

公司治理 CORPORATE GOVERNANCE

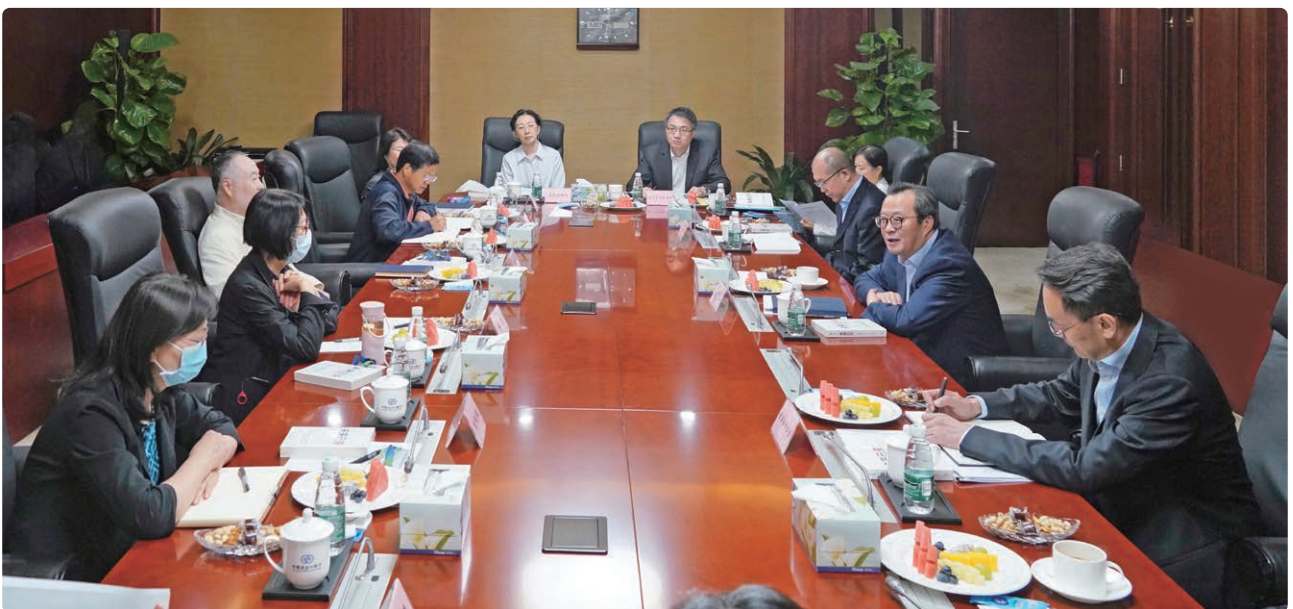
公司治理概述 Overview

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，全面贯彻党的二十大和二十届二中全会精神，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，引领本行坚守政策性职能定位，全力护航国家战略实施和实体经济发展，不断深化党的领导与公司治理有机融合，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, fully implemented the guiding principles set forth by the 20th CPC National Congress and the second plenary session of the 20th CPC Central Committee, and continued to deepen the collaboration among the Party Committee, Board of Directors and the senior management team. Staying true to its responsibilities as a policy bank, the Bank supported the implementation of national strategies and the development of the real economy, and deepened the integration of Party leadership and corporate governance, enabling all stakeholders in the corporate governance framework to pull in the same direction.

不断推动党的领导与公司治理有机融合。坚决贯彻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”，坚持落实“双向进入、交叉任职”的体制安排及董事会决策重大事项需经党委前置研究的议事程序，充分发挥党委把方向、管大局、保落实的领导作用，切实将党的领导融入公司治理各环节。

The Bank continued to promote the integration of Party leadership and corporate governance. 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, and implemented the “two-way entry, cross appointment” scheme and the procedure that the Party Committee’s deliberation precedes the Board’s decision-making on major issues. In so doing, the Bank gave full play to the leadership role of the Party Committee in setting the right direction, keeping in mind the big picture and ensuring the implementation of the principles and policies of the Party and the state, integrating Party leadership into all aspects of corporate governance.



