

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 April 2025)**

The meeting of the board of directors (the “**Board**”) of China Construction Bank Corporation (the “**Bank**” or “**CCB**”) was held onsite on 29 April 2025 in Beijing. The Bank issued the written notice of the meeting on 15 April 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* (the “**Articles of Association**”) and other rules.

The following resolutions were considered and approved at the meeting:

**I. Proposal on the CCB First Quarter 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 Capital Management Pillar III First Quarter Report 2025*, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**II. Proposal on the Report on Internal Capital Adequacy Assessment of China Construction Bank for 2025**

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

### **III. Proposal on the Report on Large Shareholder and Major Shareholder Assessment of China Construction Bank in 2024**

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

The *Report on Large Shareholder and Major Shareholder Assessment of China Construction Bank in 2024* will be submitted to the shareholders' general meeting of the Bank for hearing, details of which will be disclosed in the circular of the shareholders' general meeting.

### **IV. Proposal on Authorisation Quota for External Charitable Donations in 2025**

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

It was resolved at the meeting that an authorisation quota for charitable donations of RMB137 million in 2025 be allocated to consolidate poverty alleviation and rural revitalisation, etc., across the Bank, and that the shareholders' general meeting authorise the Board to review and approve donations within the quota. Subject to obtaining the authorisation from the shareholders' general meeting, the Board shall authorise the senior management to review and approve each single donation not exceeding RMB8 million within the quota. The aforesaid authorisation shall be effective from the date of approval by the shareholders' general meeting until 31 December 2025.

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

### **V. Proposal on the Report on the Important Models and Key Parameters for Expected Credit Loss Approach Implementation in the First Quarter of 2025**

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

### **VI. Proposal on the Assessment Report on Effectiveness of Compliance Management and Development of Compliance Culture for 2024**

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

### **VII. Proposal on the Re-election of Mr. Zhang Jinliang as Executive Director of the Bank**

Voting results: voted in favour: 12 votes, voted against: 0 vote, abstained from voting: 0 vote.

Mr. Zhang Jinliang abstained from voting on this proposal.

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 Jinliang satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association, and agreed on this proposal.

Mr. Zhang Jinliang satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. It was resolved at the meeting that Mr. Zhang Jinliang be nominated for re-election as executive director of the Bank, whose term of office will be three years, terminating on the date of the 2027 annual general meeting of the Bank.

Mr. Zhang Jinliang, born in November 1969, is of Chinese nationality. Mr. Zhang has served as chairman of the Board since March 2024 and executive director of the Bank since June 2022. He began to serve as vice chairman of the eighth session of the council of China Society for Finance & Banking from April 2023, and concurrently serves as a member of the International Advisory Panel of the Monetary Authority of Singapore from October 2024, and vice chairman of the ninth session of the council of China Banking Association from November 2024. He served as vice chairman of the Board from June 2022 to March 2024 and as president of the Bank from May 2022 to March 2024. From August 2018 to April 2022, Mr. Zhang served as director and general manager of China Post Group Corporation Limited (previously China Post Group Corporation). From May 2019 to April 2022, Mr. Zhang served as chairman and non-executive director of Postal Savings Bank of China Co., Ltd. From January 2016 to August 2018, Mr. Zhang was executive director of China Everbright Group and executive director and president of China Everbright Bank. From October 2003 to January 2016, Mr. Zhang served successively as deputy general manager of finance & accounting department, head of IT blueprint implementation office, general manager of financial management department, general manager of Beijing Branch, executive director and executive vice president of Bank of China. Mr. Zhang is a certified public accountant and senior accountant. He obtained a Ph.D. degree in economics from Xiamen University in 1997.

Save as disclosed in the biographical details, Mr. Zhang Jinliang 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 *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.

The emoluments of Mr. Zhang Jinliang shall be implemented pursuant to the relevant regulations, which consist of emoluments payable, social insurance and other income. 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 reviewed by the Board

and submitted to the shareholders' general meeting for approval. The Bank will make disclosure after the relevant emoluments are determined. For details of the emoluments, 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. Upon the approval of the re-election of Mr. Zhang Jinliang as executive director of the Bank by the shareholders' general meeting, Mr. Zhang Jinliang will continue to serve as chairman of the Board and chairman of the Strategy Development Committee of the Board of the Bank.

## **VIII. Proposal on the Re-election of Ms. Li Lu as Non-executive Director of the Bank**

Voting results: voted in favour: 12 votes, voted against: 0 vote, abstained from voting: 0 vote.

Ms. Li Lu abstained from voting on this proposal.

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 Lu satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association, and agreed on this proposal.

