

03 February 2021

**THE PHILIPPINE STOCK EXCHANGE, INC.**

6th Floor PSE Tower  
5th Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

**Attention: MS. JANET A. ENCARNACION**  
Head, Disclosure Department  
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**PHILIPPINE DEALING & EXCHANGE CORP.**

29th Floor BDO Equitable Tower  
8751 Paseo de Roxas, Makati City

**Attention: ATTY. MARIE ROSE M. MAGALLEN-LIRIO**  
Head, Issuer Compliance and Disclosure Department  
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Mesdames:

In compliance with your requirements, please be informed that during its regular meeting held this afternoon, 03 February 2021, the Board of Directors of China Banking Corporation (the Bank) took up and approved, confirmed, and/or ratified the following matters:

1. 2021 Rules Governing the Nomination and Election of Directors, with Nomination Form, and to set 02 March 2021 as the deadline for nominations for directors and independent directors for election at the Bank's Annual Stockholders' Meeting scheduled on 06 May 2021;
2. Interlocking directorship of **MS. CLAIRE ANN T. YAP**, Independent Director of the Bank, in China Bank Securities Corporation (CBSEC) effective 17 December 2020;
3. Interlocking directorship of **MS. CLAIRE ANN T. YAP**, Independent Director of the Bank, in China Bank Savings, Inc. (CBSI) effective 17 December 2020;
4. Secondment of **MR. PATRICK S. HERNANDEZ**, Head of the Bank's Administrative Services - Office Services Unit, to CBSI as its Head of General Services effective 01 February 2021, subject to the CBSI Board approval;
5. Recall of the secondment of **MR. JOSE G. RAMOS, JR.** as Manager/Officer of Administrative Services of CBSI effective 14 January 2021 and his return to the Bank's Administrative Division to occupy a position under the Property Management and Leasing Department;
6. Appointment of **MR. ALOYSIUS C. ALDAY, JR.** as Senior Vice President and Group Head of the Bank's Cards Business and Customer Contact Center Group effective 18 January 2021; and



7. Promotion effective 01 February 2021 of **ATTY. AILEEN PAULETTE S. DE JESUS**,  
Chief Compliance Officer, from Vice President I to Vice President II.

Thank you.

Very truly yours,

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

ROP 16

## 2021 RULES GOVERNING THE NOMINATION AND ELECTION OF DIRECTORS

*Section 1. **Period.*** – All nominations for Directors and Independent Directors shall be submitted to the Office of the Corporate Secretary on or before **02 March 2021**, and thereafter be referred to the Nominations and Corporate Governance Committees (Committees) for evaluation and action.

*Section 2. **Form and Content.*** – The nomination shall be (1) in writing; (2) duly signed by the nominating stockholder or said stockholder's representative duly authorized in writing; and (3) with the written acceptance and conformity of the person being nominated (Nominee). The nomination must indicate whether the nominee is intended to be, or not intended to be, an Independent Director, and shall contain the nominee's age, educational attainment, and full disclosure of work and/or business experience and/or affiliations. The attached **Nomination Form** may be used for convenience.

*Section 3. **Qualifications.*** – The Directors and Independent Directors shall be elected from among the Bank's stockholders. All nominees for Directors and Independent Directors must be fit and proper for the position of a director, and possess the minimum requirements/qualifications and none of the disqualifications prescribed by the relevant regulatory agencies/offices of publicly listed banks. Age, integrity, knowledge, educational background, skills, industry experience, values, independence, time commitment, and other criteria to ensure diversity to achieve optimal composition of the Board, and that each member is fit and proper for the position of a director/independent director, will be considered.

*Section 4. **List of Candidates.*** – The Committees shall pre-screen the qualifications of the nominees on the basis of the nominations and/or supporting papers and prepare a final list of candidates containing all relevant information about the nominees, and indicate the nominees for independent directors, if any (Final List of Candidates). In the unlikely event that no one among the stockholders who made the nominations indicated any particular nominee as nominee for independent director, the Committees shall endorse by majority vote of their members the nominees for independent directors who meet the guidelines/criteria set by the regulatory agencies/offices of listed banks.

*Section 5. **Nomination of the Committees.*** – If there are not enough nominees for directors and/or independent directors, the Nominations and/or Corporate Governance Committees, jointly or separately, as may be agreed upon among the members, may by majority vote nominate such number of nominees for the said position/s and include them in the final list to be submitted at the stockholders' meeting.

*Section 6. **Final List of Candidates.*** – Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Director/s or Independent Director/s, as the case may be. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

# NOMINATION FORM

PLEASE CHECK PROPER BOX:

- ☐ - Nominee for  
Independent Director <sup>b</sup>
- ☐ - Not a nominee for  
Independent Director

NAME OF NOMINEE <sup>a</sup>

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

PLACE OF BIRTH : \_\_\_\_\_ NAME OF SPOUSE : \_\_\_\_\_

RESIDENTIAL ADDRESS : \_\_\_\_\_ TEL. NO. : \_\_\_\_\_ CELL. NO. : \_\_\_\_\_

OFFICE ADDRESS : \_\_\_\_\_ TEL. NO. : \_\_\_\_\_

EDUCATIONAL BACKGROUND/ATTAINMENT <sup>c</sup>: (Please attach separate sheet, if necessary)

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

DIRECTORSHIP/POSITION IN OTHER CORPORATIONS/ASSOCIATIONS: (Please attach 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>PARTICULARS &amp; NATURE OF OFFENSE</u>	<u>COURT/BODY</u>	<u>DATE COMPLAINT/ INFORMATION WAS FILED</u>
_____	_____	_____
_____	_____	_____

CONFORMITY & ACCEPTANCE:

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
PRINTED NAME OF NOMINEE

\_\_\_\_\_  
DATE SUBMITTED

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
PRINTED NAME OF NOMINATOR-STOCKHOLDER  
OR AUTHORIZED REPRESENTATIVE <sup>d</sup>

\_\_\_\_\_  
RELATION TO NOMINEE

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

**CERTIFICATION <sup>e</sup>**  
**(Nominee for Independent Director)**

As a nominee for Independent Director of the 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, 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, 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 \_\_\_\_\_, 2021.

\_\_\_\_\_  
Signature of Nominee for Independent Director

Republic of the Philippines)  
City of \_\_\_\_\_) s.s.

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_\_, 2021 in \_\_\_\_\_, affiant exhibiting to me his/her \_\_\_\_\_ issued on \_\_\_\_\_ in \_\_\_\_\_.

Notary Public

Doc No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of 2021.

- a - must be an owner of at least one (1) share of stock of the Bank (*Sec. 22, The Revised Corporation Code*); must be fit and proper for the position of a director, and must have attended a seminar on corporate governance for board of directors (*Section 132, Manual of Regulations for Banks (MORB)*).
- 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 The Securities Regulation Code (SRC), and its Amended Implementing Rules and Regulations (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 Securities Regulation Code, committed within five (5) years prior to the date of his election (*Rule 38.3, AIRR of the SRC*);
  - 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*).