

## 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、三中全会，中央经济工作会议、全国金融系统工作会议精神，全面准确贯彻落实“两个一以贯之”重要指示精神，始终践行政策性金融的政治性和人民性，全力服务国家战略和实体经济，不断深化党的领导与公司治理有机融合，持续完善政策性银行特色治理模式，形成以行党委、董事会、高级管理层为主体的公司治理架构，各治理主体职权明晰、运行高效、相互协助、有效制衡，共同构建决策科学、执行有力、监督有效的公司治理机制，共同谱写中国特色政策性金融发展之路的“口行篇章”。

The Bank followed the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, and fully implemented the guiding principles set forth by the 20th CPC National Congress, the second and third plenary sessions of the 20th CPC Central Committee, the Central Economic Work Conference and the National Work Conference for the Financial System. Upholding the two principles that emphasize Party leadership over state-owned enterprises (SOEs) and orient SOEs reform towards the establishment of a modern system for enterprises, the Bank stayed committed to the political significance of policy-based finance and its importance to the interest of the people in serving national strategies and the real economy. By deepening the integration of Party leadership and corporate governance, the Bank improved its governance model as a policy bank, and built a governance structure with the Party Committee, Board of Directors and the senior management team as its main components. With all stakeholders ensuring clear-cut responsibilities, efficient operations, close collaboration and effective checks and balances, the Bank established a corporate governance mechanism that features sound decision-making, strong implementation and effective supervision, writing its own chapter for the development of policy-based finance with Chinese characteristics.

**坚持党的领导，凝心聚力共画最大同心圆。**本行党委在公司治理结构中具有法定地位，充分发挥“把方向、管大局、保落实”的领导核心作用，把党的领导融入公司治理、经营管理全过程各方面。坚持和完善党领导政策性金融的体制机制，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，确保党委与董事会问题共答、合力破题。

**Adhering to Party leadership to pool collective strength for the greatest convergence.** The Bank's Party Committee, with its legitimate status in the corporate governance structure, leveraged its leadership role 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 and operation management. The Bank upheld and improved the systems and institutions for the Party's leadership over policy-based finance, 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, ensuring that the Party Committee and the Board of Directors collaborate effectively to address challenges.

**董事会充分发挥科学决策作用。**本行董事会按照本行章程、监督管理办法等要求，充分发挥“定战略、作决策、防风险”的决策引领作用，以打造更有内涵、更具建设性的董事会为目标，引领本行强化政策性职能定位，全力服务国家战略和实体经济，不断加强风险内控管理水平，持续提升全行治理体系和治理能力现代化水平，将本行打造成为定位清晰、特色鲜明的开放型政策性金融机构。

**Leveraging the role of the Board of Directors in effective decision-making.** The Board of Directors, acting in line with the *Articles of Association of the Export-Import Bank of China* and regulatory rules, took the lead in formulating strategies, making decisions and forestalling risks. With an aim to play a more inclusive and constructive role, the Board of Directors ensured that the Bank better perform its mission as a policy bank in serving national strategies and the real economy, and worked to improve the Bank's risk management and internal control for modernized governance system and capacity, so as to build the Bank into an open policy-based financial institution with a clear focus and distinctive features.

**高级管理层全力抓好经营管理。**本行高级管理层在行党委的领导下，充分发挥“谋经营、抓落实、强管理”的职责定位，严格遵循章程规定和董事会授权开展经营管理工作，建立健全以资本为核心的经营管理体系和以客户为中心的服务管理体系，凝心聚力、开拓创新、高效履职，确保本行经营管理与董事会制定的发展战略、风险偏好及其他各项政策相一致。

**Ensuring sound business operation and management by the Bank's senior management team.** Under the leadership of the Bank's Party Committee, the senior management team took on their responsibilities to plan for business operation, ensure policy implementation and improve management, conducted 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, and established a capital-centered business management system and a client-oriented service management system. The senior management team made joint efforts to perform its duties efficiently with a pioneering spirit, aligning the Bank's operations and management with the development strategy, risk appetite, and all other policies set forth by the Board of Directors.

