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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: 00939)

**Announcement on
the Resolutions of the Meeting of the Board of Directors
(29 August 2025)**

The meeting of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**” or “**CCB**”) was held onsite on 29 August 2025 both in Beijing and Hong Kong. The Bank issued the written notice of the meeting on 14 August 2025. The meeting was chaired by Mr. Zhang Jinliang, chairman of the Board. 13 directors were eligible to attend the meeting and all of them attended the meeting in person. 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* and other rules.

The following resolutions were considered and approved at the meeting:

I. Proposal on the CCB Half-Year Capital Management Pillar III Report 2025

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

For details regarding the *CCB Half-Year Capital Management Pillar III Report 2025*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

II. Proposal on the Issuance of Capital Instruments and TLAC Non-Capital Debt Instruments

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

1. It was agreed that CCB, subject to the approvals of the shareholders' general meeting and relevant regulatory authorities, issues capital instruments and TLAC non-capital debt instruments in accordance with the following terms and conditions:
 - (1) Total issuance amount: a value equivalent to no more than RMB700 billion, of which capital instruments shall not exceed a value equivalent to RMB450 billion, and TLAC non-capital debt instruments shall not exceed a value equivalent to RMB250 billion.
 - (2) Instrument types: write-down undated capital bond or write-down eligible tier 2 capital instruments, which comply with the relevant provisions of the *Rules on Capital Management of Commercial Banks* and can be used to supplement the capital of commercial banks; write-down TLAC non-capital debt instruments, which comply with the relevant provisions of the *Measures for the Administration of Total Loss-absorbing Capacity of Global Systematically Important Banks* and can be used to supplement total loss-absorbing capacity of commercial banks.
 - (3) Issuance market: including domestic and overseas ones.
 - (4) Issuance term: the duration of undated capital bond is consistent with that of CCB's going concern, while that of write-down eligible tier 2 capital instruments is no less than five years; duration of TLAC non-capital debt instruments is no less than one year.
 - (5) Loss absorption mode: write-down is adopted to absorb the loss when the trigger event agreed in the issuance document happens.
 - (6) Issuing interest rate: determined as per the market interest rate.
 - (7) Purpose of fund raising: raised funds of undated capital bonds are used to supplement CCB's additional tier 1 capital, while those of eligible tier 2 capital instruments are used to supplement CCB's tier 2 capital; raised funds of TLAC non-capital debt instruments are used to supplement CCB's total loss-absorbing capacity.
 - (8) Validity period of the resolution: from the date of approval by the shareholders' general meeting to 24 months after approval by the National Financial Regulatory Administration.

2. It was agreed to submit to the shareholders' general meeting to review for approval and authorise the Board, and for the Board to delegate the authority to the senior management to determine, in accordance with the regulations and approval requirements issued by the relevant regulatory authorities, and considering specific circumstances, the issuance plan and terms of the capital instruments and TLAC non-capital debt instruments, including but not limited to, bond names, bond types, issuance time, issuance scale, term, interest rate, currency, issuance method, issuance scope and targets, and the use of proceeds, as well as handling specific matters such as regulatory reporting and issuance. The validity period of the above authorisation is from the date of approval by the shareholders' general meeting to 24 months after approval by the National Financial Regulatory Administration. At the same time, it is 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, redemption and write-down within the duration of the above-mentioned instruments 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.

III. Proposal on the *Special Report of China Construction Bank Corporation on the Deposit, Management and Actual Use of Proceeds Raised for the First Half of 2025*

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

IV. Proposal on *Management Measures for Rules and Policies of China Construction Bank (Version 2025)*

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

V. Proposal on the Appointment of Joint Company Secretary 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. Bo Yingen be appointed as joint company secretary of the Bank. The appointment of Mr. Bo Yingen will take effect upon approval by the Board, and Mr. Qiu Jicheng will cease to act as joint company secretary with effect from the same day due to the change in job responsibilities. Mr. Chiu Ming King will continue to act as joint company secretary of the Bank and will assist Mr. Bo Yingen in discharging his duties as company secretary.

Mr. Bo Yingen, born in June 1969, is of Chinese nationality. Mr. Bo has served as general manager of the board of directors office of the Bank since July 2025. He served as deputy general manager of the board of directors office of the Bank from April 2025 to July 2025 and deputy director of the board of supervisors' office of the Bank from December 2012 to April 2025. During this period, from September 2015 to September 2017, Mr. Bo served as Vice

Mayor of Huangshi City of Hubei Province. Prior to that, he held positions at the People's Insurance Supervisory Board of the Central Financial Work Commission, the planning and development department of the China Machinery & Equipment Group Corporation (中國機械裝備(集團)公司), the finance and audit department of the China National Harvester Machinery Corporation (中國收穫機械總公司), the department of policies, laws and institutional reform of the Ministry of Machinery Industry (機械工業部政策法規體改司) and the Institute of Scientific and Technical Information of the Ministry of Machinery Industry (機械工業部科技信息研究院), etc. Mr. Bo graduated from Beijing Institute of Technology majoring in mechanical manufacturing technology and equipment with a bachelor's degree in engineering in July 1991.