Ms. Li Lu satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. It was resolved at the meeting that Ms. Li Lu be nominated for re-election as non-executive director of the Bank, whose term of office will be three years, terminating on the date of the 2027 annual general meeting of the Bank.

Ms. Li Lu, born in July 1980, is of Chinese nationality. Ms. Li has served as non-executive director of the Bank since March 2023. Ms. Li joined Central Huijin Investment Ltd. in 2005. From January 2005 to March 2023, Ms. Li took up posts in Central Huijin Investment Ltd. including business manager and deputy senior manager of BOC equity management division of bank department, senior manager of research and support division of banking institution management department I, director of CCB division of equity management department I, and managing director of equity management department I. During her terms of office, Ms. Li worked as deputy general manager of Dongcheng Sub-branch, Beijing Branch, Bank of China from May 2012 to April 2013. Ms. Li obtained a bachelor's degree in economics from Capital University of Economics and Business in July 2002 and received her master's degree in science from University of Surrey in the United Kingdom in November 2003.

Save as disclosed in the biographical details, Ms. Li Lu 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 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 Lu, 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. Upon the approval of the re-election of Ms. Li Lu as non-executive director of the Bank by the shareholders' general meeting, Ms. Li Lu will continue to serve as member of each of the Strategy Development Committee and the Nomination and Remuneration Committee of the Board of the Bank.

#### **IX. Proposal on the Nomination of Ms. Xin Xiaodai as Non-executive Director of the Bank**

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. Xin Xiaodai satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association, and agreed on this proposal.

Ms. Xin Xiaodai satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. It was resolved at the meeting that Ms. Xin Xiaodai be nominated as non-executive director of the Bank, 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. Xin Xiaodai, born in February 1967, is of Chinese nationality. Since May 2020, Ms. Xin has served as director of China Export & Credit Insurance Corporation. From November 2015 to May 2020, she consecutively served as deputy general manager of China-LAC Capacity Cooperation Investment Fund Co., Ltd., and supervisor of Beijing Jiyuan Investment Co., Ltd. From November 2004 to November 2015, she worked in the Monetary Policy Department of the People's Bank of China, consecutively serving as cadre, deputy consultant and director. Ms. Xin is a senior economist. She obtained a master's degree in economics from the department of international economics of Nankai University in 1993 and a Ph.D. degree in economics from the department of economics at The Ohio State University in the United States in 2004.

Save as disclosed in the biographical details, Ms. Xin Xiaodai 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 Hong Kong Listing Rules, and there is no other issue that shall be brought to the attention of the shareholders of the Bank.

Ms. Xin Xiaodai, 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.

**X. Proposal on the Nomination of Ms. Xin Xiaodai as Member of the Relevant Special Committees of the Board of the Bank**

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

It was resolved at the meeting that Ms. Xin Xiaodai be appointed as a member of each of the Strategy Development Committee, the Risk Management Committee and the Related Party Transaction, Social Responsibility and Consumer Protection Committee of the Board of the Bank. Ms. Xin Xiaodai's memberships in the special committees of the Board shall take effect from the date of the election 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.

**XI. Proposal on the Nomination of Mr. Dou Hongquan as Non-executive Director of the Bank**

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. Dou Hongquan satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association, and agreed on this proposal.

Mr. Dou Hongquan satisfies the appointment qualifications and requirements of director as required by relevant laws, regulations and the Articles of Association. It was resolved at the meeting that Mr. Dou Hongquan be nominated as non-executive director of the Bank, 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. Dou Hongquan, born in August 1968, is of Chinese nationality. Mr. Dou has served as director of China Everbright Group since July 2019, during which he concurrently served as director of China Everbright Bank from October 2019 to July 2020. From November 2011 to July 2019, he consecutively served as full-time supervisor and non-employee representative supervisor of the board of supervisors in CITIC Group, managing director of the office of China Securities Co., Ltd., and vice chairman of China Capital Management Co., Ltd. From September 2001 to November 2011, he served at the board of supervisors of state-owned key financial institutions, during which he served as director-level full-time supervisor of each of China Everbright Group and CITIC Group. From July 1995 to September 2001, he worked in the non-banking department of the People's Bank of China. Mr. Dou is a senior economist and non-practicing member of the Chinese Institute of Certified Public Accountants. He obtained a master's degree in science from the Guanghua School of Management, Peking University in 1995, and a Ph.D. degree in economics from Research Institute of the People's Bank of China in 2005.

Save as disclosed in the biographical details, Mr. Dou Hongquan 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.

Mr. Dou Hongquan, 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.

