

## 公司治理 CORPORATE GOVERNANCE

### 公司治理综述

2020年是极不平凡的一年，新冠肺炎疫情带来严重冲击，国际格局深刻调整，国内改革发展稳定任务艰巨繁重。在党中央、国务院正确领导下，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，定战略、作决策、重治理、防风险，与各治理主体密切配合，引领本行坚持稳中求进工作总基调，发挥好在关键时期的逆周期调节作用，统筹推进疫情防控和高质量发展，巩固提升风险内控管理水平，深入推进治理体系和治理能力现代化建设，改革经营发展各方面工作均取得较好成效。

### 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。

2020年，董事会共召开会议9次，审议议案30项，听取报告2项，深入贯彻落实国家政策，统筹制定经营战略，审慎决策重大项目，强化全面风险管理和内控合规建设，促进提升治理能力和治理水平。一是科学应变主动求变，准确把握国内外疫情防控和经济形势重大变化，审议批准年度经营计划，精准传导国家政策要求，全力支持复工复产和经济恢复。二是聚焦重点领域重点任务，引领本行做好对稳外贸稳外资、中小微企业等重点领域和薄弱环节的金融服务工作。三是积极服务国家外经外交大局，指导本行立足长期服务国际、国内两个市场的专业优势，持续推动共建“一带一路”，深化与东盟等地区的投资贸易合作，为实施高水平对外开放贡献金融力量。四是完善全面风险管理体系，更好发挥风险偏好导向作用，推动本行高质量发展。五是着力强化内部控制，充分发挥审计监督作用，促进履职尽责，内部控制有效性与合规经营水平持续提升。六是优化完善资本管理，引领本行深入贯彻资本约束和价值创造理念，提升精细化管理水平。七是高度重视金融科技赋能增效，稳步推进系统开发和新数据中心建设，促进IT蓝图转化为落地实景。

2020年，董事会各专门委员会共召开会议17次，审议议案25项，听取报告7项，充分发挥专业优势，有力支持董事会科学决策，指导相关领域工作更好开展。战略发

展和投资管理委员会做好国家政策文件解读，强化经营目标和发展战略的传导落实；风险管理委员会持续推进构建横向到边、纵向到底的全面风险管理体系，统筹抓好各项业务以及不同类别风险的管理防控；关联交易控制委员会推动搭建关联交易控制体系，持续完善制度机制建设，夯实关联交易管理基础；审计委员会有效利用内外部审计力量，推动加强审计成果运用，充分发挥审计在公司治理、风险防范和内部控制中的作用；人事与薪酬委员会审核董事及高级管理人员任职事宜，研究完善全行绩效考核体系及薪酬管理制度，着力激发本行高质量发展“内生动力”。

## 监事会运作情况

2020年以来，进出口银行监事会依据国有重点金融机构监事会条例所赋予的职责，密切关注进出口银行公司治理、风险管理和内部控制等方面的状况，围绕履职、内控、风险、财务和整改五大监督重点，不断提升监管工作的全面性、针对性和有效性。全年累计对3个总行部门、6家分行进行专项现场检查，对10家分行进行专项调研，总计投入工作量459人天，形成了74份底稿，发出了11份检查意见函，撰写了5份专项报告和1份年度监督检查报告。

监事会不断加强履职监督力度，通过收集董事会和高管层的履职述职报告、参加董事会和高管层会议、日常工作交流座谈等形式对公司治理体系运转的有效性进行评估。全年专职监事列席了8次董事会及其专门委员会会议，派员列席了83次行长办公会等高管层会议。

监事会充分发挥外派的独立性和驻行监管的优势，通过听取汇报和现场跟踪核实收集全行的风险情况，实现全方位的风险监督。一是大力开展非现场检查，扩大风险排查范围。二是关注风险分类的真实性，揭示潜在风险。三是关注重点风险领域，结合进出口银行实际抓问题。

监事会强化对全行内控体系的建设和运转情况的监督，实现全方位的内控监督。一是针对全行绩效考核体系的运转情况组织了专项检查和调研，重点关注目前绩效考核体制机制、考核指标设置及相关日常管理。二是针对信贷业务管理情况组织了专项检查和调研，重点关注信贷业务制度及其执行落实情况。

监事会紧抓国有金融资本保值增值的工作重心，不断加大检查的深度和广度，确保进出口银行的财务可持续。一是关注重大财务指标变动和会计政策调整情况，关注新金融工具会计准则2021年实施安排，关注资本补充和拨备达标情况。二是开展信贷资产财务损益和财务管理情况专项检查，覆盖全行2016年以来风险贷款账务处理情况及财务收支与财经纪律执行情况。

