

COVER SHEET

SEC Registration Number 4 4 3

C H I N A B A N K I N G C O R P O R A T I O N
(Company's Full Name)

1 1 F C H I N A B A N K B L D G 8 7 4 5 P A S E O
D E R O X A S C O R V I L L A R S T M A K A T I
(Business Address: No., Street City/ Town / Province)

ATTY. LEILANI B. ELARMO
Contact Person

8885-5131
Company Telephone Number

0 1
Month

0 8
Day

1 7 - C
FORM TYPE

0 4
Month

1 8
Day
Annual Meeting

Secondary License Type, If Applicable

C F D
Dept. Requiring this Doc.

Amended Articles Number / Section

1,792
Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C**


**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. January 8, 2025
Date of Report (Date of earliest event reported)
2. SEC Identification Number 443 3. BIR Tax Identification No. 000-444-210-000
4. CHINA BANKING CORPORATION
Exact name of issuer as specified in its charter
5. Philippines 6. SEC (Use Only)
Province, Country or other jurisdiction of Industry Classification Code:
incorporation
7. China Bank Bldg., 8745 Paseo de Roxas, Makati City 1226
Address of principal office Postal Code
8. 888-55-555
Issuer's telephone number, including area code
9. -- NA --
Former name or former address, if changed since last report
10. Securities registered pursuant to Section 8 and 12 of the SRC of Sections 4 and 8 of the RSA
- | Title of each Class | Number of shares of common stock
outstanding and amount of debt outstanding |
|---------------------|--|
| <u>Common</u> | <u>2,691,343,012 shares</u> |
11. Indicate the item numbers reported herein: Item 9

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHINA BANKING CORPORATION
Registrant

Date January 8, 2025


LEILANI B. ELARMO
Corporate Secretary
Signature and Title *

* Print name and title of the signing officer under the signature.

08 January 2025

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-Air, Makati City

Attention: ATTY. OLIVER O. LEONARDO
Director, Markets and Securities Regulation Department

ATTY. RACHEL ESTHER J. GUMTANG-REMALANTE
Director, Corporate Governance and Finance Department

THE PHILIPPINE STOCK EXCHANGE, INC.

6th Floor PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: ATTY. STEFANIE ANN B. GO
Officer-in-Charge, Disclosure Department

Sir, Mesdames:

In compliance with your requirements, please be informed that during its regular meeting held this afternoon, 08 January 2025, the Board of Directors of China Banking Corporation (the Bank) took up, approved, confirmed and/or ratified the following matters:

1. Schedule of the 2025 Annual Stockholders' Meeting (ASM) on 24 April 2025, Thursday, at 4:00 P.M., in hybrid format (in-person at the Bank's Head Office and livestreamed via Zoom). The record date for purposes of determining the stockholders entitled to notice of and vote at the ASM and any adjournment(s) thereof is 06 March 2025. The Bank's stock and transfer book will be closed from 03 to 24 April 2025, inclusive. The agenda of the ASM is as follows:
 - a. Call to Order
 - b. Proof of Notice of Meeting
 - c. Certification of Quorum
 - d. Approval of Minutes of the Annual Meeting of Stockholders on 18 April 2024
 - e. Annual Report to Stockholders
 - f. Approval of Audited Financial Statements for the year ended 31 December 2024
 - g. Ratification of all acts of the Board of Directors, Executive Committee, other Committees, and Management, including the ratification of related party transactions
 - h. Election of Directors
 - i. Appointment of External Auditor
 - j. Other Matters
 - k. Adjournment

CHINA BANKING CORPORATION

8745 Paseo de Roxas cor. Villar St., Makati City, Philippines 1226 Philippines

Trunkline (Head Office): (632) 888-55-555

Website: www.chinabank.ph

Contact Center: (632) 888-55-888, 1800-1888-5-888 (Domestic Toll-Free)

