

公司治理 Corporate Governance

公司治理综述

2021年是建党100周年，是“十四五”开局之年，是开启全面建设社会主义现代化国家新征程的第一年。在党中央、国务院的正确领导下，进出口银行坚持以习近平新时代中国特色社会主义思想为指导，全面贯彻党的十九大和十九届历次全会精神，着力推动实现高质量发展。各治理主体协同配合，引领本行立足主责主业，不断加大服务实体经济力度，稳步推进风险处置化解，持续强化体制机制建设，一以贯之加强党的领导和完善公司治理，充分彰显政策性金融制度优势和中国特色。

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。

2021年，董事会共召开会议10次，审议议案24项，听取报告3项；专门委员会共召开会议17次，审议议案21项，听取报告6项，有效发挥在全行重大事项决策中的作用，推动本行改革经营发展各方面工作取得良好成效。一是深入贯彻中央全会精神，认真学习领会国家“十四五”规划，基于本行“十三五”时期经验总结和政策性金融职能定位，审议通过“十四五”规划，明确了国家和时代赋予本行定位的新要求。二是对标“十四五”发展目标方向，结合当前经济金融形势，统筹规模、结构、质量、效益，审定年度经营计划，进一步聚焦主责主业，体现本行使命担当。三是坚持发展和安全相统一，始终把防控金融风险摆在突出重要位置，抓牢对全行资产质量影响较大的重点

风险项目，扎实推进风险处置化解，完善全面风险管理体系，提高风险管理效能。四是推进内控合规建设，完善反洗钱内控机制，健全关联交易管理体系，充分利用内外部审计力量，推动加强审计发现问题揭示力度和审计成果运用，强化审计监督作用。五是立足可持续发展，持续加强资本管理，科学设定资本规划目标，探索建立市场化资本补充机制，着力加强内源性资本补充能力，推动资本管理水平和财务效益提升。六是持续推动健全本行薪酬体系架构，完善薪酬管理制度顶层设计，突出绩效考核导向，充分发挥薪酬的激励约束作用，激发全行员工干事创业积极性。七是高度关注金融科技发展趋势和本行信息科技建设，指导做好企业级核心系统落地实施和数据中心建设投产工作，激发金融科技创新驱动力和价值创造力，实现科技赋能落地见效。

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。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。2021年，本行内审制度体系进一步健全，内审整改机制进一步完善，审计部、审计分部协同联动的作用进一步发挥，审计信息系统建设稳步推进。内部审计立足本行职能定位，聚焦国家重大政策落实及全行改革发展中心工作。以风险为导向，开展境内分支机构常规审计及纾困贷款、外贸产业贷款、中拉基金、押品管理、数据质量管理情况等专项审计。以监管要求为指引，开展资本管理、市场风险、绩效考核、关联交易、反洗钱、已核销呆账、征信等专项审计。接受地方银保监局委托，开展上海分行、重庆分行指定内审项目审计，推进协同监管机制发挥合力。以权力运行监督为职责，认真开展领导人员经济责任审计。以提升内审质量和强化内审成果运用为目标，对审计署及内审发现问题开展整改“回头看”后续审计及内部审计质量自评估。配合审计署开展对本行养老保险基金与转贷业务专项审计工作。按要求向银保监会报送审计工作情况、参加审计三方会谈，有效发挥内部审计在本行落实国家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第三道防线的监督、评价、咨询作用。

Overview

The year 2021 marked the centenary of the founding of the CPC, the start of the 14th Five-Year Plan period, and the first year on the new journey toward building a modern socialist country in all respects. 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, acted on the guiding principles put forward at the 19th National Congress of the CPC and the plenary sessions of the 19th CPC Central Committee, and devoted itself to promoting high-quality development. All stakeholders involved in corporate governance formed synergy through collaboration, guiding the Bank in staying focused on its mission and main business operations to better serve the real economy, in disposing of and defusing risks in a steady manner, and in consistently improving institutional mechanisms as well as Party leadership and corporate governance. As a result, the Bank could operate in a way that best illustrates the institutional strengths and unique characteristics of a Chinese policy-based financial institution.

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 2021, the Board of Directors played a big role in making decisions on important matters related to the Bank's reform, operation and development so that good results could be achieved in all respects. It convened 10 meetings to deliberate on and approve 24 proposals and hear 3 briefings, and its specialized committees convened 17 meetings to deliberate on and approve 21 proposals and hear 6 briefings. First, the Board of Directors acted on the guiding principles put forward at the plenary sessions of the CPC Central Committee, studied the 14th Five-Year Plan and deliberated on and approved the Bank's own development plan based on the experience over the 13th Five-Year Plan period and its mission as a policy bank to further clarify the Bank's new positioning in the new era as required by the country. Second, the Board of Directors aligned with goals and directions under the 14th Five-Year Plan, and took into full consideration the current economic and financial situation when reviewing and approving the Bank's annual business plan which was mapped out based on the goal of coordinating scale, structure, quality and profitability to better fulfill its mission and responsibilities. Third, the Board of Directors followed the principle of ensuring security while pursuing development, and put forestalling and controlling financial risks front and center. It paid close attention to key projects that have a great impact on the Bank's asset quality, made sure that concrete measures were taken to dispose of and defuse risks, and led the Bank in improving its comprehensive risk management system and enhancing its risk management performance. Fourth, the Board of Directors promoted the development of internal control and compliance system, anti-money laundering internal control mechanism and connected transaction management system, and gave full play to the supervision role of internal and external audit to detect more deep-seated problems and make good use of their outcomes. Fifth, the Board of Directors attached great importance to sustainable development, continued to strengthen the Bank's capital management with more scientific capital planning targets,





and explored market-oriented capital replenishment mechanism to increase internal capital generation capacity, so as to reap more capital management and financial benefits. Sixth, the Board of Directors worked consistently to improve the Bank's remuneration system and the design for remuneration management system, took a performance-oriented approach in evaluation, and fully leveraged the role of remuneration as both incentives and restraints to motivate all employees to pursue development endeavors. Seventh, the Board of Directors kept a close eye on the trend of Fintech and the Bank's IT system building, and provided guidance on the implementation of enterprise-level core system and the construction and operation of data centers, thus helping the Bank empower itself with Fintech to drive innovation and create value.

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. 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. In 2021, 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 Bank's reform and development goals, the Audit Department of the Bank further fulfilled its role through coordination with its audit units and made steady advances in building the audit information system. Oriented toward risk management, the Audit Department of the Bank carried out regular audits on domestic branches along with special audits on relief loans, foreign trade loans, China-LAC Cooperation Fund, collateral management and data quality management. Guided by regulatory requirements, the Bank also conducted special audits on asset management, market risks, performance evaluation, connected transactions, anti-money laundering, written-off loans and credit investigation. In addition, entrusted by local offices of CBIRC, the Bank carried out internal audits on designated projects of its Shanghai and Chongqing branches, thus creating synergy through coordinated supervision mechanisms. Economic responsibility audits of management personnel were carried out to ensure oversight over the exercise of power. With an aim to improve the quality of internal audit and better apply its outcomes, the Bank carried out follow-up audits on the rectification of problems identified by the National Audit Office of China and internal audits, as well as self-assessment of the quality of internal audits. The Bank also worked in close coordination with the National Audit Office in conducting special audits on the Bank's pension insurance fund and onlending business. The Bank submitted internal audit reports to CBIRC in accordance with relevant requirements and attended tripartite meetings on auditing. 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.