## **XII. Proposal on the Nomination of Mr. Dou Hongquan as Member of the Relevant Special Committees of the Board of the Bank**

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

It was resolved at the meeting that Mr. Dou Hongquan be appointed as a member of each of the Strategy Development Committee, the Audit Committee and the Risk Management Committee of the Board of the Bank. Mr. Dou Hongquan's memberships in the special committees of the

Board shall take effect from the date of the election by the shareholders' general meeting of the Bank of his appointment as non-executive director of the Bank and the approval by the NFRA of his appointment qualifications as director.

**XIII. Proposal on the *Report on the Recourse and Deduction of Performance Remuneration of CCB in 2024***

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

In 2024, the performance remuneration of 26 management cadres of the head office and equivalent-level personnel was recovered and deducted, involving a total amount of RMB3.74 million.

**XIV. Proposal on Report on the Provisions for Credit Risk Loss in the First Quarter of 2025**

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

**XV. Proposal on the First Quarter Report of 2025**

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 First Quarter Report of 2025 have been reviewed and approved by the Audit Committee of the Board of the Bank.

The First Quarter Report of 2025 was considered and approved at the meeting.

For details, please refer to the relevant document published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

**XVI. Proposal on Amendments to the *Articles of Association of CCB***

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

The *Proposal on Amendments to the Articles of Association of CCB* was considered and approved at the meeting. It was resolved that this proposal be submitted to the shareholders' general meeting of the Bank for consideration, and at the same time, to propose to the shareholders' general meeting to authorise the Board, and to agree for the Board to delegate the authority to the chairman of the Board, to make corresponding amendments to the articles of association based on the opinions or requirements of the regulators, the stock exchanges in the places where the Bank's shares are listed, and the relevant authorities, and handle all relevant matters regarding the approval of amendments to the articles of association and the filing with the market supervision and administration department. It was resolved at the meeting that, subject to obtaining the aforesaid authorisation from the shareholders' general meeting, the Board further delegates the aforesaid authorisation to the chairman of the Board.



Details of this proposal will be disclosed in the circular of the shareholders' general meeting.

#### **XVII. Proposal on Amendments to the *Procedural Rules for the Shareholders' General Meeting of CCB***

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

The *Proposal on Amendments to the Procedural Rules for the Shareholders' General Meeting of CCB* was considered and approved at the meeting. It was resolved that this proposal be submitted to the shareholders' general meeting of the Bank for consideration, and at the same time, to propose to the shareholders' general meeting to authorise the Board, and to agree for the Board to delegate the authority to the chairman of the Board, to make corresponding amendments to the procedural rules for the shareholders' meeting based on the opinions or requirements of the regulators, the stock exchanges in the places where the Bank's shares are listed, and the relevant authorities. It was resolved at the meeting that, subject to obtaining the aforesaid authorisation from the shareholders' general meeting, the Board further delegates the aforesaid authorisation to the chairman of the Board.

Details of this proposal will be disclosed in the circular of the shareholders' general meeting.

#### **XVIII. Proposal on Amendments to the *Procedural Rules for the Board of Directors of CCB***

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

The *Proposal on Amendments to the Procedural Rules for the Board of Directors of CCB* was considered and approved at the meeting. It was resolved that this proposal be submitted to the shareholders' general meeting of the Bank for consideration, and at the same time, to propose to the shareholders' general meeting to authorise the Board, and to agree for the Board to delegate the authority to the chairman of the Board, to make corresponding amendments to the procedural rules for the Board based on the opinions or requirements of the regulators, the stock exchanges in the places where the Bank's shares are listed, and the relevant authorities. It was resolved at the meeting that, subject to obtaining the aforesaid authorisation from the shareholders' general meeting, the Board further delegates the aforesaid authorisation to the chairman of the Board.

Details of this proposal will be disclosed in the circular of the shareholders' general meeting.

#### **XIX. Proposal on Cancelling the Board of Supervisors**

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

It was resolved that the related matters of this proposal be submitted to the shareholders' general meeting for approval, details of which will be disclosed in the circular of the shareholders' general meeting.

## **XX. Proposal on Cancelling the Board of Supervisors Office**

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

## **XXI. Proposal on Convening the 2024 Annual General Meeting 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 the 2024 annual general meeting of the Bank be convened both in Beijing and Hong Kong on Friday, 27 June 2025. The notice of such meeting will be announced separately.

The meeting also listened to the *Report on the Operation and Management of Overseas State-owned Assets of China Construction Bank in 2024*, which will be reported to the relevant competent authorities in accordance with the regulations.

Announcement of the captioned matter is hereby given.

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

29 April 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.*