

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历次全会、中央经济工作会议、中央金融工作会议、全国金融系统工作会议精神，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，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，促进政策性金融制度优势转化为高质量发展的强劲动能。

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 plenary sessions of the 20th CPC Central Committee, the Central Economic Work Conference, the Central Financial Work Conference and the National Work Conference for the Financial System. It remained dedicated to serving national strategies and the real economy, while deepening the integration of Party leadership and corporate governance. In so doing, the Bank built a governance structure with the Party Committee, Board of Directors and the senior management team as its main components. Within this structure, all stakeholders shoulder clear-cut responsibilities, operate efficiently, cooperate with one another, and maintain effective checks and balances, turning the institutional strengths of policy-based finance into a growth driver for high-quality development.

凝聚治理合力，实现同题共答。本行党委充分发挥“把方向、管大局、保落实”的领导核心作用，持续探索党的领导与公司治理有机融合的有效路径，将党的领导贯穿公司治理各环节、全过程。配齐配强董事会成员，党委专职副书记进入董事会，为充分发挥党的领导作用提供坚实组织保障。各治理主体围绕经营改革发展、风险管理等重点工作深入交流，实现信息共享、意见互通，全方位凝聚合力，公司治理质效显著跃升。

Forging governance synergy to work in concert toward shared goals. The Bank's Party Committee, by fully leveraging 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 Government, continued to explore effective approaches to integrating Party leadership into every link and the entire process of corporate governance. The Bank's Board of Directors was optimally staffed, with a full-time Deputy Party Secretary appointed to the Board to provide a solid organizational guarantee for the Party's leadership. All stakeholders engaged in in-depth exchanges on key priorities such as reform and development as well as risk management, which facilitated information sharing and mutual understanding. By pooling collective strengths, the Bank achieved a significant leap in the quality and effectiveness of corporate governance.

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，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能力，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. It ensured that the Bank better perform its mission as a policy bank in serving national strategies and the real economy, and improve its capacity in risk management, internal control as well as modernized governance, so as to build itself 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，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. The Bank's senior management worked 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。

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 Bank 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 launching capital replenishment instruments, plans for remuneration and performance appraisal system, regulations on risk management, internal control and other basic management, major projects, the set-up, adjustment and dissolution of departments at the Bank's head office and its first-level domestic and overseas branches and sub-institutions, and annual reports; to formulate annual financial budgets and final accounts, plans for profit distribution and loss recovery, rules of procedure of the Board of Directors and the revision plan, and the information disclosure policy and system; to decide on the scope of authorization to the Chairman and the management team, and on appointment, dismissal or non-renewal of the appointment of the accounting firm that provides auditing services to the Bank.

董事会运作

Operation of the Board of Directors

2025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 2025, the Board of Directors fully implemented the decisions made by the CPC Central Committee and the State Council, and worked closely 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.

夯实政策性业务主体地位。听取分类分账改革方案，持续指导本行改革落地见效。审议通过年度经营计划，设置高政策性业务占比指标，指导本行把牢政策性业务第一结构。

Consolidating the predominant position of the policy-based portfolio. The Board of Directors heard reports on the reform plan for category-based management for different types of businesses, and provided guidance to ensure effective implementation of the plan. It also reviewed and approved the annual business plan, setting a target for high proportion of policy-based portfolio to ensure that it remains the Bank's primary structural indicator.

全力支持高水平对外开放。审议通过境外业务五年发展规划，强化境外业务顶层设计与前瞻谋划，为境外业务高质量发展注入新动能。推动欧亚基金二期及中亚基金正式设立，扎实落实中国—中亚峰会成果，重点支持了一批重大标志性项目和“小而美”民生项目。

Supporting China's high-level opening-up with unswerving efforts. The Board of Directors reviewed and approved the five-year development plan for overseas business, strengthening top-level design and forward-looking planning to inject new impetus into its high-quality growth. Moreover, the Board of Directors facilitated the establishment of the China-Eurasian Economic Cooperation Fund II and the China-Central Asia Equity Investment Cooperation Fund, the implementation of the deliverables of the China-Central Asia Summit and the execution of a number of signature projects alongside “small and beautiful” livelihood programs.