Mr. Chiu Ming King, born in February 1977, is a Hong Kong resident. Mr. Chiu currently serves as the Head of Company Secretarial Services (Client Portfolio Management), Greater China at Vistra Corporate Services (HK) Limited. Mr. Chiu has been an associate member of The Chartered Governance Institute in United Kingdom and The Hong Kong Chartered Governance Institute (“HKCGI”) since 2003 and became a fellow member of the HKCGI since September 2015. Mr. Chiu has been the chairman of Professional Services Panel of HKCGI and a council member of HKCGI since 2020. Mr. Chiu obtained a bachelor of arts from University of Toronto in Canada in June 1999 and received a master of arts in professional accounting and information systems from City University of Hong Kong in November 2003.

Since Mr. Bo Yingen does not possess the qualifications or relevant experience to fulfil the requirements under Rule 3.28 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Hong Kong Listing Rules**”), the Bank has applied to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) for a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules (the “**Waiver**”), and has been granted with the Waiver by the Hong Kong Stock Exchange. The Waiver is valid for a period of three years from the date of appointment of Mr. Bo Yingen as the joint company secretary of the Bank (the “**Waiver Period**”) subject to the following conditions: (i) Mr. Bo Yingen must be assisted by Mr. Chiu Ming King as a joint company secretary during the Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Hong Kong Listing Rules by the Bank. Mr. Chiu will meet the recommended best practices in the *Company Secretary Appointment Guidelines for HKICS Members – Good Practice as to the Number of Appointments as ‘Named’ Company Secretaries of Hong Kong Listed Issuers* published by the HKCGI within six months.

Mr. Bo Yingen will be assisted by Mr. Chiu Ming King, the joint company secretary, in his discharge of duties as the company secretary during the Waiver Period. Mr. Chiu Ming King meets the relevant requirements under Rule 3.28 of the Hong Kong Listing Rules.

Before the end of the Waiver Period, the Bank must demonstrate and seek the confirmation from the Hong Kong Stock Exchange that Mr. Bo Yingen, having had the benefit of Mr. Chiu Ming King's assistance during the Waiver Period, has attained the relevant experience and is

capable of discharging the functions of company secretary under Rule 3.28 of the Hong Kong Listing Rules such that a further waiver will not be necessary. The Hong Kong Stock Exchange may withdraw or change the Waiver if the Bank's situation changes.

VI. Proposal on the Comprehensive Risk Management Report for the First Half of 2025

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

VII. Proposal on the *Comprehensive Risk Management Measures of China Construction Bank (Version 2025)*

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

VIII. Proposal on the *Market Risk Management Measures of China Construction Bank (Version 2025)*

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

IX. Proposal on Report on the Updating of 2025 Recovery and Resolution Plan

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

X. Proposal on Report on the Important Models and Key Parameters for ECL Implementation in the Second Quarter of 2025

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

XI. Proposal on the *Measures for Compliance Management of China Construction Bank (Version 2025)*

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

XII. Proposal on Report on the Provisions for Credit Risk Loss in the First Half of 2025

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

XIII. Proposal on 2025 Half-Year Report

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

The financial report and the relevant financial information in the 2025 Half-Year Report in this proposal have been reviewed and approved by the Audit Committee of the Board of the Bank.

The 2025 Half-Year Report, its summary and the Interim Results Announcement were considered and approved at the meeting.

Please refer to the relevant documents published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

XIV. Proposal on the Interim Profit Distribution Plan for 2025 of CCB

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

The Interim Profit Distribution Plan for 2025 of the Bank is as follows:

Under the Group's standard, RMB162,076 million after-tax profit was attributable to shareholders of the Bank in the first half of 2025. A total of RMB48,605 million of cash dividends is to be distributed to all ordinary shareholders (whose names appear on the shareholders' register as at the record date) at RMB1.858 per 10 shares (tax-inclusive). The dividend distribution ratio is 30.0%. After the aforesaid Interim Profit Distribution Plan for 2025 has been reviewed and approved by CCB's shareholders' general meeting, the senior management is responsible for the specific implementation of the Interim Profit Distribution Plan for 2025 in accordance with the relevant laws, regulations, the requirements of the relevant ministries or commissions and regulators and the articles of association.

The independent non-executive directors were of the view that the Bank's Interim Profit Distribution Plan for 2025 was in compliance with the relevant requirements 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, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

XV. Proposal on 2025 Performance Evaluation Plan for Executive Directors and Senior Management Members of CCB

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

XVI Proposal on Related Party Transactions between CCB and Directors, Supervisors, Senior Management Members and their Relevant Related Parties

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

If the relevant arrangement constitutes a non-exempt connected transaction under Chapter 14A of the Hong Kong Listing Rules, the Bank will perform separate disclosure and/or review procedures in accordance with the requirements of the Hong Kong Listing Rules (if applicable).

XVII. Proposal on Report on Consumer Protection in the First Half of 2025 and Work Plan for the Second Half of 2025

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

Announcement of the captioned matter is hereby given.

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

29 August 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 Ms. Xin Xiaodai, Ms. Liu Fang, Ms. Li Lu, Ms. Li Li and Mr. Dou Hongquan; and the independent non-executive directors of the Bank are Mr. William Coen, Mr. Leung Kam Chung, Antony, Lord Sassoon, Mr. Lin Zhijun and Mr. Zhang Weiguo.