



**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**

**The Bank of East Asia, Limited**  
**Procedures for Nomination of Directors by Shareholders**

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1. Pursuant to the requirements 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, the following may be elected as a Director of the Bank ("**Director**") at a general meeting:
  - (a) any Director(s) retiring at the meeting;
  - (b) any person recommended by the Board of Directors of the Bank (the "**Board**"); and
  - (c) any person nominated by a Shareholder (not being the nominated person) who is entitled to attend and vote at the general meeting provided that (i) a notice in writing signed by the Shareholder making the nomination and stating the Shareholder's intention of proposing such person for election; and (ii) a confirmation signed by the nominated person confirming his willingness to be elected, is delivered to the Company Secretary of the Bank within seven days after the day of despatch of the notice of the general meeting.
5. Upon or as soon as practicable after the notice in writing mentioned in paragraph 4(c) above is served<sup>1</sup>, a curriculum vitae of the Proposed Candidate containing information as required to be disclosed under the Listing Rules, e.g. 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. together with an Independence Confirmation (if such candidate is nominated to become an Independent Non-executive Director ("**INED**")) should be provided to the Company Secretary of the Bank. The Proposed Candidate should also complete a self-assessment form provided by the Bank for assessing time commitment and potential conflicts of interest. Where applicable, the Proposed Candidate will also be requested to provide his

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<sup>1</sup> The Bank has established separate procedures for nomination of Directors by the Board.

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consent for the Bank to conduct reference checking for conduct-related information ("**MRC information**") relating to his employment in any authorized institutions ("**AI**") (in the past seven years) as required under the Mandatory Reference Checking Scheme implemented by the Hong Kong Monetary Authority ("**HKMA**").

6. The Proposed Candidate shall provide his written consent to the publication of his personal data.
7. The Nomination Committee of the Bank shall review the curriculum vitae, the self-assessment in respect of time commitment and potential conflicts of interest and the MRC information (if any) to assess whether the Proposed Candidate is "fit and proper"<sup>2</sup> for the appointment before recommendation is made to the Board for consideration and the relevant general meeting for approval<sup>3</sup>, 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;
- the fit and proper requirements for a director set out in Chapter 4 of the Guide to Authorization of the HKMA;
- for the appointment of an INED, the Proposed Candidate shall also meet the independence criteria as set out in 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 the HKMA;
- the factors in assessing time commitment and potential conflicts of interest of a candidate for appointment as director as set out in the Annex to the HKMA's circular on Corporate Governance dated 15 December 2021;
- any MRC information provided by AI(s); and
- other relevant factors as determined by the Board from time to time.

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<sup>2</sup> 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 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.

<sup>3</sup> The appointment will be conditional upon the Bank receiving the written consent from the HKMA.

**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 to shareholders. The Bank shall include particulars of the Proposed Candidate containing information as required under the Listing Rules in the announcement or supplementary circular.
9. Upon approval of the proposed appointment as a Director 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. Before the new Director's appointment becomes effective, the Bank shall arrange for him to obtain legal advice from a firm of solicitors qualified to advise on Hong Kong laws as regards the Listing Rules' requirements that are applicable to him as a Director, and he will be requested to confirm his understanding of his obligations as a Director.