

公司治理

Corporate Governance

公司治理综述

2019年，中国进出口银行以习近平新时代中国特色社会主义思想为指导，紧紧围绕习近平总书记重要指示批示精神和党中央决策部署，着力“强基础、补短板、促发展、提效能”。董事会进一步强化战略引领，充分发挥科学决策作用，与各治理主体密切配合，以高质量发展为导向，引领本行聚焦主责主业，全力服务国家建设和实体经济，推动提升风险内控管理水平，持续加强现代金融企业治理与建设，改革经营发展各方面工作均取得较好成效。

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。

2019年，进出口银行共召开董事会会议10次，审议通过议案30项，涉及年度经营计划、中期资本规划、全面风险管理规定、绩效考核体系设置方案等本行经营管理和改革发展相关重大事项。董事会聚焦战略引领和科学决策，推动改革发展各项重点工作取得实效，为本行在新时代实现平稳健康高质量发展提供了有力保障。

一是坚持计划先行，科学制定年度经营计划，确保本行坚守自身职能定位，聚焦服务实体经济重点领域和薄弱环节，发挥好在经济转型升级和高质量发展中的逆周期调节作用。二是深入推进全面风险管理，强化内部控制和审计监督，推动完善基本管理制度体系，支持全面风险管理、关联交易、内部审计等方面重大制度出台。三是健全资本管理长效机制，注重内源性资本积累，完善经济资本配置机制，提高资本运用效率；适度有序推进外源性资本补充工作，保障本行始终保持充足的资本水平和较强的风险抵御能力。四是优化激励约束，完善绩效考核机制，注重激发本行高质量发展“内生动力”，

着力推动构建科学完善的绩效考核制度体系，进一步提升绩效考核的科学性、导向性和完备性。五是把握金融科技方向，夯实信息科技基础，指导本行借鉴同业先进经验、抓牢后发优势，推动信息科技水平有效提高；着力打造一支既精业务又懂技术的高水平综合性人才队伍，为本行长远发展提供坚实科技支撑。

监事会运作情况

根据《国有重点金融机构监事会暂行条例》，进出口银行监事会目前由三名监事组成，包括1名监事会主席，2名专职监事。

2019年，监事会不断完善履职监督。列席董事会及专门委员会会议以及行长办公会等，跟踪决策与经营管理全流程，做到监督端口前移。全年累计列席19次董事会及其专门委员会会议、行办会，5次资产负债管理委员会会议，10次资产处置委员会会议，7次财务审核委员会会议，3次集中采购委员会会议，并开展董事会、高级管理层及其成员的履职述职工作，及时了解进出口银行董事会、高级管理层及其成员的履职尽责与经营管理情况。

强化内部控制监督和风险管理监督。在对总行监督检查的基础上，根据问题线索延伸检查相关分支机构，深挖问题产生的制度、管控等深层次原因以及执行中的问题。组织召开重点分行风险与内控座谈会，跨部门听取有关工作汇报，及时了解内部控制、内部监督与风险管理等方面的信息，梳理进出口银行内控制度执行情况，分析制度缺失缺陷及业务管控中的问题。全年累计对总行4个部门、13家分行和8个国别开展现场检查，提交现场检查报告8份。对3家分行开展内部控制专项调研，深入了解基层行内部控制管理存在的问题和困难，形成专题调研报告。

持续开展财务监督。定期听取总行资产负债管理部、财务会计部、资金营运部等部门工作汇报，了解进出口银行资

产负债业务变化情况以及资本补充和拨备达标情况，关注进出口银行财务收支状况及财经纪律执行情况。对12家分行开展执行财经纪律、财务收支真实性和合规性检查，形成专项检查报告2份，揭示部分分支机构存在的问题。

加大对整改问责工作的监督力度。认真监督审核进出口银行针对内外部监督检查发现问题的整改情况，严肃指出整改工作中存在的突出问题，并形成独立审核意见经银保监会上报国务院。针对部分机构整改问责不力的现状，开展现场检查并形成专项检查报告，揭示进出口银行整改工作存在的主要问题，提出完善整改问责体制机制的相关建议。