监事会通过整改问责台账跟踪和整改回头看等形式强化整改力度，提升整改监督的威慑力。一是对所有内外部检查发现的问题及整改问责情况进行了梳理，并选择了部分分行开展专题检查和调研。二是严把整改问责关，监督检查全行各类整改事项的落实情况，大力推动整改问责机制的优化，逐步理顺整改问责体制机制。

## 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，接受监事会的工作指导。进出口银行高级管理人员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客观履行审计职责。2020年，本行内审体制改革持续推进，内审制度体系进一步健全，内审整改机制进一步完善。内部审计围绕本行自身职能定位，聚焦国家重大政策落实、聚焦本行经营管理重点环节和风险领域，积极发挥总、分部协同联动作用，开展境内分支机构常规审计以及防控疫情贷款资金、新增贷款、小微企业银行转贷款、压力测试、金融科技风险管理等专项审计，履行内部审计职能。认真开展领导人员经济责任审计，规范权力运行和责任落实，有效发挥监督作用。配合审计署对本行贯彻落实国家重大政策、防疫再贷款跟踪、社保基金等专项审计及法定代表人经济责任审计整改，配合监事会开展日常监管及整改工作，按要求向银保监会报送审计工作情况和审计报告，有效发挥了内部审计在本行落实国家方针战略和重大政策措施、防范化解金融风险、提升全行风险管控水平等方面的监督、评价、咨询作用。



## Overview

The year 2020 was an extraordinary one. It witnessed the sudden outbreak of the COVID-19 pandemic and its severe impact, the profound adjustment in the international landscape and the formidable and arduous tasks of reform, development and stability at home. Under the strong leadership of the CPC Central Committee and the State Council, the Bank followed the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era and worked in close collaboration with other stakeholders involved in corporate governance in developing strategies, making decisions, reinforcing governance and forestalling risks. Bearing in mind the overarching principle of pursuing advances while ensuring stable performance, the Bank made counter-cyclical adjustment at crucial moments, coordinated pandemic control and high-quality development, improved risk management and internal control, and promoted the modernization of governance system and capacity. Good results were achieved in all aspects of the Bank's reform, operation and development.

## 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 2020, the Board of Directors convened 9 meetings to deliberate on and approve 30 proposals and hear 2 briefings. It fully implemented national policies, developed business strategies based on overall planning, made prudent decisions on major projects, strengthened comprehensive risk management, internal control and compliance, and improved governance capacity and performance.

First, the Board of Directors responded to changes with well-judged actions and adjusted its approaches to meet the changing needs. In response to major changes in the evolving pandemic dynamics and economic situation both at home and abroad, it reviewed and approved the annual business plan so as to fully implement national policies and support the reopening of the economy and economic recovery.

Second, the Board of Directors placed great emphasis on key areas and priority tasks and led the Bank in providing financial services to key areas and weak links such as the stable growth of foreign trade and foreign investment as well as micro, small and medium-sized enterprises.



Third, the Board of Directors worked actively to serve China's overall foreign trade and economic cooperation and diplomatic work, and led the Bank's efforts in leveraging its long-accumulated strengths in serving both domestic and international markets to promote the joint implementation of the BRI and to deepen investment and trade cooperation with ASEAN countries and other regions, thus making further contribution to China's pursuit of high-standard opening-up.

Fourth, the Board of Directors improved the comprehensive risk management system so as to make better use of the guiding role of risk appetite and promote the high-quality development of the Bank.

Fifth, the Board of Directors focused on strengthening internal control and gave full play to the supervision role of audit to promote fulfillment of duty, make internal control more effective and ensure full compliance in the Bank's business operation.

Sixth, the Board of Directors improved capital management and led the Bank in raising the awareness of capital constraints and value creation for more refined management.

Seventh, the Board of Directors attached great importance to Fintech and advanced IT system development and new data center construction in an effort to put the IT blueprint to work.

In 2020, the specialized committees of the Board of Directors convened 17 meetings to deliberate on 25 proposals and hear 7 briefings. These committees fully leveraged their respective professional strengths to support scientific decision-making by the Board of Directors and to provide guidance on relevant work. The Strategic Development and Investment Management Committee worked to interpret national policy documents and make sure that the Bank's business objectives and development strategies are clearly understood and well implemented. The Risk Management Committee continued to promote the building of a comprehensive risk management system to ensure the overall coverage of different lines of business and control of various types of risks. The Connected Transactions Control Committee pressed ahead with the

establishment of connected transactions control system and the improvement of the institutional framework for a stronger foundation of management. The Audit Committee gave full play to the role of internal and external audit and made good use of their outcomes in corporate governance, risk prevention and internal control. The Personnel and Remuneration Committee reviewed the appointment of members of the Board of Directors and the senior management team and deliberated on improving the Bank's performance evaluation and remuneration system in a bid to unleash the internal forces driving the Bank's high-quality development.

