the meeting that Mr. Zhang Weiguo be nominated as independent non-executive director of the Bank. Mr. Zhang Weiguo satisfies the appointment qualifications and requirements as a director as required by relevant laws, regulations and the Articles of Association, whose term of office will be three years, taking effect from the date of approval by the NFRA and terminating on the date of the annual general meeting for the year when such term of office expires. Mr. Zhang Weiguo has confirmed that he meets the independence criteria as regards each of the factors referred to in Rules 3.13(1) to (8) of the Hong Kong Listing Rules and has no past or present financial or other interests in the business of the Bank or its subsidiaries or any connection with any core connected person of the Bank, and there are no other factors that may affect his independence.

Mr. Zhang Weiguo, born in January 1957, is of Chinese nationality. Mr. Zhang currently serves as Visiting Professor in Management Practice at Tsinghua University, Distinguished Professor at Shanghai University of Finance and Economics, advisor of the Postdoctoral Research Station of the CSRC, Chairman of the Accounting Professional Advisory Committee of the Shenzhen Stock Exchange, and executive committee member of the International Foundation for Valuing Impacts. He formerly served as an independent non-executive director of Yonyou Network Technology Co., Ltd from 2018 to 2024. He was a full-time board member of the International Accounting Standards Board from 2007 to 2017, during which he concurrently served as a member of the International Advisory Committee of CSRC. From 1997 to 2007, he served as Chief Accountant and Director General of the Department of Accounting and the Department of International Affairs at the CSRC, and member of CSRC's Stock Issuance and Listing Review Committee, Administrative Sanctions Committee and Administrative Reconsideration Committee. He was a lecturer, associate professor, professor, head of the accounting department, and doctoral advisor at Shanghai University of Finance and Economics from 1985 to 1997. Mr. Zhang Weiguo served as a member of the first standing committee in charge of accounting, auditing and disclosure at the International Organization of Securities Commissions, a member of the Accounting Standards Committee and the Auditing Standards Committee of the Ministry of Finance, standing director of the Chinese Institute of Certified Public Accountants, and standing director of the China Appraisal Society. Mr. Zhang Weiguo was awarded Special Government Allowance by the State Council. He graduated with a PhD degree in economics (accounting) from Shanghai University of Finance and Economics in 1990.

Save as disclosed in the biographical details, Mr. Zhang Weiguo 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. Zhang Weiguo shall be determined pursuant to the *Measures on Management of Allowances for Independent Directors and External Supervisors of China Construction Bank Corporation*. The Nomination and Remuneration Committee of the Board shall, after the end of each year, propose the emoluments distribution and settlement plan, which shall be considered by the Board and submitted to the shareholders' general meeting of the Bank for approval. 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.

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

XXII. Proposal on the Nomination of Mr. Zhang Weiguo as Member of the Relevant Special Committees of the Board of CCB

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

It was resolved at the meeting that Mr. Zhang Weiguo be appointed as a member of each of the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of the Bank. Mr. Zhang Weiguo's memberships in the special committees of the Board shall take effect from the date of the consideration and approval by the shareholders' general meeting of the Bank of his appointment as independent non-executive director of the Bank and the approval by the NFRA of his appointment qualifications as director.

XXIII. Proposal on the 2024 Sustainability Report of CCB

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the *2024 Sustainability Report of CCB*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

XXIV. Proposal on the Report on Consumer Protection Efforts in 2024 and the Work Plan for 2025

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XXV. Proposal on the *Special Report on the Related Party Transactions of CCB in 2024*

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

The *Special Report on the Related Party Transactions of CCB in 2024* will be submitted to the shareholders' general meeting of the Bank for hearing.

XXVI. Proposal on the 2024 Annual Report

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

The financial report and the related financial information in the 2024 Annual Report in this proposal have been reviewed and approved by the Audit Committee of the Board of the Bank.

The 2024 Annual Report, its summary and the Annual Results Announcement were considered and approved at the meeting.

It was resolved at the meeting that the Report of the Board of Directors and the Final Financial Accounts (Financial Report) contained in the *2024 Annual Report of CCB* be submitted to the shareholders' general meeting of the Bank for consideration.

XXVII. Proposal on Matters Relating to Revisions to the Articles of Association of Subsidiaries

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XXVIII. Proposal on the *Management Measures for Market Value of CCB*

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

XXIX. Proposal on the *Valuation Enhancement Plan and Action Plan for Quality Improvement, Efficiency Enhancement, and Return Maximisation of CCB*

Voting results: voted in favour: 13 votes, voted against: 0 vote, abstained from voting: 0 vote.

For details regarding the *Valuation Enhancement Plan and Action Plan for Quality Improvement, Efficiency Enhancement, and Return Maximisation of CCB*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

Announcement of the captioned matter is hereby given.

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

28 March 2025

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