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

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"), together with its subsidiaries, (collectively the "Bank Group") has formulated these "*Procedures for Nomination of Directors by Shareholders*" (these "Procedures") setting out the procedures for Shareholders of the Bank (the "Shareholders") to follow when proposing a person for election as a Director of the Bank (the "Proposed Candidate").

2. For the purpose of these 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 shall 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 (other than the nominee) entitled to attend and vote at the general meeting provided that (i) a written notice signed by the Shareholder stating the Shareholder's intention to propose the candidate; and (ii) a written confirmation signed by the Proposed Candidate confirming his willingness to be elected, are delivered to the Company Secretary[1] within seven days after the despatch of the general meeting notice.

5. Upon or as soon as practicable after the notice in writing mentioned in paragraph 4(c) above is made[2], the Proposed Candidate shall provide the Company Secretary with:

   - a curriculum vitae containing information required under the Listing Rules (including full name and age, relevant personal information, background, experience, qualifications, 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);
   - an Independence Confirmation (to be required only if the candidate is nominated as an Independent Non-executive Director ("INED"));
   - a completed self-assessment form assessing time commitment, potential conflict of interest and other relevant factors; and

[1] At the Bank's registered office: 10 Des Voeux Road Central, Hong Kong
[2] The Bank has established separate procedures for nomination of Directors by the Board.

- written consent for the Bank to carry out a conduct-related reference check ("MRC information") relating to his employment at any authorized institutions ("AI") in the past seven years as required under the Hong Kong Monetary Authority's ("HKMA") Mandatory Reference Checking Scheme.

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, self-assessment, MRC information (if any), and any other relevant information to assess whether the Proposed Candidate is "fit and proper" [3] for the appointment before recommending the Proposed Candidate to the Board for consideration and submitting the proposal to the general meeting for approval[4].

   Elements for "fit and proper" may include, inter alia:

   - reputation for integrity and character;
   - accomplishments, experience and expertise in the banking, financial, commercial, professional services and/or public sectors;
   - professional and educational background;
   - expertise in accounting and financial reporting, risk management and compliance, executive leadership, digital and technology, and/or sustainability/environmental, social and governance, etc.;
   - ability to commit sufficient time, attention and effort to discharge his responsibilities and properly manage potential conflict of interest (with reference to existing directorships or management positions held in other entities, as well as offices held in public companies, in particular publicly listed companies, or organisations and other significant external time commitments);
   - 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, compliance with the independence criteria as set out in the Listing Rules and paragraph 15 of the Guidance on Empowerment of Independent Non-Executive Directors in the Banking Industry in Hong Kong issued by the HKMA;
   - the factors set out in the Supervisory Policy Manual CG-1 on Corporate Governance of Locally Incorporated Authorized Institutions issued by the HKMA;
   - any MRC information provided by AIs; and
   - other relevant factors as determined by the Board.

[3] 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, ability to commit sufficient time, attention and effort to fulfilling his responsibilities, conflict of interest and other relevant factors as determined by the Board.

[4] The appointment will be conditional upon the Bank receiving the written approval from the HKMA.

Announcement

8. If a Director nomination is received from a Shareholder after the publication of the general meeting notice, the Bank shall publish an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Bank, or issue a supplementary circular, including particulars of the Proposed Candidate required under the Listing Rules.

9. Following shareholder approval and receipt of written approval from the HKMA, the Bank shall announce the appointment as soon as practicable in accordance with the Listing Rules. Before the appointment becomes effective, the Bank shall arrange for the new Director to receive legal advice from a firm of solicitors qualified to advise on Hong Kong law regarding the Listing Rules' requirements applicable to him as a Director, and the Director will be requested to confirm his understanding of his obligations to the Bank.