## Operation of the Board of Supervisors

In 2020, the Board of Supervisors fulfilled its duty in accordance with the *Provisional Regulations on the Board of Supervisors of Key State-owned Financial Institutions* and paid close attention to the Bank's corporate governance, risk management and internal control. It continued to conduct more comprehensive, focused and effective supervision centering on five priorities including fulfillment of duty, internal control, risk management, financial management and problem rectification. Over the year, the Board of Supervisors carried out on-site inspections in 3 departments of the head office and 6 branches and conducted thematic research in 10 branches. A total of 459 man-days were invested to form 74 manuscripts, 11 opinion letters, five special reports and one annual report of supervision and inspection.

The Board of Supervisors strengthened its supervision over fulfillment of duty and assessed the effectiveness of the Bank's corporate governance system by collecting performance reports of members of the Board of Directors and the senior management team, attending meetings of the Board of Directors and the senior management team, and holding discussions on daily work. Over the year, full-time supervisors attended 8 meetings of the Board of Directors and its specialized committees, and sent representatives to attend 83 Top Executive meetings such as the meetings called by the President.

The Board of Supervisors fully leveraged the advantages of being posted to the Bank as an independent body, and supervised risks on all fronts by hearing briefings and carrying out on-site inspections to collect and verify risk



information. First, it conscientiously carried out off-site inspections to expand the scope of risk screening. Second, it focused on the authenticity of risk classification to detect potential risks. Third, it kept a close eye on key risk areas to address problems in light of the Bank's actual conditions.

The Board of Supervisors strengthened its supervision over the construction and operation of the Bank's internal control system to realize all-dimensional supervision over the Bank's internal control. First, it conducted special inspections and research on the operation of the Bank's performance evaluation system with the focus on the current performance evaluation mechanism, the setting of indicators and its day-to-day management. Second, it carried out special inspections and research on the management of credit business with the focus on credit business related regulations and their implementation and compliance.

The Board of Supervisors concentrated on the preservation and increase of the value of state-owned financial assets to ensure the Bank's financial sustainability by expanding the breadth and depth of inspections. First, it paid close attention to changes in major financial indicators and accounting policies, the arrangements for implementing the new accounting standards for financial instruments in 2021, and the Bank's capital replenishment and provision coverage. Second, it conducted special inspections on the financial gain and loss of credit assets and financial management, which covered the Bank's accounting of risk loans, its revenue and expenditure, and the enforcement of financial discipline since 2016.

The Board of Supervisors drummed up its efforts in problem rectification and used supervision over problem rectification as deterrence through record-tracking of rectification and accountability ledger and follow-up checks. First, it sorted out all the problems found in internal and external inspections and accountability for rectification, and carried out special inspections and research on a number of branches. Second, it tightened supervision and inspection over the Bank's implementation of problem rectification in all aspects, while straightening out the accountability mechanism.

## Internal Audit

According to the *Articles of Association of the Export-Import Bank of China*, internal audit department and its head report to the Board of Directors, and are subject to the guidance of the Board of Supervisors. The senior management team of the Bank must make sure that the internal audit department performs its duty independently and objectively in accordance with the internal audit criteria approved by the Board of Directors.

With the steady implementation of reforms in 2020, the Bank further improved its internal audit system and the problem rectification mechanism based on internal audit.

Bearing in mind the Bank's mission and focusing on the implementation of major national policies as well as the key links and risk areas of the Bank's business operation and management, the Audit Department of the Bank fulfilled its role through coordination among the Audit Department and audit units in carrying out regular audits on domestic branches along with special audits on pandemic control loans, new loans, onlending loans for micro and small businesses, stress test and IT risk management. Economic responsibility audits of management personnel were carried out to ensure effective oversight over their exercise of power and fulfillment of responsibilities.

The Bank also worked in close coordination with the National Audit Office in conducting special audits on the implementation of major national policies, re-loans for pandemic control, social security fund as well as in carrying out economic responsibility audit of the Bank's legal representative. It also collaborated with the Board of Supervisors in carrying out day-to-day supervision and problem rectification. Internal audit reports and work reports were submitted to China Banking and Insurance Regulatory Commission in accordance with relevant requirements. In so doing, the role of internal audit in supervision, evaluation and consultation was brought into full play to make sure that the Bank did a good job in implementing national strategies and major policies, forestalling and mitigating financial risks, and enhancing its own capacity for risk control and management.