

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Please be notified that pursuant to Article III, Section 2 of the Amended By-Laws of China Banking Corporation (China Bank), the annual meeting of stockholders will be conducted virtually via <https://www.chinabank.ph/asm2020> on June 18, 2020, Thursday, at 4:00 P.M., for the following purposes:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of Annual Meeting of Stockholders on May 2, 2019
5. Annual Report to Stockholders
6. Approval of the Audited Financial Statements for the year ended December 31, 2019
7. Ratification of all acts of the Board of Directors, Executive Committee, other Committees, and Management during the year 2019, including the ratification of related party transactions
8. Election of Directors
9. Appointment of External Auditor
10. Amendment of By-Laws
11. Other Matters
12. Adjournment

Stockholders of record as of May 27, 2020 shall be entitled to notice of and vote at the meeting. The stock and transfer books of China Bank will be closed from June 3 to 18, 2020.

Because of the present situation, stockholders may only attend the meeting by remote communication through an online live broadcast and exercise their right to vote *in absentia* through the Bank's secure online voting system or by appointing a proxy. There will be audio and video recordings of the meeting.

Stockholders intending to participate by remote communication and exercise the right to vote *in absentia* should notify the Bank by sending an e-mail to [OCSSTOCKS@chinabank.ph](mailto:OCSSTOCKS@chinabank.ph) and register through the Bank's online registration system on or before June 11, 2020. All information submitted shall be subject to verification and validation of the Corporate Secretary. After verification and validation, an e-mail containing their log-in details for the online voting system shall be sent to the stockholders. The procedures for online registration and verification, online voting *in absentia*, and participation in the meeting through remote communication are set forth in Schedule "B" of the Definitive Information Statement which can be accessed through China Bank's website, [www.chinabank.ph/asm2020](http://www.chinabank.ph/asm2020).

Stockholders who have successfully registered and been duly verified can access the online livestreaming of the annual stockholders' meeting and vote *in absentia*.

Stockholders intending to participate by appointing a proxy should submit their proxy forms to the Office of the Corporate Secretary at the 11th Floor China Bank Building, 8745 Paseo de Roxas corner Villar St., Makati City, by e-mail ([OCSSTOCKS@chinabank.ph](mailto:OCSSTOCKS@chinabank.ph)), or by fax ([+632]888-55135) not later than June 11, 2020, 5:00 P.M.

Makati City, May 22, 2020.

  
**ATTY. CORAZON I. MORANDO**  
Vice President & Corporate Secretary

\*For the explanation of each agenda item, please refer to the attached Annex "A".

## EXPLANATION OF AGENDA ITEMS

**1. Call to Order**

Chairman Hans T. Sy will welcome the stockholders and guests and formally begin the 2020 annual meeting of stockholders of China Bank.

**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 posted in the Bank's website and PSE Edge and sent 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 two newspapers 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 by proxy, through remote communication or *in absentia* shall constitute a quorum and be competent to transact business.

Stockholders intending to participate by remote communication and exercise the right to vote *in absentia* should notify the Bank by sending an e-mail to [OCSSTOCKS@chinabank.ph](mailto:OCSSTOCKS@chinabank.ph) and register through the Bank's online registration system on or before June 11, 2020. All information submitted shall be subject to verification and validation of the Corporate Secretary. After verification and validation, an e-mail containing their log-in details for the online voting system shall be sent to the stockholders. The procedures for online registration and verification, online voting *in absentia*, and participation in the meeting through remote communication are set forth in Schedule “B” of the Definitive Information Statement which can be accessed through China Bank's website, [www.chinabank.ph/asm2020](http://www.chinabank.ph/asm2020).

**4. Approval of the Minutes of Annual Meeting of Stockholders on May 2, 2019**

Stockholders will be asked to approve the minutes of the stockholders' meeting held on May 2, 2019, 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 2018 and immediately preceding the meeting, election of the Board of Directors, appointment of external auditor, delegation to the Board of Directors of power to amend by-laws, and announcement of the declaration of cash dividends. The minutes may be accessed through the China Bank's website.

**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 year 2019. A copy of the annual report is posted in the Bank's website.

**6. Approval of the Audited Financial Statements for the year ended December 31, 2019**

Stockholders will be provided information about the financial position, performance and changes in the financial position of the Bank. The financial statements are included in the Information Statement posted in the Bank's website.

**7. Ratification of all acts of the Board of Directors, Executive Committee, other Committees, and Management during the year 2019, including the ratification of related party transactions**

All acts of the Board of Directors, Executive Committee, other Committees, and Management during the year 2019, including the ratification of related party transactions, will be presented to the stockholders for their approval and ratification.

**8. Election of Directors**

The Chairman of the Nominations Committee and/or Corporate Governance Committee will present the nominees for election as members of the Board of Directors, including the independent directors. The list of nominees, with their profiles, are provided in the Information Statement posted in the Bank's website.

**9. Appointment of External Auditor**

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

**10. Amendment of By-Laws**

The Board resolution of March 25, 2020 amending the By-Laws in order to update and clarify processes and practices of the business and comply with the requirements of the Revised Corporation Code of the Philippines and the Bangko Sentral ng Pilipinas' Manual of Regulations for Banks, 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 published 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.