Email Address: online@chinabank.ph

2. 2025 Rules Governing the Nomination and Election of Directors, with Nomination Form, setting 07 February 2025 as the deadline for nominations of directors and independent directors for election at the 2025 ASM (refer to Annex A for the Nomination Rules and Form).
3. Promotion of **Ms. Marilou P. Que**, Region Head for Retail Banking Business Segment (RBBS) – Metro Manila North Region, from Vice President II to FIRST VICE PRESIDENT I, effective 01 February 2025.
4. Changes to the interlocking appointments in the following subsidiaries of the Bank, as endorsed by the Joint Nominations and Corporate Governance Committees:
 - a. Recall of **Mr. Jose L. Osmeña, Jr.**'s interlocking appointment as Director in China Bank Savings, Inc. (CBSI) and Chinabank Insurance Brokers, Inc. (CIBI), effective end of day of 31 December 2024, in line with his retirement from the Bank;
 - b. New interlocking appointment of **Mr. Aloysius C. Alday, Jr.**, Executive Vice President and Head of Consumer Banking Segment, as Director of CBSI and CIBI, effective 01 January 2025;
 - c. Recall of **Mr. Aloysius C. Alday, Jr.**'s interlocking appointment as Non-Director Executive Committee Member of CBSI, effective end of day of 31 December 2024; and
 - d. Interlocking appointments of **Mr. Ryan Martin L. Tapia** in the Bank subsidiaries, following his appointment as Subsidiary President with an Executive Vice President rank of the Bank while continuing his role as President of China Bank Capital Corporation on a secondment arrangement, effective 01 January 2025:

Name of Subsidiary	Position	Date Assumed
China Bank Securities Corporation	Chairman of the Board of Directors	20 June 2018
Resurgent Capital (FISTC-AMC), Inc.	Chairman of the Board of Directors	11 April 2024
CBC Assets One (SPC), Inc.	Chairman of the Board of Directors	11 April 2024

Thank you.

Very truly yours,


LEILANI B. ELARMO
Corporate Secretary



2025 RULES GOVERNING THE NOMINATION AND ELECTION OF DIRECTORS

Section 1. Period. – All nominations for Directors and Independent Directors must be submitted to the Office of the Corporate Secretary by **07 February 2025**. The nominations will then be referred to the Nominations and Corporate Governance Committees (the “Committees”) for evaluation and action.

Section 2. Form and Content. – The nomination must: (1) be submitted in writing; (2) be signed by the nominating stockholder or their authorized representative; and (3) include the written acceptance and conformity of the nominee. The nomination should indicate whether the nominee is intended to be an Independent Director. It must also include the nominee’s age, educational background, and full disclosure of their work, business experience, and/or affiliations. The attached **Nomination Form** may be used for convenience.

Section 3. Qualifications. – Directors and Independent Directors shall be elected from among the Bank’s stockholders. All nominees must be **fit and proper** for the position and must meet the minimum requirements and qualifications and none of the disqualifications set by the relevant regulatory agencies governing listed banks. Consideration will be given to the nominee’s integrity, knowledge, expertise, relevant education and training, competence, industry experience, values, independence, time commitment, and other factors to ensure a diverse and optimal composition of the Board.

Section 4. Final List of Candidates. – The Committees shall pre-screen the qualifications of the nominees based on the nominations and supporting papers and prepare a Final List of Candidates. The list will include all relevant information about the nominees, identifying those nominated as Independent Directors, if any. If no stockholder nomination specifies a candidate for Independent Director, the Committees shall, by majority vote, endorse nominees for Independent Director who meet the regulatory criteria.

Section 5. Nomination by the Committees. – In the event that there are insufficient nominees for Directors or Independent Directors, the Nominations and/or Corporate Governance Committees, acting jointly or separately as needed, may, by majority vote, nominate additional candidates for these positions to be included in the Final List of Candidates for submission at the stockholders’ meeting.

