

公司治理

CORPORATE GOVERNANCE

公司治理概述

Overview

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，不断深化行党委、董事会、高级管理层等治理主体间的协同合作，共同推动本行改革发展各方面工作取得积极成效，构建形成各治理主体同题共答、同向发力良好局面。

The Bank followed the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, and continued to deepen the collaboration among the Party Committee, Board of Directors and the senior management team. Through joint efforts, the Bank forged ahead with its reform and development and achieved good results, enabling all stakeholders in the corporate governance framework to pull in the same direction.

在完善公司治理中加强党的领导。坚决贯彻落实党中央对金融工作的集中统一领导，牢牢把握“两个一以贯之”，把习近平总书记重要指示批示精神和党中央、国务院决策部署作为根本工作遵循，按照党的二十大报告及中央巡视反馈报告有关要求，持续推进在完善公司治理中加强党的领导。

The Bank improved corporate governance with stronger Party leadership. The Bank, under the centralized and unified leadership of the CPC Central Committee over financial work, acted on the two principles that emphasize Party leadership over state-owned enterprises (SOEs) and orient SOEs reform toward the establishment of a modern system for enterprises, took the important instructions of General Secretary Xi Jinping and major decisions made by the CPC Central Committee and the State Council as its fundamental guideline, and continued to strengthen Party leadership while improving corporate governance in line with the requirements clarified in the report to the 20th CPC National Congress and the feedback of the central disciplinary inspection.

加强公司治理制度建设。按照监管要求，立足政策性金融职能定位，健全全面风险管理体系，强化内控合规机制建设，全面梳理总结本行公司治理实践经验，出台董事会议案编审操作规程，强化董事会议定事项的督办落实，不断提升公司治理工作规范化水平。

The Bank strengthened the institutional building for corporate governance. According to regulatory requirements, the Bank performed its mission as a policy bank, built up the comprehensive risk management system, further developed the internal control and compliance system, and comprehensively reviewed its practical experience in corporate governance. By introducing operating rules for the compilation and review of proposals submitted to the Board of Directors, and strengthening supervision on the implementation of issues agreed on the Board, the Bank kept enhancing its capacity for standardized corporate governance.

股东情况

Shareholders

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%。

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%.



董事会

Board of Directors

董事会组成

Composition of the Board of Directors

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。

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.

董事会运作

Operation of the Board of Directors

2022年，本行董事会坚持以习近平新时代中国特色社会主义思想为指导，与各治理主体协同合作，引领本行立足政策性金融职能定位，全力服务国家战略和实体经济，持续完善风险管理和内控合规建设，深化党的领导与公司治理有机融合，定战略、作决策、防风险，取得良好成效。全年共召开会议11次，审议议案32项，听取报告2项。董事会根据国家战略实施和实体经济发展需要，综合研判经济金融形势，研究制定2022年经营计划，明确高质量发展要求，统筹规模、质量、结构、效益等多维目标；研究审议

基础设施基金有限公司设立方案、公司章程等4项议案，推动进银基础设施基金有限公司迅速设立；审议通过首期恢复和处置计划，促进本行长远稳健发展，守牢不发生系统性风险底线；制定年度风险偏好，明确本行对于各类风险的风险承担态度，充分发挥风险偏好的宏观导向作用；研究审议2022年至2024年中期资本规划，明确资本规划目标，深化资本管理。持续发挥董事会在战略制定和经营发展中的决策作用，在引领本行高质量发展上展现新作为，在推动政策性金融改革优化上实现新进展。

In 2022, the Board of Directors followed the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, collaborated with related governing bodies of the Bank to perform its mission as a policy bank, and spared no effort in serving national strategies and the real economy. The Board of Directors continued to improve its risk management, internal control and compliance management, and deepened the integration of Party leadership with corporate governance, thus achieving good results in formulating strategies, making decisions and guarding against risks. Throughout the year, the Board of Directors convened 11 meetings to deliberate on and approve 32 proposals and hear 2 briefings. According to the requirements of implementing national strategies and developing the real economy, it took into full account the current economic and financial situation when formulating the Bank's 2022 business plan which clarified requirements for high-quality development and multiple goals in terms of business scale, quality, structure and profitability. The Board



of Directors reviewed 4 proposals including the proposal on the set-up of CEXIM Infrastructure Fund and its articles of association, facilitating the quick establishment of the Fund. The Board of Directors deliberated on and approved the first recovery and treatment plan, so as to promote the long-term and sound development of the Bank and guard against systemic risks. It laid down the Bank's risk appetite for the year, clarified the Bank's risk-taking attitude, and fully leveraged the leading and guiding role of risk appetite. It reviewed the mid-term capital plan from 2022 to 2024, clarified the target for capital planning and deepened capital management. In terms of strategy formulation and business development, the Board of Directors played its decisive role on a continuing basis, achieved new results in leading the Bank toward high-quality development, and made new progress in the reform of policy-based finance.