着力服务重点领域和薄弱环节。深刻把握金融工作的政治性、人民性，全力服务国家战略和实体经济。审议通过新型政策性金融工具设立方案有关议案，指导高质高效做好新型政策性金融工具投放，带动社会总投资1.7万亿元，聚焦实体经济重点领域，加大金融资源倾斜力度，有力发挥政策性金融作用。

Reinforcing financial support to key sectors and weak links. Bearing in mind the political and people-oriented nature of financial work, the Board of Directors remained steadfast in serving national strategies and the real economy. It reviewed and approved proposals for new policy-based financial instruments, and oversaw its high-quality and efficient disbursement, which successfully mobilized over RMB1.7 trillion in total social investments. By prioritizing the allocation of financial resources toward key areas of the real economy, the Board of Directors brought the role of policy-based finance into full play.

筑牢高质量可持续发展根基。对标法律、法规及监管最新要求，修订本行章程，完善公司治理结构，健全“决策、执行、监督”协同机制，提升公司治理规范性与有效性。审议通过监事会改革方案，为治理架构优化、制度体系修订和机制落地执行奠定坚实基础。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发展能力。始终将风险防控视为金融工作的核心要务，指导本行持续完善全面风险管理体系，增强风险防控能力。高度重视内控合规体制机制建设，指导本行对标最新监管要求、结合本行业务实际，优化合规管理顶层设计，厚植合规文化理念。着重强化审计成果共享与转化运用，以高水平的审计监督为经营发展保驾护航。

Fortifying the foundation for high-quality sustainable development. In alignment with the latest legal and regulatory requirements, the Board of Directors revised the *Articles of Association of the Export-Import Bank of China*, refined the Bank's corporate governance structure, and improved the coordination between decision-making, execution, and supervision, which enhanced the compliance and effectiveness of the Bank's corporate governance. The Board of Directors also reviewed and approved the reform plan for the Board of Supervisors, laying a solid foundation for optimizing the governance framework, refining institutional arrangements, and ensuring the effective implementation of relevant mechanisms. Attaching great emphasis to capital management, the Board of Directors worked consistently to improve the Bank's end-to-end capital management system to enhance capital sustainability. Regarding risk prevention and control as the cornerstone of financial operations, it guided the Bank to improve its comprehensive risk management system and enhance its risk mitigation capability. Furthermore, the Board of Directors prioritized internal control and compliance, guiding the Bank to optimize the top-level design of compliance management and foster a culture of compliance by aligning with the latest regulatory requirements and the Bank's business operations. Emphasizing the sharing and application of audit findings, the Board of Directors leveraged high-quality supervision to safeguard the Bank's steady and sound development.

2025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10次，审议议案41项，听取报告9项。

In 2025, the Board of Directors performed its duties in strict compliance with the *Company Law*, the *Articles of Association of the Export-Import Bank of China* and the *Provisions for the Supervision and Management of the Export-Import Bank of China*. Throughout the year, the Board of Directors convened 10 meetings to deliberate on 41 proposals and hear 9 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，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. 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.

战略发展和投资管理委员会。主要负责审议本行中长期发展战略、年度经营计划和投资方案、年度财务预算方案、决算方案、利润分配方案和弥补亏损方案、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、需经董事会批准的重大项目，向董事会提出政策建议；对本行公司治理结构是否健全进行审查和评估等。全年召开7次会议，审议18项议案。

The Strategic Development and Investment Management Committee is primarily responsible for: deliberating and approving the Bank's medium- and long-term development strategies, annual business plans and investment plans, annual financial budgets and final accounts, plans for profit distribution and loss recovery, annual bond issuance plans, capital management plans, plans for launching capital replenishment instruments, and major projects subject to Board approval, and making policy recommendations to the Board of Directors; inspecting and assessing the soundness of the Bank's corporate governance structure. In 2025, the Committee held 7 meetings to deliberate on 18 proposals.