## 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。截至2025年3月末，本行现有董事会成员12名，包括2名执行董事、10名非执行董事。

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. As of the end of March, 2025, the Board of Directors has 12 members, including 2 executive directors and 10 non-executive 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 auditing services to the Bank.

## 董事会运作

### Operation of the Board of Directors

2024年，本行董事会认真贯彻党中央、国务院决策部署，与各治理主体密切配合，充分发挥科学决策作用，引领本行强化政策性职能定位，全力护航国家战略实施和实体经济发展。

In 2024, the Board of Directors faithfully implemented the decisions made by the CPC Central Committee and the State Council in close collaboration with related governing bodies of the Bank to fully leverage its role as a sound decision-maker, ensuring that the Bank better perform its mission and responsibilities as a policy bank in serving national strategies and the real economy.

**紧抓政策性业务占比“第一比例”。**大力推进分类分账改革落地，指导本行始终聚焦主责主业，在党和国家事业全局、政治外交和国际经济合作大局、服务实体经济布局中，谋划推进政策性业务，巩固提升政策性业务占比，践行政策性金融的政治性和人民性。

**Striving for higher proportion of the Bank's policy-based portfolio as the pillar of its business structure.** The Board of Directors pressed ahead with the reform of category-based management for different types of businesses, and ensured that the Bank continue to focus on its main responsibilities and businesses. In line with the overall cause of the Party and the country, the big picture of the country's major diplomatic activities and international economic cooperation as well as the layout of serving the real economy, the Board of Directors provided guidance to enhance the Bank's policy-based portfolio and increase its proportion to fulfill both political and people-oriented requirements of policy-based finance.

**全力支持高水平对外开放。**高度重视支持对外贸易发展这一立行之本，指导本行持续加大外贸金融支持力度，充分发挥稳外贸融资主力行作用，统筹推进重大标志性工程和“小而美”民生项目建设；坚决扛起“一带一路”主力行职责，推动共建“一带一路”高质量发展，圆满完成3500亿元人民币融资窗口任务；着力服务多双边金融及经贸合作，在乌兹别克斯坦设立首家中资银行分支机构。

**Supporting China's high-level opening-up with unswerving efforts.** Attaching great importance to the Bank's founding mission of supporting foreign trade, the Board of Directors provided guidance on scaling up foreign trade financing as a main force in support of both signature projects and “small and beautiful” projects. It also ensured that the Bank take on its responsibility as a main financier to promote high-quality Belt and Road cooperation, fulfilling the task of delivering on the RMB350 billion financing window. In its dedication to bolstering multilateral and bilateral financial and trade cooperation, the Bank became the first Chinese bank to establish a representative office in Uzbekistan.

**着力服务重点领域和薄弱环节。**始终牢记政策性金融的初心使命和第一要务，指导本行将中央决策、实业需求与口行所能有机结合，大力支持制造业高端化、智能化、绿色化发展，推动传统产业转型升级、先进制造业集群发展壮大，着力加大绿色信贷投放，为做强做优实体经济提供更加精准高效的政策性金融支持。

**Reinforcing financial support to key sectors and weak links.** Bearing in mind the mission and priorities of policy-based finance, the Board of Directors facilitated the integration of decisions made by the CPC Central committee with the country's industrial needs and the Bank's strengths. To this end, the Bank targeted its financing at the high-end, intelligent and green development of the manufacturing sector, promoted the transformation and upgrading of traditional industries as well as the growth of advanced manufacturing clusters, and scaled up its green credit support. In doing so, the Bank provided more targeted and efficient policy-based financial assistance to strengthen the real economy.