着力强化董事会建设。坚持问题导向，聚焦本行经营发展重点领域，围绕国际业务发展、资本可持续等主题开展专项课题研究，以加强调研成果转化作为着力点，为本行改进和谋划工作提供指导意见，将调研成果有效转化为推动本行高质量发展的动力。

The Bank strove to build a stronger Board of Directors. Adhering to a problem-oriented approach, the Bank carried out research on specific topics concerning key areas of development such as international business development and capital sustainability. The Bank attached importance to the application of research outcomes to provide guidance for improvement in and planning of its work, turning the outcomes into a driving force to lead the Bank toward high-quality development.

加强公司治理理念宣贯。年内成功举办首期公司治理专题培训，由主管部门有关负责人和专家学者授课，深度讲解当前经济金融运行重点问题、现代公司治理理论与政策，分享政策性金融改革发展实践，推动本行上下更好了解公司治理，深化公司治理文化认同，促进公司治理理念深入人心。

The Bank strengthened the promotion of corporate governance concepts. In 2023, a special training on corporate governance was held for the first time. Heads of competent departments, experts and scholars gave lectures elaborating on key economic and financial issues as well as theories and policies of modern corporate governance, and sharing the practice of reform and development of policy-based financial institutions. The training helped to promote understanding and recognition of corporate governance across the Bank.

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.

董事会职责

Duties and Responsibilities of the Board of Directors

本行董事会按照有关法律法规及《中国进出口银行章程》履行职责。主要职责包括：审议批准中长期发展战略、年度经营计划和投资方案、年度债券发行计划、资本管理规划方案、资本补充工具发行方案、薪酬和绩效考核体系设置方案，风险管理、内部控制等基本管理制度，重大项目，内部管理机构以及境内外一级分支机构设置、调整和撤销方案，年度报告；制定年度财务预算方案和决算方案、利润分配和弥补亏损方案，董事会议事规则及其修订方案，信息披露政策及制度；决定对董事长和经营管理层的授权事项，聘用、解聘或者不再续聘承办进出口银行审计业务的会计师事务所等。

The Board of Directors performs the following duties in accordance with the laws and regulations and the *Articles of Association of the Export-Import Bank of China*: to deliberate and approve the medium- and long-term development strategy, annual business plans and investment plans, annual bond issuance plans, capital management plans, plans for capital replenishment tool issuance, plans for remuneration and performance appraisal system, regulations on risk management, internal control and other basic management, major projects, the set-up, adjustment and cancellation of internal management institutions and domestic and overseas first-grade institutions, and annual reports; to formulate annual financial budgets and final accounts, plans for profit distribution and loss making-up, rules of procedure of the Board of Directors and the revision plan, the information disclosure policy and system; to decide on the scope of authorization to the Chairman and the management team, and on hiring, dismissing or not renewing the accounting firm that provides the auditing services to the Bank.

董事会运作

Operation of the Board of Directors

2023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，全面贯彻党的二十大和二十届二中全会精神，协同各治理主体，引领本行坚守政策性职能定位，全力护航国家战略实施和实体经济发展，筑牢风险管理防线，夯实内控合规基础，不断深化党的领导与公司治理有机融合，在新的赶考之路谱写中国特色政策性金融新篇章。全年共召开会议8次，审议议案29项，听取报告6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2023年经营计划，明确高质量发展要求，统筹规模、结构、质量、效益等多维目标；审议通过境外机构三年发展规划，指导本行紧密围绕国家重大战略和本行中心工作，强化底线思维、大局意识，分层次、分阶段、分区域推进境外机构布局建设，持续提升本行国际化水平和全球影响力；审议通过2023年至2025年中期资本规划，指导本行按照各级资本充足率目标要求，强化资本约束，不断完善与业务发展、资产质量、风险水平相适应的资本管理方案；制定年度风险偏好，进一步发挥风险偏好的引领导向作用，平衡好资本、风险和收益的关系，将高质量发展的要求内化至经营管理各方面和风险控制各环节；审议年度内部控制评价报告，推动本行夯实内控管理基础，持续提升内控效能，厚植良好内控合规文化。