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，同时接受监事会的工作指导。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。2019年，本行立足高质量发展要求，以内审体系改革落地、审计分部正式运行为起点，推动《中国进出口银行内部审计章程》正式出台，健全内审制度体系。内部审计作为党和国家治理监督体系的重要组成部分，紧密围绕本行金融职能作用发挥，以风险为导向，开展境内外分支机构常规审计及征信业务、已核销呆账、业务连续性、国别风险管理等专项审计，履行审计监督职能。认真开展领导人员经济责任审计，推动权力规范运行和党风廉政建设及责任的落实。积极配合审计署对本行法定代表人经济责任审计、贯彻落实国家重大政策措施情况跟踪审计及监事会日常监管工作，按要求向银保监会报送审计工作情况和审计报告。持续深化内审体系改革，激发内审垂直管理效能，强化整改督导，加强内审成果运用，提升内审质效，着力发挥内部审计在风险管控中的第三道防线作用，为推动本行改善经营管理、打好防范化解风险攻坚战、提升风险防控水平提供有力支撑保障。

Overview

In 2019, the Bank followed the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era and fully implemented the important instructions of General Secretary Xi Jinping and major decisions made by the CPC Central Committee. In the course of the year the Bank concentrated its efforts on consolidating its foundation, strengthening weak links, promoting development and improving efficiency.

While further leveraging its role in strategic leadership and scientific decision-making, the Board of Directors worked in close collaboration with other parties involved in corporate governance and set its goal on high-quality development. It led the Bank in focusing on its main mission, making every effort to serve national development and the real economy, enhancing risk management and internal control, and endeavoring to improve corporate governance as a modern financial institution. Good results were achieved in all aspects of the Bank's reform, operation and development endeavors.

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 2019, the Board of Directors convened 10 meetings to deliberate on and approve 30 proposals regarding annual business plan, medium-term capital planning, overall risk management regulations, performance evaluation plan and other important issues related to business operation, management, reform and development. The Board of Directors played a prominent role in strategic guidance and scientific decision-making, and contributed to securing more tangible results in all priorities of the Bank's reform and development. All this provided effective safeguards for the Bank to achieve steady, sound, sustainable and high-quality development in the new era.

First, the Board of Directors formulated in the first place a sound annual business plan that enabled the Bank to stay committed to its mission, focus on supporting key areas and weak links in the real economy, and bring into better play its role of counter-cyclical adjustment in economic transformation, upgrading and high-quality development.

Second, the Board of Directors further enhanced risk management in all dimensions, strengthened internal control, audit and supervision, advanced the building of a basic management system, and supported the introduction of major institutional frameworks concerning overall risk management, connected transactions and internal audit.

Third, the Board of Directors refined the long-term mechanism of capital management. It placed more emphasis on the accumulation of internally-generated capital, improved the mechanism of economic capital allocation, and ensured efficient capital utilization. Meanwhile, it enhanced capital replenishment from external sources in a measured and orderly manner, equipping the Bank with adequate capital and strong capability against risks.

Fourth, the Board of Directors improved incentives and constraints for performance evaluation with more focus on unleashing the inner drivers of the Bank's high-quality development. It advanced the building of a sound and well-thought-out performance evaluation system which offered scientific and comprehensive guidance.

Fifth, the Board of Directors acted in tandem with the development of Fintech and worked to build up the Bank's capacity for IT application. It led the Bank's efforts to upgrade its IT infrastructure by leveraging its late-comer advantages and drawing on the experience of other financial institutions. In addition, the Board aimed at enhancing the competence of the Bank's staff with the hope to provide both financial expertise and technological support for the long-term development of the Bank.

Operation of the Board of Supervisors

According to the *Provisional Regulations on the Board of Supervisors of Key State-owned Financial Institutions*, the Board of Supervisors of the Bank is composed of 3 members, 1 chairman and 2 full-time members.

