

## 公司治理

### Corporate Governance

#### 》》公司治理综述

中国进出口银行以习近平新时代中国特色社会主义思想为指导，深入贯彻落实党的十九大精神，按照改革实施总体方案和章程要求，着力建立健全治理结构、深化内部改革。在股东单位和有关部委大力支持帮助下，本行董事会于2018年初正式运转，标志着我行“党委把关定向、董事会最终决策、专门委员会分类指导、管理层经营管理、监事会监督制衡，各治理主体独立运作、各司其职、各负其责、协调运转、有效制衡”的现代公司法人治理架构已初步搭建完成。一年来，董事会聚焦“定战略、管重点、夯基础、促发展”，不断强化战略引领和科学决策作用，与各治理主体密切配合，紧紧围绕服务国家发展和实体经济、防范化解金融风险、深化金融改革目标和任务，引领本行努力提升经营管理水平，强化风险管理和内部控制，持续完善治理结构，经营改革发展各项重点工作取得较好成效。

本行搭建起治理基础制度框架。董事会认真贯彻习近平总书记两个“一以贯之”要求，审议通过本行章程修改方案，进一步明确党委在本行治理体系中的职能作用，把加强党的领导深度融入公司治理；研究制定董事会议事规则、董事会各专门委员会工作规则；审议批准董事会对董事长和行长的授权方案等一系列本行治理基础管理制度，搭建起本行“四梁八柱”基础制度框架，明晰董事会及各专门委员会职责范围和工作程序，确定董事会对高管层具体授权事项和授权金额，为董事会及各专门委员会高效有序运转提供了坚实制度保障，加强与监事会及经营管理层的沟通交流，为本行形成决策科学、执行有力、监督有效的治理机制和各治理主体有效开展工作提供了基础制度遵循。

#### 》》股东情况

进出口银行注册资本为1500亿元人民币。财政部持有股权占比10.74%，梧桐树投资平台有限责任公司持有股权占比89.26%。

#### 》》董事会运作情况

按照国务院批准的《中国进出口银行章程》，本行董事会由13名董事组成，包括3名执行董事（含董事长）、10名非执行董事。10名非执行董事包括4名部委董事、6名股权董事。

本行董事会下设战略发展和投资管理委员会、审计委员会、风险管理委员会、关联交易控制委员会、人事与薪酬委员会。

2018年，进出口银行共召开董事会会议6次，审议批准26项议案，涉及章程修订、业务结构优化调整、资本规划、部门职能优化调整等我行经营管理和改革发展相关重大事项，为我行深化内部改革、在新时代实现平稳健康高质量可持续发展提供了有力保障，战略引领



和科学决策作用充分显现。一是以战略引领强化金融职能作用，更好服务国家发展和实体经济，以资产负债配置政策驱动业务结构优化调整，引领我行进一步做优主业、做精专业。二是高度重视并大力加强资本管理工作，持续推进完善我行资本管理制度体系，不断提升资本管理精细化水平。三是推进我行组织架构和业务流程全面优化，调整16个部室，组建4个垂直管理的审计分部，促进完善有利于本行高质量发展的组织框架。四是加强全面风险管理，为全行风险管理工作作出专业指导，不断优化内部审计监督职能，注重内控内审机制安排，健全内部审计体系，规范内部审计工作，加强内部审计的独立性和有效性，提升工作水平。

## »» 监事会运作情况

根据《国有重点金融机构监事会暂行条例》，本行监事会现由3名监事组成，包括1名监事会主席，2名专职监事。

2018年，进出口银行监事会以履职、内控、风险、财务和整改为核心，切实履行监督职责，加大监督检查力度。对总行及16家分行开展专项检查，对6国境外贷款项目开展现场检查，列席董事会及其专门委员会会议、行长办公会、业务经营分析会等会议并独立发表意见，对董事和高管履职情况持续跟踪，起草年度检查报告经银保监会上报国务院。

## »» 内部审计

根据本行章程，内部审计部门及其负责人向董事会负责并报告工作，内部审计部门接受监事会的工作指导。进出口银行高级管理人员应保证和支持进出口银行内部审计部门按董事会批准的内部审计制度独立履行审计职责。2018年，进出口银行秉承“质量第一，效益优先”的发展理念，推进本行公司治理架构下内审组织体系建设。积极配合审计署贯彻落实国家重大措施情况跟踪审计及监事会的日常审计工作。聚焦监管重点，严守风险底线，开展常规审计、专项审计工作。从严从实开展经济责任审计，加强对领导干部行使权力的制约和监督。拓宽审计思路，改进审计方法，加大审计力度，优化审计架构，完善审计制度，持续提升审计工作质效，努力促进全行合规经营、稳健发展。

## » Overview

The Bank follows the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, implements the guiding principles laid out by the Party at the 19th National Congress, and delivers the master plan on its reform based on the Articles of Association to establish and improve its governance structure and deepen internal reforms.

Thanks to the strong support of shareholders and relevant ministries, the Bank's Board of Directors went into official operation at the beginning of 2018. It marked the completion of establishing a modern corporate governance structure whereby “the Party committee sets the direction, the Board of Directors makes the final decision, the specialized committees give guidance, the executives manage business operations, the Board of Supervisors exercises oversight and checks, while various functions operate independently and responsibly, and are effectively coordinated with and balanced against one another.”