Section 6. Nominees for Election. – Only those nominees whose names appear on the Final List of Candidates will be eligible for election as Directors or Independent Directors. No further nominations will be accepted once the Final List of Candidates has been prepared, and no additional nominations will be entertained during the stockholders’ meeting.

NOMINATION FORM

PLEASE CHECK PROPER BOX:

☐ - Nominee for
Independent Director ^b

☐ - Not a nominee for
Independent Director

NAME OF NOMINEE ^a

CITIZENSHIP : AGE : DATE OF BIRTH : (MM/DD/YYYY)

PLACE OF BIRTH : NAME OF SPOUSE :

RESIDENTIAL ADDRESS : TEL. NO. : MOBILE NO. :

OFFICE ADDRESS : TEL. NO. :

EDUCATIONAL BACKGROUND ^c: (Please attach a separate sheet, if necessary)

FULL DISCLOSURE OF WORK AND/OR BUSINESS EXPERIENCE: (Please attach a separate sheet, if necessary)

DIRECTORSHIP/POSITION IN OTHER CORPORATIONS/ASSOCIATIONS: (Please attach a separate sheet, if necessary)

PSE-LISTED COMPANIES:

OTHER COMPANIES:

STOCKHOLDINGS/SECURITY OWNERSHIP:

DIRECT:

INDIRECT:

CONVICTION, IF ANY, OF AN OFFENSE, JUDICIAL OR ADMINISTRATIVE, OR JUDICIAL DECLARATION OF BEING INSOLVENT, SPENDTHRIFT OR INCAPACITATED TO CONTRACT. IF APPLICABLE, PLEASE STATE:

<u>NATURE OF OFFENSE & PARTICULARS</u>	<u>COURT/BODY</u>	<u>DATE OF FILING OF COMPLAINT/ INFORMATION</u>

CONFORMITY AND ACCEPTANCE:

SIGNATURE

PRINTED NAME OF NOMINEE

DATE SUBMITTED

SIGNATURE

PRINTED NAME OF NOMINATOR-STOCKHOLDER
OR AUTHORIZED REPRESENTATIVE ^d

RELATION TO NOMINEE

NOTE: Please see reverse side to be signed and certified by the nominee for Independent Director.

CERTIFICATION ^e
(Nominee for Independent Director)

As a nominee for Independent Director of China Banking Corporation, I hereby certify that I have all the qualifications and none of the disqualifications as provided for in SEC Memorandum Circular No. 19, Series of 2016, SEC Memorandum Circular No. 4, Series of 2022, Section 38 of the Securities Regulation Code (SRC), and its Amended Implementing Rules and Regulations (AIRR), Sections 131.g, 132 and 138 of the Manual of Regulations for Banks (MORB), and those required/implicit under The General Banking Law (R.A. No. 8791).

IN WITNESS WHEREOF, I have hereunto signed this certification in _____ this ____ day of _____, 2025.

SIGNATURE OF NOMINEE FOR INDEPENDENT DIRECTOR

Republic of the Philippines)
City of _____) s.s.

SUBSCRIBED AND SWORN to before me this ____ day of _____, 2025 in _____, affiant exhibiting to me his/her _____ issued on _____ in _____.

Notary Public

Doc No. _____;
Page No. _____;
Book No. _____;
Series of 2025.

