

MINUTES OF THE 2019 ANNUAL MEETING OF STOCKHOLDERS OF CHINA BANKING CORPORATION

*Held at the Penthouse, China Bank Building
8745 Paseo de Roxas cor. Villar St., Makati City
May 2, 2019 at 4:01 p.m.*

Directors Present:

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| Mr. Hans T. Sy | - Chairman of the Board, Chairman of the Executive and Compliance Committees, and Member of the Risk Oversight and Remuneration Committees |
| Mr. Gilbert U. Dee | - Vice Chairman of the Board, and Member of the Executive Committee |
| Mr. William C. Whang | - Director, President, and Member of the Executive and Trust Investment Committees |
| Mr. Peter S. Dee | - Director, and Member of the Executive and Trust Investment Committees |
| Mr. Joaquin T. Dee | - Director, and Member of the Executive, Audit, and Compliance Committees |
| Mr. Harley T. Sy | - Director, and Member of the Remuneration Committee |
| Mr. Herbert T. Sy | - Director, and Chairman of the Trust Investment Committee |
| Mr. Jose T. Sio | - Director, and Member of the Trust Investment Committee |
| Mr. Alberto S. Yao | - Lead Independent Director, Chairman of the Audit Committee, and Member of the Corporate Governance, Risk Oversight, Related Party Transactions, Nominations, Compliance, and Remuneration Committees |
| Ms. Margarita L. San Juan | - Independent Director, Chairman of the Risk Oversight Committee, and Member of the Corporate Governance, Related Party Transactions, Nominations, and Remuneration Committees |
| Mr. Philip S.L. Tsai | - Independent Director, Chairman of the Corporate Governance, Related Party Transactions, Nominations, and Remuneration Committees, and Member of the Audit Committee |

Director Absent:

None

Also Present:

- | | |
|---------------------------|------------------------------------|
| Mr. Ricardo R. Chua | - Advisor to the Board |
| Ms. Angeline Ann H. Hwang | - Nominee for Independent Director |
| Atty. Corazon I. Morando | - Corporate Secretary |

Also Present:

- | | |
|---------------------------------|--|
| Mr. Romeo D. Uyan, Jr. | - Chief Operating Officer |
| Mr. Patrick D. Cheng | - Chief Finance Officer |
| Mr. Alexander C. Escucha | - Head of the Investor and Corporate Relations Group |
| Mr. Benedict L. Chan | - Treasurer |
| Ms. Aileen Paulette S. De Jesus | - Chief Compliance Officer |
| Ms. Vicky Lee-Salas | - SyCip Gorres Velayo & Co. (SGV), External Auditor |
| Mr. Ray Francis C. Balagtas | - SGV Partner-in-Charge, External Auditor |
| Mr. Michael C. Capoy | - Stock Transfer Service, Inc., Transfer Agent |

Stockholders present in person or represented by proxy:

2,162,193,867 shares (See Annex A for the list of stockholders and other attendees)

I. CALL TO ORDER AND ROLL CALL

Investor and Corporate Relations Group (ICRG) Head Alexander C. Escucha led the attendees to the singing of the National Anthem and then to spend a moment of silence to honor the memory of Mr. Henry Sy, Sr., Honorary Chairman and Advisor to the Board, who passed on January 19, 2019 and of Lead Independent Director Roberto F. Kuan who passed on September 15, 2018.

Mr. Escucha next introduced the current members of the Board and Advisor to the Board Ricardo R. Chua. Then, he gave the floor to the Chairman.

Thereafter, the Chairman of the Board, Mr. Hans T. Sy, welcomed the stockholders and guests to the Bank's 2019 annual stockholders' meeting. He called the meeting to order and presided over the same. Atty. Corazon I. Morando, Corporate Secretary, took the minutes of the proceedings.

In order to abbreviate the proceedings, proxy holder Andrea A. Tan moved that the reading of the list of stockholders present in person or by proxy be dispensed with. There being no objection, the motion was duly seconded.

The list of the stockholders present in person or by proxy with their respective number of shares is hereto attached as Annex "A".

II. PROOF OF NOTICE OF MEETING

Chairman Hans Sy inquired from the Corporate Secretary about the sending of the notice of meeting to stockholders.

Atty. Morando reported that the Notice of Meeting with Explanation of Agenda Items and the Information Statement (SEC Form 20-IS) were submitted to the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE) on March 14 and 15, 2019, respectively. These were also sent to the stockholders of record on March 29 and April 01, 2019. Finally, the Notice of Meeting was published in The Philippine Star, a newspaper of general circulation, on March 25, 2019.