Over the year, the Board of Directors focused on “formulating strategies, overseeing the priorities, consolidating the foundation and promoting development.” While playing its role in strategic leadership and scientific decision-making, it collaborated closely with other boards and set its eyes on serving the development of the real economy of China, forestalling and defusing financial risks and deepening financial reforms. It led the Bank in improving operational and management capabilities, enhancing risk management and internal control, and continuously improving the governance structure. Good results were achieved on all priorities of operation, reform and development.

The Bank put in place a fundamental institutional framework for governance. The Board of Directors faithfully implemented the instructions of President Xi Jinping to “uphold Party leadership and build modern corporate systems in state-owned enterprises”. It made the amendment to the Articles of Association to clarify the role of the Party Committee in the Bank's governance system and integrate the Party's leadership in corporate governance.

The Board of Directors formulated the meeting procedures of itself and the working rules of its specialized committees. It deliberated and approved a series of fundamental governance mechanisms including the Board's authorization plans to the chairman and the president. Such fundamental framework clearly defines the responsibilities and working procedures of the Board of Directors and its specialized committees, and determines the scopes of work that the executives are authorized to take and the amount of lending that they are authorized to approve. The framework provides solid institutional safeguards for the efficient and orderly operation of the Board and its specialized committees, strengthens their communication with the Board of Supervisors and the management team, and creates a fundamental framework for the Bank to establish a governance mechanism that enables scientific decision making, effective enforcement and efficient supervision and guarantees that all the boards can effectively perform their duties.

## »» Shareholders

The Bank has a registered capital of RMB150 billion. The Ministry of Finance holds 10.74% of the shares and Buttonwood Investment Holding Company Ltd. 89.26%.

## »» Operation of the Board of Directors

According to the *Articles of Association of the Export-Import Bank of China* approved by the State Council, the Board of Directors is made up of 13 directors, including 3 executive directors (chairman of the board included) and 10 non-executive directors, which include 4 ministry or commission-appointed directors and 6 equity directors.

Under the Board of Directors, specialized committees are established, namely the Strategic Development and Investment Management Committee, Audit Committee, Risk Management Committee, Connected Transactions Control Committee, and Personnel and Remuneration Committee.

In 2018, the Board of Directors convened 6 meetings to deliberate and approve 26 proposals concerning the amendment of the Articles of Association, adjustment of business structure, capital planning, improvement of department functions and other important issues on business operation and management, reform and development. These provided effective safeguards for the Bank to deepen reform and achieve steady, sound, sustainable and high-quality development in the new era.

The Board of Directors played a more prominent role in strategic guidance and scientific decision making.

First, the Board of Directors played a strategic role in strengthening the role of the Bank in serving the development of China's real economy. The asset and liability allocation policy contributed to an improved business structure, through which the Bank will deliver a more solid performance in its main business and areas of expertise.

Second, the Board of Directors emphasized and strengthened capital management by improving capital management systems and capabilities.

Third, the Board of Directors improved the Bank's organizational structure and business processes, with the structural adjustment of 16 departments and offices and the establishment of 4 audit units directly under the head office. As such, an organizational framework conducive to the high-quality development of the Bank was put in place.

Fourth, the Board of Directors enhanced risk management in all dimensions and provided professional guidance on risk management across the Bank. It optimized the supervisory role of internal audit, made institutional arrangements for internal control and audit, improved the internal control system, standardized internal audit procedures, and enhanced the independence and effectiveness of internal audit.

## »» Operation of the Board of Supervisors

According to the *Provisional Regulations on the Board of Supervisors of Key State-owned Financial Institutions*, the Board of Supervisors of the Bank is composed of 3 members, 1 chairman and 2 full-time members.

In 2018, the Board of Supervisors faithfully played its supervisory role and strengthened supervision and inspection, with the focus on the fulfillment of duties, internal control, risks, finances, and problem correction. It carried out thematic inspections on the head office and 16 branches and on-site inspections on loans disbursed to projects in 6 foreign countries. It sat in the meetings of the Board of Directors and its specialized committees, meetings called by the president and vice presidents, and sessions on business operations, where it brought up independent opinions. The Board of Supervisors kept a close watch on the performance of directors and executives, and produced the annual inspection report and submitted it to the State Council via the China Banking and Insurance Regulatory Commission.

## »» Internal Audit

According to the Bank's Articles of Association, internal audit departments and their heads report to the Board of Directors, and are subject to the guidance of the Board of Supervisors. The executives of the Bank must ensure and support the internal audit departments in independently fulfilling their responsibilities in accordance with the internal audit criteria approved by the Board of Directors.

In 2018, the Bank pushed forward the progression on establishing the internal audit system under its corporate governance framework, following the development philosophy of "Quality First and Performance as Priority".

It actively coordinated with the National Audit Office on overseeing the Bank's implementation of major policies of the Chinese government, and collaborated with the Board of Supervisors in regular audits. The Bank carried out regular and special audit campaigns with a focus on priorities of supervision and strictly played within the rules of risk control requirements. Economic responsibility audits are carried out in a strictest possible manner to enhance oversight on the exercise of powers by the executives. The Bank further broadened its thinking on audit works, optimized the structure, and improved the system of audit, so as to strengthen the effectiveness of audit system and ensure compliant operations and sound development.