

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Please be notified that pursuant to Article III, Section 1 of the Amended By-Laws of China Banking Corporation (China Bank), the annual meeting of stockholders will be held on May 3, 2018, Thursday, 4:00 P.M., at the Penthouse, China Bank Building, 8745 Paseo de Roxas corner Villar St., Makati City, for the following purposes:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Annual Meeting of Stockholders on May 4, 2017
5. Annual Report to Stockholders
6. Approval of the Financial Statements for the year ended December 31, 2017
7. Ratification of all acts of the Board of Directors, Executive Committee, other Committees, and Management during the year 2017, including the ratification of related party transactions
8. Election of the Board of Directors
9. Appointment of External Auditors
10. Increase in Number of Directors from eleven (11) to twelve (12) and Amendment of the Fifth Article of the Articles of Incorporation and Article IV, Section 1 of the By-laws
11. Other Matters
12. Adjournment

Only stockholders of record as of March 22, 2018 shall be entitled to notice of and vote at the meeting. The stock and transfer books of China Bank will be closed from April 17 to May 3, 2018.

In case you cannot personally attend the meeting and you wish to be represented thereat, you may designate your authorized representative by submitting a proxy instrument to the Office of the Corporate Secretary, 11<sup>th</sup> Floor, China Bank Building, 8745 Paseo de Roxas corner Villar St., Makati City, not later than 5:00 p.m. of April 26, 2018.

Makati City, March 22, 2018.

  
ATTY. CORAZON I. MORANDO  
Vice President & Corporate Secretary

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## EXPLANATION OF AGENDA ITEMS

**1. Call to Order**

Chairman Hans T. Sy will welcome the stockholders and guests and formally begin the 2018 annual meeting of stockholders of China Bank. He will also highlight that stockholders will be given the opportunity to ask questions or raise their comments prior to submitting each agenda item for their action.

**2. Proof of Notice of Meeting**

Atty. Corazon I. Morando, Corporate Secretary, will certify the date the notice of meeting with the information statement was sent to stockholders of record as of March 22, 2018 and to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE), in accordance with the China Bank by-laws and the SEC and PSE rules and regulations, and the date such notice was published in a newspaper of general circulation.

**3. Certification of Quorum**

Atty. Morando will certify the existence of quorum. A meeting where the stockholders holding a majority of the outstanding capital stock of China Bank are present either in person or by proxy shall constitute quorum and shall be competent to transact business.

**4. Approval of the Minutes of the Annual Meeting of Stockholders on May 4, 2017**

Stockholders will be asked to approve the minutes of the stockholders' meeting held on May 4, 2017, which contain, among others, the annual report to stockholders and approval of financial statements, ratification of all acts of the Board of Directors, Executive Committee, other committees and Management, during the fiscal year 2016 and immediately preceding the meeting, election of the Board of Directors, appointment of external and internal auditors, amendment of the articles of incorporation to increase the authorized capital stock of the Bank from P25 Billion to P33 Billion, and approval/ratification of the declaration of stock and cash dividends. The minutes may be accessed through China Bank website, [www.chinabank.ph](http://www.chinabank.ph). Copies of the minutes will also be provided to the stockholders before the meeting.

**5. Annual Report to Stockholders**

Stockholders will be provided information about the Bank's activities, business and financial performance, and other relevant data for the preceding year. Copies of the annual report will be provided to the stockholders before the meeting.

**6. Approval of the Financial Statements for the year ended December 31, 2017**

Stockholders will be provided information about the financial position, performance and changes in financial position of the Bank. The financial statements will be included in the Information Statement to be sent to the stockholders prior to the meeting.

**7. Ratification of all acts of the Board of Directors, Executive Committee, other Committees, and Management during the year 2017, including the ratification of related party transactions**

All acts of the Board of Directors, Executive Committee, other Committees, and Management during the year 2017, including the ratification of related party transactions, will be presented to the stockholders for their approval and ratification.

**8. Election of the Board of Directors**

The Chairman will present the nominees for election as members of the Board of Directors, including the independent directors. The list of nominees, with their profiles, will be included in the Information Statement to be sent to the stockholders prior to the meeting.

**9. Appointment of External Auditors**

The stockholders will be asked to ratify the selection by the Audit Committee and Board of auditors.

**10. Increase in Number of Directors from eleven (11) to twelve (12), and Amendment of the Fifth Article of the Articles of Incorporation and Article IV, Section 1 of the By-laws**

The Board resolution of March 21, 2018, amending the Fifth Article of the Articles of Incorporation and Article IV, Section 1 of the By-laws to increase the number of directors of the Bank from eleven (11) to twelve (12), will be presented to the stockholders for their approval.

**11. Other Matters**

All matters that arise after the notice, agenda, and information statement have been sent out may be presented for the consideration of the stockholders. Other businesses as may properly come before the stockholders may also be raised.

**12. Adjournment**

The Chairman will adjourn the meeting when the scheduled order of business is completed and no further business or matter is considered or raised.