The Corporate Secretary certified that the required notice of meeting was sent in compliance with the Bank's By-Laws and the law and rules and regulations of the Bangko Sentral ng Pilipinas (BSP), SEC and PSE.

III. CERTIFICATION OF QUORUM

The Chairman asked the Corporate Secretary about the presence of quorum.

The Corporate Secretary announced that out of 2,685,899,812 total subscribed and outstanding shares of the Bank, the holders of 2,162,193,867 shares representing 80.5% or more than 2/3 of the outstanding capital stock of the Bank are present either in person or by proxy. The Corporate Secretary certified and declared the existence of a quorum competent to transact business.

In addition to the presence of the Bank's transfer agent, Stock Transfer Service, Inc. (STSI), the Corporate Secretary informed the stockholders and guests that representatives from the SyCip Gorres Velayo & Co. (SGV) are in attendance at the meeting to independently count and validate the votes cast at the meeting. Ballots were distributed to the stockholders or their representatives during the registration in accordance with the procedures stated in the Information Statement.

IV. APPROVAL OF MINUTES OF THE MAY 3, 2018 ANNUAL MEETING OF STOCKHOLDERS

The Chairman proceeded to the next item in the Agenda, which is the approval of minutes of the stockholders' meeting held on May 03, 2018. A summary of the minutes was included in the Information Statement sent to the stockholders. Copies of the minutes, which can also be accessed through the Bank's website www.chinabank.ph, were made available and/or provided to the stockholders prior to the meeting to allow them the opportunity to raise any question, comment or view arising therefrom.

The Chairman requested those who wish to raise questions or give comments to introduce themselves so that their presence can be properly acknowledged.

There being no objection or matter raised in relation to the minutes, on motion of proxy holder Hector B. Holgado, the reading of the minutes of the annual meeting of stockholders held on May 03, 2018 was dispensed with and all matters included therein were considered complete and accurate, and were approved for all intents and purposes, with the following breakdown of votes:

Opinion		Votes cast		Percentage (based on shares present or represented at the meeting)
For	-	2,162,114,280	-	99.996%
Against	-	0	-	0.000%
Abstain	-	79,587	-	0.004%

V. ANNUAL REPORT TO STOCKHOLDERS

Chairman Hans Sy called on Mr. Patrick D. Cheng, Chief Finance Officer (CFO), for a brief presentation of the highlights of the performance of the Bank for the year ended 2018.

Focusing first on the net income, CFO Cheng showed that the Bank earned P8.1 Billion in 2018 representing an 8% increase over the previous year and 12% compounded annual growth rate (CAGR) over the last four years, making the Bank rank 6 among the private domestic commercial banks by this measure. In terms of Return on Equity (ROE), the Bank performed at 9.5%, ranking fourth among the peer group and above peer average. The Bank ranks fifth in terms of consolidated total assets which stood at P866 Billion, as it improved its asset base by around 15% in line with the growth rate for the last four years. The Bank's net loans totaled P506 Billion, or 13% increase over the previous year.

CFO Cheng showed that the Bank ended 2018 with around P722 Billion worth of consolidated deposits, representing a 14% increase compared to 2017 figures. The Bank's total shareholders' equity increased by 5% to P88 Billion. The Total Capital Adequacy Ratio (CAR) was at 13%. Branch network grew to 620 or 32% higher than four years ago. The Bank has also expanded its access and distribution points as the number of ATMs as of last year reached 966.

CFO Cheng also highlighted some of the awards and distinctions received by the Bank last year, which included the ASEAN Corporate Governance Award (where the Bank was named as one of the Top 50 ASEAN Publicly-listed Companies and Top 3 in the country) and the BSP Pagtugon Award for Best in Customer Service and Response. The Bank's subsidiary, China Bank Capital Corporation, also managed to garner a number of awards from the global and regional publications, local investment house associations, and Philippine dealing system annual awards.

After the presentation, the Chairman asked if there were any comments or questions, and there being none raised, proxy holder Jay Angelo N. Anastacio moved that the Annual Report, given to the stockholders in attendance and as presented by CFO Cheng, be approved.