In 2019, the Board of Supervisors continued to improve supervision over fulfillment of duties. It sat in the meetings of the Board of Directors and its specialized committees, as well as meetings called by the Bank's President. This way, the Board was able to keep track of the entire process of decision making and business management so as to start exercising supervision from the early stage. Over the year, the Board attended 19 meetings of the Board of Directors and its specialized committees and meetings called by the President, 5 of the Asset and Liability Management Committee, 10 of the Asset Disposal Committee, 7 of the Financial Review Committee and 3 of the Centralized Procurement Committee. By attending these meetings and holding debriefing sessions, the Board closely monitored the performance of the Board of Directors, the management team and their members as well as the Bank's overall management and operation.

The Board strengthened its supervisory role of internal control and risk management. Based on the clues found in inspections over the head office, the Board furthered examination on branches involved and went on to reveal underlying institutional and administrative problems in the course of implementation. It also held meetings on risk management and internal control, where related departments made presentations on the situation of some key branches. In such ways, the Board kept a close eye on the Bank's internal control, internal supervision and risk management, gained an overview of the Bank's internal control system and analyzed institutional deficiencies in the management process.

Over the year, the Board carried out on-site inspections on 4 departments of the head office, 13 branches as well as projects in 8 foreign countries, producing 8 on-site inspection reports. It also conducted thematic inspections on the internal control of 3 branches and presented reports based on an in-depth analysis of the challenges and difficulties facing these branches in conducting internal control.

The Board continued to supervise the Bank's financial management. It received regular briefings from the Asset and Liability Management Department, the Financial Management and Accounting Department and the Treasury Department to closely follow the changes in the Bank's assets and liabilities, capital replenishment and provision coverage. It also kept a watchful eye on the Bank's revenue and expenditure and the enforcement of financial discipline.

Over the year, the Board examined 12 branches on their enforcement of financial discipline, and checked the authenticity and compliance of their revenue and expenditure. It produced 2 inspection reports that revealed problems existing in certain branches.

The Board intensified supervision over accountability for problem rectification. It spared no effort in reviewing the Bank's measures to rectify problems found in internal and external inspections, identified salient problems and submitted independent opinions to the State Council via China Banking and Insurance Regulatory Commission. Endeavoring to address insufficient accountability and inadequate rectification measures of certain branches, the Board conducted on-site inspections and produced thematic reports, which uncovered major problems in the Bank's rectification efforts and proposed suggestions for improving the accountability mechanism.

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, and are subject to the guidance of the Board of Supervisors. The management team of the Bank must make sure that the internal audit department independently and objectively performs its duties in accordance with the internal audit criteria approved by the Board of Directors.

With the aim to promote high-quality development, the Bank introduced the *Internal Audit Charter of The Export-Import Bank of China* which, together with reforms on the internal audit system and the launch of audit units, improved the Bank's institutional framework for internal audit.

Bearing in mind the crucial role of internal audit in the system of governance and supervision of the Party and the country, the Bank stayed committed to its mission and conducted in a risk-oriented manner regular audits of domestic and overseas branches and offices along with special audits of credit investigation, bad debt write-off, business continuity and country risk management.

Economic responsibility audits of senior management personnel were carried out to ensure procedure-based exercise of power, proper conduct, integrity and the fulfillment of responsibilities. The Bank worked in close coordination with the National Audit Office to conduct economic responsibility audit of the Bank's legal representative and oversee the Bank's implementation of China's major policies and decisions. It also collaborated with the Board of Supervisors in carrying out day-to-day supervision. Internal audit reports and work reports were submitted to China Banking and Insurance Regulatory Commission in accordance with relevant requirements.

The Bank made continuous efforts to deepen reform of the internal audit system by motivating vertical management, with the focus on supervision and problem rectification, thus making good use of the outcomes and enhancing the quality and efficiency of internal audit. Bringing into full play the role of internal audit as the third line of defense in risk management, the Bank is in a better position to forestall and control risks and improve operation and management.