审计委员会。主要负责审核本行的核心业务和管理规章制度及其执行情况，检查和评估本行重大经营活动的合规性和有效性；审核内部审计章程等重要制度和工作报告，审批中长期审计规划和年度审计计划；审核本行重大财务政策及其贯彻执行情况，监督财务运营状况；检查、监督和评价本行内部审计工作，监督本行内部审计制度及其实施；提议聘请或更换外部审计机构等。全年召开2次会议，审议3项议案，听取报告1项。

The Audit Committee is primarily responsible for: reviewing the Bank's core business and management rules and regulations and their execution, while inspecting and assessing the compliance and effectiveness of the Bank's major business activities; reviewing key institutional documents such as the internal audit charter and related work reports, and approving medium- and long-term audit plans and annual audit plans; reviewing the Bank's major financial policies and their implementation, and overseeing financial operations; inspecting, overseeing, and evaluating the Bank's internal audit work, and monitoring the internal audit system and its implementation; proposing the appointment or replacement of external auditors. In 2025, the Committee held 2 meetings to deliberate on 3 proposals and hear 1 briefing.

风险管理委员会。主要负责根据本行总体战略，审核和修订本行风险战略、风险管理政策、全面风险管理架构、风险管理和内部控制基本制度，对其实施情况及效果进行监督和评价，并向董事会提出建议；监督和评价高级管理人员在信用、市场、操作、流动性、合规、声誉等方面的风险控制情况，提出完善本行风险管理和内部控制的意见；审议本行经营管理层提交的全面风险管理报告，对本行全面风险管理和内部控制情况进行定期评估，并向董事会提出建议等。全年召开5次会议，审议7项议案。

The Risk Management Committee is primarily responsible for: reviewing and revising the Bank's risk strategies, risk management policies, comprehensive risk management framework, and fundamental system for risk management and internal control in accordance with the Bank's overall strategy, overseeing and evaluating their implementation and effectiveness, and making recommendations to the Board of Directors; overseeing and evaluating the performance of senior management in managing credit, market, operational, liquidity, compliance, and reputation risks, and providing guidance to strengthen the Bank's risk management and internal control; deliberating on comprehensive risk management reports submitted by the management team, conducting periodic assessments of the Bank's overall risk management and internal control, and making recommendations to the Board of Directors. In 2025, the Committee held 5 meetings to deliberate on 7 proposals.

关联交易控制委员会。主要负责确认本行关联方，向董事会报告，并及时向本行相关工作人员提供所确认的关联方；就关联交易管理制度的执行情况以及关联交易情况向董事会汇报等。全年召开3次会议，审议3项议案，听取报告1项。

The Connected Transactions Control Committee is primarily responsible for: identifying the Bank's related parties, reporting to the Board of Directors, and providing timely updates on identified related parties to relevant staff; reporting to the Board of Directors on the implementation of policies and mechanisms for connected transaction management and the status of related party transactions. In 2025, the Committee held 3 meetings to deliberate on 3 proposals and hear 1 briefing.

人事与薪酬委员会。主要负责拟定董事和高级管理人员的选任标准和程序，提交董事会审议；审核董事和高级管理人员任职资格、薪酬事项、绩效考核事项和奖惩事项，并向董事会提出建议；审议全行薪酬管理制度和政策、内部薪酬及绩效考核体系设置方案并提出建议，提交董事会审议并监督方案实施。全年召开5次会议，审议9项议案。

The Personnel and Remuneration Committee is primarily responsible for: developing the selection criteria and procedures for directors and senior management, and submitting them to the Board of Directors for approval; reviewing the qualifications, remuneration, performance assessments, and reward and disciplinary matters of directors and senior management, and making recommendations to the Board of Directors; reviewing remuneration management policies and the internal remuneration and performance assessment framework of the Bank, submitting them to the Board for approval, and overseeing their implementation. In 2025, the Committee held 5 meetings to deliberate on 9 proposals.

