



**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)

## **SHAREHOLDERS COMMUNICATION POLICY**

## **1. Introduction**

- 1.1 Pursuant to code provision E.1.4 of the Corporate Governance Code as set out in Appendix 14 to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), The Bank of East Asia, Limited (“**BEA**” or the “**Bank**”) established this “*Shareholders Communication Policy*” (“**Policy**”) to provide institutional and individual shareholders of the Bank (the “**Shareholders**”) with information about the Bank and its subsidiaries (the “**Group**”) and enable them to engage actively with the Bank and exercise their rights as Shareholders in an informed manner.
- 1.2 For the purpose of this Policy, reference to the investment community is intended to include the Bank’s potential investors as well as fund managers and analysts reporting and analysing the Bank’s performance.

## **2. General Policy**

- 2.1 This Policy sets out the strategies and the practices of the Bank in relation to communication with the Shareholders and, in appropriate circumstances, the investment community at large.
- 2.2 The Bank is committed to:
- (i) providing Shareholders with timely, clear, and ready access to balanced and understandable information about the Bank to enable them to make an informed investment or investment-related decision;
  - (ii) maintaining an open and regular dialogue with Shareholders, fund managers, analysts, and the media through an effective corporate communication system that provides transparent, regular, and timely public disclosure of the Group’s latest developments and strategies through different means; and
  - (iii) ensuring effective and timely dissemination of information to Shareholders and the investment community at all times.
- 2.3 The Bank shall comply with all relevant laws, rules and regulations in all communications with Shareholders and the investment community.

### **3. Communication Strategies and Channels**

- 3.1 Clear communication and easy access to information are important objectives of the Bank's communication strategy.
- 3.2 The Bank disseminates information to Shareholders and the investment community through a wide range of channels and means including: publications (e.g. annual reports, interim reports, notices, circulars, and announcements), website (e.g. publications posted on the Bank's homepage), and in person (e.g. attending shareholders meetings and analyst briefings or press conferences).
- 3.3 Communication channels include:
- Shareholders meetings;
  - the BEA website at <http://www.hkbea.com>;
  - annual and interim reports;
  - press / analyst conferences at which the BEA Group's interim and final results are announced; and any other post-result briefings with the media and the investment community;
  - press releases and notices published in newspapers;
  - regular meetings with analysts, existing and potential investors; and
  - corporate deals' roadshows targeting analysts, existing and potential investors.

#### *Corporate communications<sup>1</sup>*

- 3.4 Shareholders will be provided with corporate communications which are written in plain English and Chinese languages for ease of understanding and may choose the means of receipt of the said corporate communications (i.e. in electronic form via the BEA website or in printed form). Shareholders who have opted for electronic form will receive notifications of publications of the corporate communications on the Bank's website. Shareholders may at any time change their choice of means of receipt of the corporate communications, free of charge, by giving reasonable notice in writing to the Bank's Share Registrar<sup>2</sup>.
- 3.5 Shareholders are encouraged to access the corporate communications posted on the Bank's website to help reduce the quantity of printed copies and hence the impact on the environment.

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<sup>1</sup> Corporate communications refer to any document(s) issued or to be issued by the Bank for the information or action of holders of any of the Bank's securities, including but not limited to (a) the directors' report and annual accounts together with a copy of the auditor's report; (b) the interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a form of proxy.

<sup>2</sup> Tricor Standard Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, email: BEA0023-ecom@hk.tricorglobal.com.

*Corporate website*

- 3.6 The Bank's website offers timely access of the Bank's latest information by Shareholders, investment community and the general public, on which the Bank's announcements, annual reports, interim reports and other corporate communications, financial information, corporate governance practices, business developments and operations, press releases, credit ratings and other corporate information are posted. All announcements and corporate communications shall be maintained on the Bank's website for at least five years from the date of publication.

*Shareholders' meetings*

- 3.7 The Bank's Board of Directors (the "**Board**") endeavours to maintain an ongoing dialogue with Shareholders and, in particular, to use annual general meetings ("**AGMs**"), extraordinary general meetings or any other Shareholders' meetings to communicate with Shareholders directly. The Chairman of the Board; the chairmen (or their delegates) of the Audit, Remuneration, Nomination, Risk and Environmental, Social, and Governance Committees shall attend AGMs and other general meetings if applicable to answer Shareholders' questions. The external auditors shall also attend AGMs to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and audit independence.
- 3.8 Shareholders are encouraged to participate in the AGMs and other general meetings of the Bank or to appoint proxies to attend and vote for and on their behalf if they are unable to attend the meetings. Appropriate arrangements shall be in place to encourage Shareholders' participation at the meetings.
- 3.9 In accordance with the relevant requirements of the Listing Rules and the Bank's Articles of Association, each of the resolutions set out in the notice of AGM and other general meetings shall be voted on by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of a general meeting shall explain the procedures for voting by poll to Shareholders and answers any questions from Shareholders on voting by poll at such meeting.
- 3.10 For each substantially separate issue to be approved by Shareholders at a general meeting, a separate resolution shall be proposed by the chairman of that meeting. Unless the resolutions are interdependent and linked forming one significant proposal, "bundling" resolutions shall be avoided. If resolutions are required to be bundled, the Bank shall explain the reasons and material implications in the notice of the meeting.

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- 3.11 The notice for AGM together with detailed information (as contained in a circular) will be sent to Shareholders at least 21 days or 20 clear business days before the AGM, whichever is the longer. For a meeting other than an AGM, it shall be called by not less than 14 days' notice or 10 clear business days' notice, whichever is the longer.
- 3.12 Independent scrutineers shall be appointed for the vote-taking at a general meeting.
- 3.13 Poll results will be posted on the websites of the Bank and Hong Kong Exchanges and Clearing Limited as soon as practicable, normally on the same day of the general meeting.
- 3.14 The Bank shall provide information on how Shareholders can convene an extraordinary general meeting and the procedures and sufficient contact details for putting forward proposals at Shareholders' meetings in the Corporate Governance Report included in the Bank's annual report.

#### *Inside information*

- 3.15 The Bank has established a "*Policy on Handling and Dissemination of Inside Information*" setting out the procedures and internal controls for the handling and dissemination of inside information<sup>3</sup> in a timely manner in such a way that it does not place any person in a privileged dealing position and allows time for the market to price the listed securities of the Bank to reflect the latest available information.

#### *Enquiries or requests of Shareholders and investment community*

- 3.16 Shareholders' enquiries and requests relating to their shareholdings may be sent in writing to the Bank's Share Registrar.
- 3.17 Shareholders' enquiries and comments to be put to the Board may be sent in writing to the Bank's registered address<sup>4</sup>.
- 3.18 Shareholders and the investment community may at any time make a request for the Bank's information to the extent that such information is publicly available by email: info@hkbea.com or by post addressed to the Bank's registered address, or through the Bank's Share Registrar.

## **4. Review of this Policy**

This Policy shall be reviewed annually and as required to ensure its effectiveness.

- 5.** In the event of a conflict between the Chinese translation and the English text hereof, the English text will prevail.

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<sup>3</sup> Inside Information shall have the same meaning as stated in Section 307A of Part XIVA Disclosure of Inside Information of the Securities and Futures Ordinance.

<sup>4</sup> 10 Des Voeux Road Central, Hong Kong (Attention: The Company Secretary)