



BEA 東亞銀行

The Bank of East Asia, Limited

東亞銀行有限公司

(Incorporated in Hong Kong with limited liability in 1918)

(Stock Code: 23)

Procedures for Nomination of Directors by Shareholders

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1. Pursuant to Rule 13.51D of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), The Bank of East Asia, Limited (the “Bank”) has formulated the “*Procedures for Nomination of Directors by Shareholders*” (the “Procedures”) to provide procedures for Shareholders of the Bank (the “Shareholders”) to propose a person for election as a Director of the Bank (the “Proposed Candidate”).
2. For the purpose of the Procedures, unless the context otherwise defines, words denoting one gender shall include the other gender.
3. In the event of a conflict between the Chinese translation and the English text hereof, the English text will prevail.

Written Notice by Shareholder

4. Pursuant to Article 90 of the Articles of Association of the Bank, no person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless there has been given to the Secretary of the Bank notice in writing by a Shareholder (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected within 7 days after the day of despatch of the notice of the meeting (or such other period, being a period of not less than 7 days, commencing no earlier than the day after the despatch of the notice of such meeting and ending no later than 7 days prior to the date appointed for such meeting, as may be determined by the Directors from time to time).
5. Upon or as soon as practicable after the notice in writing mentioned in paragraph 4 above is served, a curriculum vitae of the Proposed Candidate containing information as required to be disclosed under Rule 13.51(2) of the Listing Rules, e.g. the full name and age, relevant personal information, background, experience, qualification, interests in shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance, work history, directorships, public offices and membership of professional bodies of the Proposed Candidate etc. and an Independence Confirmation (if such candidate is nominated to become an Independent Non-executive Director (“INED”)), should be provided to the Secretary of the Bank.
6. The Proposed Candidate shall provide his written consent to the publication of his personal data.

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7. The Nomination Committee of the Bank shall review the curriculum vitae to assess whether the Proposed Candidate is “fit and proper”¹ for the appointment before recommendation is made to the Board for consideration and the relevant general meeting for approval², if applicable.

The elements for “fit and proper” include, inter alia:

- reputation for integrity, accomplishment and experience in the banking and/or commercial sector;
- professional and education background;
- existing offices held in public companies, in particular publicly listed companies, or organizations and other significant commitments in order to determine potential time commitment to take up the responsibilities as a Director of the Bank;
- the fit and proper requirements for a director set out in Chapter 4 of the Guide to Authorization of the Hong Kong Monetary Authority (“HKMA”);
- for the appointment of an INED, the candidate shall also meet the independence criteria as set out in Rule 3.13 of the Listing Rules and para. 15 of the Guidance on Empowerment of Independent Non-Executive Directors in the Banking Industry in Hong Kong issued by HKMA; and
- other relevant factors as determined by the Board from time to time.

Announcement

8. Upon receipt of a notice from a Shareholder to propose a person for election as a Director at the general meeting where such notice is received by the Bank after the publication of the notice of meeting, the Bank shall publish an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Bank or issue a supplementary circular. The Bank shall include particulars of the Proposed Candidate containing information as required under Rule 13.51(2)(a) to (x); and Code Provision A.5.5 and Recommended Best Practice A.3.3 of Appendix 14 (if appropriate) to the Listing Rules in the announcement or supplementary circular.
9. Upon approval of the proposed appointment as a Director of the Bank at the relevant general meeting and after the written consent from the HKMA is received, the Bank shall publish an announcement of the appointment as soon as practicable in accordance with the requirements of the Listing Rules.

¹ Pursuant to subsection 6.1.2 of the Supervisory Policy Manual CG-1 on Corporate Governance of Locally Incorporated Authorized Institutions issued by the HKMA, the Board of Directors of the Bank (the “Board”) shall satisfy itself that the Proposed Candidate is a fit and proper person for the appointment, taking account of his experience, knowledge, skills, track record, independence of mind and other relevant factors as determined by the Board from time to time.

² The appointment will be conditional upon the Bank receiving the written consent from the HKMA.