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 in accordance with the internal audit criteria approved by the Board of Directors.

2025年，本行深入贯彻中央审计委员会会议精神，落实监管要求，坚持问题导向，更好发挥内部审计在推进本行全面深化改革和高质量发展中的作用。紧紧围绕本行战略体系，聚焦政策性职能发挥、风险防范化解和规范权力运行开展审计监督，对总行部门、境内外分支机构开展常规审计；加强对重点领域、重点项目和关键环节的审计监督，对金融资产风险分类、已核销呆账管理、征信管理、关联交易管理等开展专项审计；聚焦权力规范运行，开展领导人员经济责任审计。坚持做好审计整改“下半篇文章”，开展预期信用损失法实施情况整改后续审计，加强整改跟踪督导，完善全面整改、重点督促、后续审计相结合的审计整改工作机制。构建大监督格局，积极拓展与审计机关、监管部门、行内纪检巡视部门等行内外监督力量的贯通融合，打通问题发现、结果反馈、整改落实各个环节，加强信息共享和成果共用。加强审计分部建设，持续完善独立垂直的内审体制机制，在总部统一管理、统一计划、统一调配下，强化总分联动。加强审计制度体系及标准化建设，优化运行机制和工作流程，进一步提升计划统筹、项目管理、标准化建设、质量把控、审计整改等精细化管理水平。加大研究型审计力度，强化研究型审计思维，沿着“政治—政策—项目—资金”的路径研究立项、谋划实施，提升监督效能。加强审计信息化建设和数智化转型，完善覆盖信贷、贸金、财会等业务的审计模型体系，强化审计模型在审计项目中应用。持续推进内审人员职业能力建设，把提升审计专业能力作为审计能力建设的重点和关键，建立一支适应本行业务发展需要的内审干部队伍。

In 2025, the Bank fully implemented the guiding principles of the Central Auditing Commission and regulatory requirements, and adopted a problem-oriented approach to better leverage the role of internal audit in promoting comprehensive reform and high-quality development of the Bank. Centering on its strategic framework, the Bank carried out audit supervision with a focus on fulfilling its policy-based functions, preventing and mitigating risks, and regulating the exercise of power. It conducted regular audits across head office departments as well as domestic and overseas branches, while strengthening oversight over key sectors, major projects, and critical processes, along with specialized audits in areas such as risk classification of financial asset, management of written-off bad debt, credit reporting, and connected transaction management. Economic responsibility audits of management personnel were carried out to ensure the proper exercise of authority. Committed to the “second half” of audit rectification, the Bank conducted follow-up audits on the implementation of the Expected Credit Loss approach (ECL), strengthened rectification tracking and supervision, and refined a holistic mechanism integrating comprehensive rectification, focused supervision, and follow-up audits. To build a comprehensive supervision framework, the Bank deepened coordination with various supervisory powers such as external audit institutions and regulatory authorities as well as internal disciplinary inspection bodies, streamlining the entire process of problem identification, feedback and rectification, while strengthening information sharing and the joint use of results. The Bank stepped up efforts to upgrade its audit units and refine its independent and vertical internal audit system. Under unified management, planning, and resource allocation by the head office, synergy between the head office and its audit units was reinforced. By strengthening the building of audit system, standardizing audit practices, and optimizing operational mechanisms and workflows, the Bank strengthened refined management in areas such as overall planning, project management, standardization, quality control, and audit rectification. Meanwhile, it intensified research-oriented auditing, reinforced a research-driven mindset, and advanced project initiation and execution along the “politics-policy-project-funding” path to improve oversight effectiveness. The Bank also advanced IT-enabled audit capabilities and digital-intelligent transformation, refined audit models for credit, trade finance, accounting, and other business lines, and strengthened model application across audit projects. It further enhanced the professional expertise of its internal audit personnel, taking audit competence as the cornerstone of its capacity-building efforts to cultivate a high-caliber audit team well aligned with the needs of the Bank’s business development.