In 2023, the Board of Directors followed the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, fully implemented the guiding principles set forth by the 20th CPC National Congress and the second plenary session of the 20th CPC Central Committee, collaborated with related governing bodies of the Bank to perform its mission as a policy bank in supporting the implementation of national strategies and the development of the real economy. The Board of Directors built strong lines of defense in risk management, laid a sound foundation of internal control and compliance, and continued to deepen the integration of Party leadership and corporate governance, writing a new chapter of policy-based financial institution on the journey toward realizing the second centenary goal. Throughout the year, the Board of Directors convened 8 meetings to deliberate on and approve 29 proposals and hear 6 briefings. According to the requirements of implementing national strategies and developing the real economy, the Board of Directors took into full account the current economic and financial situation when formulating the Bank's 2023 business plan which clarified requirements for high-quality development and multiple goals in terms of business scale, structure, quality and profitability. It deliberated on and approved the three-year development plan for overseas institutions, helping the Bank focus on major national strategies and its central work, think about the worst-case scenario and in big-picture terms, and gradually expand the layout of overseas institutions at various levels and in different regions to ensure that the Bank become more internationalized with global influence. The Board of Directors reviewed and approved the mid-term capital plan from 2023 to 2025, providing guidance on meeting capital adequacy requirements at all levels and on improving capital management plan in line with the Bank's business development, asset quality and risk level. It laid down the Bank's risk appetite for the year, and further leveraged the leading and guiding role of risk appetite to balance the relationship among capital, risk and return, incorporating the requirements for high-quality development into all aspects of business operation and management and all links of risk prevention and control. The Board of Directors reviewed the internal control evaluation report, and worked to build a sound foundation of internal control management, improve the effectiveness of internal control, and cultivate a healthy culture of internal control and compliance.

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。2023年，本行各专门委员会共召开会议21次，审议议案32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。

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 2023, the Bank's specialized committees convened 21 meetings to deliberate on and approve 32 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。

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.

提升审计监督效能，发挥内部审计监督、评价和咨询作用。聚焦本行经营管理重点环节和风险领域，开展经营单位常规审计及集团客户管理、关联交易管理、全面风险管理、预期信用损失法实施、案件风险排查等专项审计。聚焦权力规范运行，开展领导人员经济责任审计。聚焦审计整改质效提升，开展重要领域、重点问题和关键环节整改后续审计，加大典型共性问题交流培训。开展“审计质量提升年”活动，落实内部审计质量外部评估改进建议。聚焦审计大数据建设，推进审计系统信创建设落地及审计模型开发应用。聚焦各类监督力量融合贯通，主动分享审计结果，积极参与巡审联动、监审联动，做好与审计署协调联络，配合审计署对本行执行的新开发银行专项贷款项目开展审计监督。

The Bank improved the effectiveness of audit-based oversight and made sure internal audit plays its role in supervision, evaluation and consultation. Focusing on key links of business operation and management as well as risk-related areas, the Bank carried out regular audits on business units, along with special audits on group client management, connected transaction management, comprehensive risk management, implementation of the expected credit loss approach, financial crime risk assessment, etc. Economic responsibility audits of management personnel were carried out to ensure well-regulated exercise of power. With an aim to improve the quality and efficiency of audit rectification, the Bank conducted follow-up audits concerning the rectification in major areas, vital issues and key links, and increased exchanges and training programs on typical common issues. The Bank worked to implement the suggestions given by external assessment of internal audit quality in the “Year of Improved Audit Quality” campaign. The Bank attached importance to big data techniques in auditing, enabling the IT application innovation of the audit system and facilitating development and application of the audit model. For better integration of various supervisory powers, the Bank took the initiative to share audit results, promoted connectivity between auditing and disciplinary inspection and supervision, and maintained close communication and coordination with the National Audit Office of China, including in conducting audit and supervision of the onlending loan from the New Development Bank (NDB).