- ^a - must be an owner of at least one (1) share of stock of the Bank (*Sec. 22, The Revised Corporation Code of the Philippines [RCCP]*); must be fit and proper for the position of a director, and must have attended a seminar on corporate governance for board of directors (*Sections 132 and 138, MORB*); and must have all the qualifications and none of the disqualifications as provided for in SEC Memorandum Circular No. 19, Series of 2016, SEC Memorandum Circular No. 4, Series of 2022, Section 38 of the SRC and its AIRR, Sections 131.g, 132 and 138 of the MORB, and those required/implicit under The General Banking Law and other relevant laws and rules.
- ^b - “Independent Director” is defined as a person who, apart from his fees and shareholdings, is independent of management and the controlling shareholder and is free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with or influence his exercise of independent judgment in carrying out his responsibilities as a director of the Bank. (*SEC Memorandum Circulars Nos. 19 (Series of 2016) or the Code of Corporate Governance for Publicly Listed Companies (COCG for PLCs), 16 (Series of 2002); Sec. 38 of SRC, and its AIRR; Sec. 15 of The General Banking Law; and Section 131.g of the MORB.*
Independent Director includes, among others, any person who:
 - i. is not, or has not been a senior officer or employee of the Bank unless there has been a change in the controlling ownership of the company (*Recommendation 5.2, COCG for PLCs*);
 - ii. is not or has not been a director, an officer, or employee of the Bank, its subsidiaries, associates or affiliates or related interests in the three (3) years immediately preceding his election (*Section 131.g[1], MORB; and Recommendation 5.2, COCG for PLCs*), and is not a director, officer, or employee of the Bank’s substantial stockholders and their related companies in the three (3) years counted from the date of his election/appointment, or holding more than two percent (2%) of the outstanding shares of stock or holding shares of stocks sufficient to elect one (1) seat in the Board of Directors of the Bank, or in any of its related companies or of its majority corporate shareholders (*Rule 38.2.2, AIRR of the SRC; and Section 131.g(2 and 3), MORB*);
 - iii. has not been appointed in the Bank, its subsidiaries, associates, affiliates or related companies as Chairman “Emeritus,” “Ex-Officio” Directors/Officers or Members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within three (3) years immediately preceding his election/appointment (*Recommendation 5.2, COCG for PLCs; Section 131.g(8), MORB*);
 - iv. is not a close family member of any director, officer, or stockholder holding shares of stock sufficient to elect one (1) seat in the Board of the Bank or any of its related companies or any of its substantial stockholders (*Section 131.g(4), MORB*);
 - v. is not acting as a nominee or representative of any director or substantial shareholder of the Bank, or any of its related companies or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement (*Section 131.g(5), MORB; Rule 38.2.4, AIRR of the SRC*);
 - vi. has not been employed in any executive capacity by the Bank, any of its related companies and/or any of its substantial shareholders within the last two (2) years (*Rule 38.2.5, AIRR of the SRC*);
 - vii. is not retained as professional adviser, consultant, agent or counsel by the Bank, any of its related companies or any of its substantial shareholders, either in his personal capacity or through his firm during the past three (3) years counted from the date of his election (*Section 131.g(6), MORB*);
 - viii. has not been engaged and does not engage in any transaction with the Bank and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arm’s length and could not materially interfere with or influence the exercise of his judgment (*Section 131.g(7), MORB*);
 - ix. is not or has not been convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the SRC or the RCCP, committed within five (5) years prior to the date of his election (*Rule 38.3, AIRR of the SRC*) or within his tenure (*SEC Memorandum Circular No. 4, Series of 2022*);
 - x. as non-executive director, should not concurrently serve as director to more than five (5) publicly listed companies (*Recommendation 4.2, COCG for PLCs; Section 132, MORB*);
 - xi. is not affiliated with any non-profit organization that receives significant funding from the Bank or any of its related companies or substantial shareholders (*Recommendation 5.2, COCG for PLCs; Section 131.g(9), MORB*); and,
 - xii. is not employed as an executive officer of another company where any of the covered company’s executives serve as directors (*Recommendation 5.2, COCG for PLCs; Section 131.g(10), MORB*).
- ^c - nominee must be at least a college graduate or have five (5) years of experience in business (*SEC Memorandum Circular No.16, Series of 2002*).
- ^d - nominator must attach a copy of pertinent Board or Partnership Resolution if a corporation or partnership stockholder is making the nomination, or a Special Power of Attorney if an individual stockholder is making the nomination through representative.
- ^e - nominee for independent director must certify under oath that he complies with all the qualifications required of an independent director and does not possess any of the disqualifications therefor (*Sections 131(g), 132, 138, MORB*).