**强化高质量可持续发展基础保障。**董事会高度重视资本管理工作，持续推动本行构建完善全流程资本管理体系，不断加强资本可持续能力。始终坚持把防控风险作为金融工作的永恒主题，指导本行持续完善全面风险管理体系，增强风险防控能力。高度重视内部体制机制建设，指导本行对标最新监管要求、结合本行业务实际，以制度建设为重要抓手，持续推动提升本行精细化管理水平。

**Strengthening the foundation for high-quality sustainable development.** Placing great emphasis on capital management, the Board of Directors worked continuously to improve the Bank's end-to-end capital management system to enhance capital sustainability. With risk prevention and control as the eternal theme of financial work, the Board of Directors helped the Bank continue to improve its comprehensive risk management system with strengthened risk prevention and control capability. Emphasizing the layout of the Bank's internal systems, the Board of Directors encouraged sophisticated management practices through institutional building, aligning with the latest regulatory requirements and the Bank's business operations.

2024年，本行董事会严格遵守《公司法》《中国进出口银行章程》《中国进出口银行监督管理办法》等法律规章制度要求，科学高效履职。全年共召开会议7次，审议议案33项，听取报告6项。

In 2024, the Board of Directors performed its duties in strict compliance with *Company Law, Articles of Association of the Export-Import Bank of China and Provisions for the Supervision and Management of the Export-Import Bank of China*. Throughout the year, the Board of Directors convened 7 meetings to deliberate on 33 proposals and hear 6 briefings.

## 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。2024年，本行各专门委员会共召开会议19次，审议议案34项，听取报告1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 2024, the Bank's specialized committees convened 19 meetings to deliberate on and approve 34 proposals and hear 1 briefing. 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.

2024年，本行进一步优化审计分部功能布局，积极发挥总、分部协同联动作用，统筹推进各类审计项目。聚焦本行经营管理重点和风险领域，开展总行部门、境内外分支机构常规审计及金融资产风险分类、预期信用损失法实施情况、大额境外贷款业务、外包活动、信息科技等专项审计。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，跟踪督促审计发现问题整改落实，对审计署审计发现问题、金监总局现场检查发现问题、全行关联交易管理等重要领域、重点问题和关键环节开展整改后续审计。聚焦审计信息化建设，推进审计系统优化建设及审计模型开发应用。聚焦各类监督力量融合贯通，配合审计署开展现场审计工作，开展代客衍生品、重点分支机构等多项监管指定审计任务，参与纪检监察、巡审联动、条线检查。聚焦质量控制及能力提升，开展“审计质量巩固提升年”活动，修订完善多项内审管理制度，举办审计条线专题培训。

In 2024, the Bank further optimized the layout of its audit units to foster synergy between the Audit Department and its units in carrying out all types of audits. Focusing on key areas of business operation and management and risk-related areas, the Bank carried out regular audits on departments at the head office as well as domestic and overseas branches, along with special audits on risk classification of financial assets, implementation of the expected credit loss approach, large-sum loans to overseas clients, outsourcing and information technology. Economic responsibility audits of management personnel were carried out to ensure the proper exercise of authority. With an aim to improve the quality and efficiency of audit rectification and supervise the rectification of problems found in audits, the Bank conducted follow-up audits concerning the rectification of issues identified by National Audit Office of China and those by National Financial Regulatory Administration through on-site inspection, and in terms of connected transaction management, among other major areas, vital issues and key links. To improve IT-enabled audit, the Bank stepped up efforts to upgrade its audit system and facilitate the development and application of the audit model. For better integration of various supervisory powers, the Bank carried out on-site audits in coordination with National Audit Office of China and those assigned by regulatory agencies on client-commissioned derivatives trading and key branches, and promoted disciplinary supervision and connectivity between auditing and disciplinary inspection as well as business line inspection. The Bank also revised multiple internal audit regulations and hosted related training programs in the “Year of Boosted Audit Quality” to strengthen quality control and capacity building.