The motion was seconded and carried, with the following breakdown of votes:

Opinion	Votes cast		Percentage (based on shares present or represented at the meeting)
For	-	2,161,051,406	- 99.947%
Against	-	0	- 0.000%
Abstain	-	1,142,461	- 0.053%

VI. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2018

For this item in the agenda, stockholder Belenette C. Tan moved that the financial statements for the year ended December 31, 2018, sent out to the stockholders as part of the Information Statement and covered in part by the presentation of CFO Cheng, be approved. Her motion was seconded, with the following breakdown of votes:

Opinion	Votes cast		Percentage (based on shares present or represented at the meeting)
For	-	2,161,051,406	- 99.947%
Against	-	0	- 0.000%
Abstain	-	1,142,461	- 0.053%

VII. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, OTHER COMMITTEES, AND MANAGEMENT

On motion made by stockholder Ma. Hildelita P. Alano, and duly seconded, all acts of the Board of Directors, which include approvals of additional capital infusions of P500 Million to China Bank Savings, Inc. and P40 Million to Manulife China Bank Life Assurance Corporation, and related party transactions discussed on pages 15-19 of the Information Statement and in Note 29 of the Audited Financial Statements; and all the acts of the Executive Committee and of the various committees of the Bank and Management, during the fiscal year 2018 and immediately preceding this stockholders' meeting, were approved, confirmed and ratified for all intents and purposes:

Name of Related Party	Transaction	Amount
Allfirst Equity Holdings, Inc. (Related Party)	FX Pre-Settlement Risk Line	\$ 8.0 M
Anchor Land Holdings, Inc. and Subsidiaries (Related Party)	Purchase of CTS Receivables	₱ 140.7 M
Anchor Properties Corporation (APC) (Related Party)	8-Year Term Loan	₱ 4.7 B
	Outstanding	₱ 765.0 M
	Bridge Loan Facility	₱ 1.3 B
	Omnibus Line	₱ 1.0 B
	Outstanding - CTS	₱ 24.5 M
Belle Corporation (Affiliate)	5-year Term Loan	₱ 2.5 B
BDO Private Bank	Buy Bond	₱ 601.1 M
	Buy FX	₱ 674.4 M

Name of Related Party	Transaction	Amount
(Affiliate)	Sell Bond	₱ 250.0 M
	Sell FX	₱ 570.4 M
BDO Private Wealth Advisory and Trust Group (Affiliate and a Group in the Bank)	Sell Bond	₱ 640.1 M
	Sell BondMMDiscount	₱ 1.2 B
BDO Securities (Affiliate)	Buy Equity	₱ 964.7 M
	Sell Equity	₱ 964.7 M
BDO Universal Bank (Affiliate)	Buy Bond	₱ 200.8 M
	Buy FX	₱ 12.5 B
	Buy FX Swap	₱ 4.9 B
	Sell Bond	₱ 1.1 B
	Sell FX	₱ 5.1 B
	Sell FX Swap	₱ 1.3 B
	Investment in SSA	₱ 4.4 B
	Counterparty – SSA	₱ 1.5 B
Carmen Copper Corporation (Related Party)	1-year Bridge Loan Facility	₱ 170.0 M
	Extension of Bridge Loan Facility Outstanding	\$ 170.0 M
China Bank Capital (Subsidiary)	Buy BondMMDiscount	₱ 750.0 M
	Sell Bond	₱ 735.6 M
	Sell BondMMDiscount	₱ 100.0 M
	Purchase of corporate bonds	₱ 200.0 M
	Additional contribution to IMA account	₱ 900.0 M
China Bank Savings (Subsidiary)	IBCL	\$ 5.0 M
	Fixed Income	₱ 3.2 B
	Trade transactions	₱ 200.0 M
	Fund transfer to HO	₱ 64.3 M
	Buy FX	₱ 74.8 M
	Sell Bond	₱ 550.0 M
	Sell BondMMDiscount	₱ 2.6 B
	Investment in SSA	₱ 1.8 B
	Counterparty – SSA	₱ 562.1 M
	Renewal of Omnibus Line Outstanding	₱ 200.0 M ₱ 39.6 M
China Bank Securities (Subsidiary)	Broker – Purchase / sale of stocks	₱ 431.8 M
		\$ 14.8 M
	Domestic Bills Purchase Line	₱ 50.0 M
CBC Trust Group (A Group in the Bank)	Buy Bond	₱ 900.0 M
	Buy BondMMDiscount	₱ 1.5 B
	Sell Bond	₱ 783.7 M
	Sell BondMMDiscount	₱ 558.3 M
Clara Sy (Officer)	Initial contribution to IMA account	₱ 60.0 M