董事会专门委员会

Specialized Committees under the Board of Directors

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。各专门委员会根据董事会授权开展工作，对董事会负责，向董事会报告工作，协助董事会履行职责。2022年，本行各专门委员会共召开会议23次，审议议案27项，听取报告3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。

Specialized committees are established under the Board of Directors, namely the Strategic Development and Investment Management Committee, Audit Committee, Risk Management Committee, Connected Transactions Control Committee, and Personnel and Remuneration Committee. These specialized committees carry out work with the authorization of the Board of Directors, being responsible to the Board and assist the Board in performing its duties. In 2022, the Bank's specialized committees convened 23 meetings to deliberate on and approve 27 proposals and hear 6 briefings. All this played a major 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.

高级管理层

Senior Management

本行高级管理层由行长、副行长、董事会秘书、首席风险官等高级管理层人员构成。高级管理层按照《中国进出口银行章程》及董事会授权开展经营管理活动，对董事会负责。

Senior Management team of the Bank includes the President, Vice President, Secretary to the Board of Directors, Chief Risk Officer and others. Senior Management, responsible to the Board of Directors, conducts business and management in accordance with the *Articles of Association of the Export-Import Bank of China* and with the authorization of the Board of Directors.

内部审计 Internal Audit

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。2022年，本行紧紧围绕党中央、国务院重大战略措施及决策部署，着力发挥内审在全行风险管理中的“第三道防线”作用，进一步提升审计工作质效，强化监督评价职能和审计成果运用，为助力本行更好更优地履行政策性金融使命做好服务保障。

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 2022, the Bank earnestly implemented the major strategic plans and decisions of the CPC Central Committee and the State Council, strove to make sure that internal audit plays the role as the “third line of defense” in overall risk management. With enhanced quality and efficiency, strengthened supervision and evaluation, and better application of audit outcomes, internal audit provided support for the Bank to better fulfill its mission as a policy bank.

贯彻落实董事会工作部署和外部监管要求，发挥审计监督职能作用。聚焦经营管理重点环节和风险领域，开展境内外机构常规审计及置换贷款、并购贷款、绿色信贷、不良贷款处置等专项审计，紧跟进银基础设施基金、设备更新改造专项再贷款和制造业中长期贷款开展审计监督；聚焦中央巡视整改要求，开展不良贷款责任认定专项审计、贷款“三查”专项检查；聚焦规范权力运行，开展领导人员经济责任审计；聚焦监管要求，完成监管指定内审任务，配合国家金融监督管理总局（原银保监会）2022年对本行进行的现场检查开展监审联动工作。

The Bank followed instructions of the Board of Directors and external regulatory requirements and made sure audit plays its role in supervision. Focusing on key links of business and management as well as risk-related areas, the Bank carried out regular audits on domestic branches and overseas institutions, along with special audits on loan substitution, loans for merger and acquisition, green credit, and NPL disposal. Audit and supervision was also conducted on the CEXIM Infrastructure Fund, re-lending program for equipment renewal and transformation, and intermediate-term and long-term loans for manufacturing industry. The Bank focused on special audits on NPL liability identification, and special inspections on due diligence investigation, credit review, and post-lending management in accordance with the rectification requirements of the central disciplinary inspection team. Economic responsibility audits of management personnel were carried out to ensure oversight over the exercise of power. According to regulatory requirements, the Bank completed internal audit tasks assigned by the regulatory authority, and worked with the National Financial Regulatory Administration (the original China Banking and Insurance Regulatory Commission) to carry out on-site inspection of the Bank in 2022.



不断提高审计工作综合能力，强化审计成果运用效能。持续加强内审质量控制体系建设，开展内审质量外部评估，健全内审制度体系，**推进**审计系统信创建设和非现场审计模型开发应用；进一步规范审计查出问题整改长效机制，建立审计约谈工作机制，开展“审计整改强化年”活动，加大案例通报及宣讲培训，**推进**“审计-整改”全流程闭环管理；配合审计署开展对本行政策性开发性金融工具审计监督，派员参加审计署联合国审计任务，**推进**协同监督机制发挥合力。多管齐下有效发挥内部审计在推动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。

The Bank improved its comprehensive capacity to conduct audit and strengthened application of the audit outcomes. The Bank enhanced the building of its internal audit quality control system by carrying out external assessment of internal audit quality, improving regulation system building, promoting IT application innovation of the audit system, and facilitating development and application of off-site audit model. The Bank standardized the long-term mechanism of rectification of problems identified by audits, established a mechanism of audit interview, increased reports of audit cases and strengthened training in the “Year of Audit and Rectification” campaign, so as to realize closed-loop management from audit to rectification. The Bank also worked in close coordination with the National Audit Office of China in conducting audit and supervision of the Bank’s policy-based and development financial instruments, and sent staff to participate in the National Audit Office’s United Nations audit tasks, thus creating synergy through coordinated supervision mechanisms. 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.

