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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 limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 939)**

## **Announcement on the Resolutions of the Tenth Meeting of the Board of Directors of China Construction Bank Corporation of 2010**

The tenth meeting of the board of directors of China Construction Bank Corporation (the “**Bank**”) of 2010 (the “**Meeting**”) was held onsite on 17 December 2010. There were 17 directors eligible for attending the Meeting and 17 directors were present in person at the Meeting. The number of the directors attending was in compliance with the provisions stipulated in the *Company Law of the People's Republic of China and the Articles of Association of China Construction Bank Corporation*.

The following resolutions were considered and adopted at the Meeting:

### **I. Proposal regarding the 2011 Fixed Assets Investment Budget of China Construction Bank Corporation**

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

In accordance with the principle of proactively implementing the Bank's development strategies, effectively supporting business transformation, channel building, flow optimization and development of key regions, enhancing information technology, consolidating operational and managerial foundation, and further leveraging on the efficacy of resources, the Bank has budgeted RMB26 billion for investment in fixed assets in 2011. The fixed assets investment of the Bank in 2011 will focus on supporting business transformation and channel building; focused and consistent commitment of resources will be made to such aspects as business outlets, self-service banking facilities, online banking, business support centers, science and technology projects and fundamental projects; due arrangements will be made to inject

resources into productive and operational infrastructure such as construction and reconstruction of comprehensive business properties; reasonable control will be imposed on spending on vehicles, office equipments and other common fixed assets.

This proposal will be submitted to the Bank's general meeting for consideration.

## **II. Proposal regarding the *2011 Internal Audit Plan of China Construction Bank Corporation***

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

## **III. Proposal regarding the *Feasibility Study Report of the Application to Implement the New Basel Capital Accord (Basel II) by China Construction Bank Corporation***

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

## **IV. Proposal regarding the *Management Rules on Implementing the New Basel Capital Accord (Basel II) of China Construction Bank Corporation***

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

## **V. Proposal regarding the *Appointment of Chief Financial Officer of the Bank***

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

The independent directors of the Bank agreed on this proposal.

Mr. Pang Xiusheng, the executive vice president of the Bank, will not serve concurrently as the chief financial officer of the Bank due to the Bank's work arrangement. It was resolved at the Meeting that Mr. Zeng Jianhua be appointed as the chief financial officer of the Bank. The above-mentioned arrangement shall become effective upon approval of Mr. Zeng Jianhua's qualification for the chief financial officer by China Banking Regulatory Commission (the "CBRC").

Mr. Zeng Jianhua's curriculum vitae is as follows:

Mr. Zeng Jianhua, aged 52, has served as general manager of Guangdong Branch of the Bank since September 2007. Mr. Zeng was consecutively the chief officer in charge of Guangdong Branch from July 2007 to September 2007, general manager of Shenzhen Branch of the Bank from October 2004 to July 2007, deputy general manager of the asset and liability management department of China Construction Bank from July 2003 to October 2004, and deputy general

manager of Hunan Branch of China Construction Bank from February 1996 to July 2003. Mr. Zeng is a senior economist and received his Ph.D. degree in enterprise management from Hunan University in 2005.

As at the date of this announcement, Mr. Zeng indirectly holds 25838 H shares of the Bank by participating in the employee stock incentive plan and has no relationship with the Bank's directors, supervisors, senior management, major shareholders or controlling shareholders. In respect of Mr. Zeng's appointment, no other issue shall be brought to the attention of the shareholders of the Bank.

## **VI. Proposal on the Appointment of Chief Risk Officer of the Bank**

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

The independent directors of the Bank agreed on this proposal.

Mr. Zhu Xiaohuang, the executive director and executive vice president of the Bank, will not serve concurrently as the chief risk officer of the Bank due to the Bank's work arrangement. It was resolved at the Meeting that Mr. Huang Zhiling be appointed as the chief financial officer of the Bank. The above-mentioned arrangement shall become effective upon approval of Mr. Huang Zhiling's qualification for the chief risk officer by the CBRC.

Mr. Huang Zhiling's curriculum vitae is as follows:

Mr. Huang Zhiling, aged 50, has served as general manager of the risk management department of the Bank since April 2006. Mr. Huang was consecutively the director of the asset disposal review committee of China Cinda Asset Management Corporation from December 2000 to April 2006, director of asset disposal decision-making committee office of China Cinda Asset Management Corporation from November 2000 to December 2000, director of president office of China Cinda Asset Management Corporation from August 1999 to November 2000, deputy general manager of administrative office of China Construction Bank from June 1997 to August 1999, and deputy general manager of policy research office (the investment research institute) of China Construction Bank from March 1997 to June 1997. Mr. Huang is a researcher and received his Ph.D. degree in finance from Shaanxi Institute of Finance and Economics in 1991.

As at the date of this announcement, Mr. Huang indirectly holds 18751 H shares of the Bank by participating in the employee stock incentive plan and has no relationship with the Bank's directors, supervisors, senior management, major shareholders or controlling shareholders. In respect of Mr. Huang's appointment, no other issue shall be brought to the attention of the shareholders of the Bank.

## **VII. Proposal on the Appointment of Chief Audit Officer of the Bank**

The voting results of this proposal were as follows:

voted in favour: 17 votes; voted against: 0 vote; abstained from voting: 0 vote.

The independent directors of the Bank agreed on this proposal.

Due to his age, Mr. Yu Yongshun is going to retire. It was resolved at the Meeting that Mr. Yu Jingbo be appointed as the chief audit officer of the Bank. The appointment of Mr. Yu Jingbo shall become effective upon approval of his qualification for the chief audit officer by the CBRC.

Mr. Yu Jingbo's curriculum vitae is as follows:

Mr. Yu Jingbo, aged 52, has served as general manager of Zhejiang Branch of the Bank since March 2005. Mr. Yu was consecutively deputy general manager (principal-in-charge) of Zhejiang Branch of China Construction Bank from July 2004 to March 2005, and deputy general manager of Zhejiang Branch of China Construction Bank from August 1999 to July 2004. Mr. Yu is a senior engineer. Mr. Yu received his bachelor's degree in industrial and civil architecture from Tongji University in 1985 and his master's degree in enterprise management from Hangzhou University in 1998.

As at the date of this announcement, Mr. Yu indirectly holds 22567 H shares of the Bank by participating in the employee stock incentive plan and has no relationship with the Bank's directors, supervisors, senior management, major shareholders or controlling shareholders. In respect of Mr. Yu's appointment, no other issue shall be brought to the attention of the shareholders of the Bank.

Announcement of the captioned matters is hereby given.

By order of the Board of Directors  
**China Construction Bank Corporation**  
**Zhang Jianguo**

*Vice Chairman, Executive Director and President*

17 December 2010

*As at the date of this announcement, the executive directors of the Bank are Mr. Guo Shuqing, Mr. Zhang Jianguo, Mr. Chen Zuofu and Mr. Zhu Xiaohuang; the independent non-executive directors of the Bank are Lord Peter Levene, 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, Ms. Wang Shumin, Mr. Zhu Zhenmin, Ms. Li Xiaoling, Ms. Sue Yang, Mr. Lu Xiaoma and Ms. Chen Yuanling.*