Name of Related Party	Transaction	Amount
Elizabeth Tan Sy and Eric Charles Sy Uy (Close family members of a Director)	Additional contribution to IMA account	₱ 864.5 M
GOTAMCO Realty Investment Corporation (GRIC) (Related Party)	New Loan Line	
	7.5-year Term Loan Outstanding	₱ 1.6 B ₱ 220.0 M
	7-year Term Loan Outstanding	₱ 1.1 B ₱ 170.0 M
	Bridge Loan Facility	₱ 1.3 B
	Renewal of Omnibus Line (Loan Limit Shared with Anchor Holdings) Outstanding	₱ 1.0 B ₱ 13.0 M
	Renewal of 6-year term loan Outstanding	₱ 4.1 B ₱ 1.1 B
Hans Sy (Director)	Equities Purchase	₱ 2.9 B
Hans Sy, Jr. (Close family member of a Director)	Initial contribution to PMT account	₱ 425.0 M
	Additional Contribution	₱ 418.5 M
Henry Sy, Sr. (Related Interest)	Renewal of Loan Line	₱ 300.0 M
Herbert Sy and Hendrick Sy (Director / Related Interest)	Additional contribution to IMA account	₱ 709.6 M
Herbert Sy and Herbert Sy, Jr. (Director / Related Interest)	Additional contribution to IMA account	₱ 206.5 M
JJACCIS Development Corporation / Suntree Holdings Corporation (Stockholder / Related Interest)	Renewal and increase of Omnibus Line Outstanding	₱ 690.0 M ₱ 387.4 M
	Cancellation of Loan Line	₱ 100.0 M
Manulife Asset Management and Trust Corporation (Related Party)	Sell Bond	₱ 59.0 M
MMPC Auto Financial Services Corporation (Related Party)	Loan Line	₱ 200.0 M
	5-year Term Loan	₱ 1.0 B
National Grid Corporation of the Philippines (Related Party)	Extension of the Standby LC Outstanding	\$ 79.0 M
	Renewal of Pre-Settlement Risk Line	\$ 1.0 M
New Golden City Builders and Development (Related Interest)	L/C Line	\$ 1.0 M
	Additional contribution to IMA account	₱ 200.0 M
	Initial contribution to UITF account	₱ 70.0 M
NLEX Corporation (Related Party)	Initial public offering of bonds	₱ 325.0 M
One Network Bank (Affiliate)	Sell Bond	₱ 430.9 M
Ortigas & Company, Limited Partnership (Related Party)	Participation up the full amount of the 10-year P5B Corporate Note Facility Outstanding	₱ 5.0 B ₱ 2.5 B
	Loan Line	₱ 500.0 M
Pasajero Motors Corporation	Omnibus Loan Line	₱ 55.0 M

Name of Related Party	Transaction	Amount
(Related Party)	Outstanding	₱ 53.0 M
Petrogreen Energy Corporation (Related Party)	Omnibus Line	₱ 600.0 M
	Outstanding	₱ 382.7 M
	Domestic Bills Purchase Line	₱ 5.0 M
	Pre-settlement Risk Line	\$ 200,000
	Settlement Risk Line	\$ 1.0 M
	Review of Term Loan Outstanding	₱ 500.0 M ₱ 421.4 M
Planters Development Bank Employees' Retirement Fund (Subsidiary)	Initial contribution to IMA account	₱ 81.0 M
Posh Properties Development Corporation (PPDC) (Related Party)	Bridge Loan Facility	₱ 1.3 B
	Review of Term Loans	
	10-year term loan Outstanding	₱ 4.1 B
	10-year term loan Outstanding	₱ 1.2 B ₱ 1.0 B
	7-year term loan (PPDC) Outstanding	₱ 3.7 B ₱ 1.7 B
	Omnibus Line Outstanding – CTS Outstanding	₱ 1.0B ₱ 218.4 M ₱ 300.0 M
	Initial contribution to IMA account	₱ 100.0 M
Reynaldo Jardin Macaraig & Teresita Catalya Macaraig & Rowena Macaraig Chuabio & Ruel Antonio Catalya Macaraig (Related Interest)		
Rizal Commercial Banking Corporation (Related Party)	Buy Bond	₱ 800.4 M
	Sell Bond	₱ 1.0 B
	Sell BondMMDiscount	₱ 70.9 M
RCBC Savings Bank (Related Party)	Buy Bond	₱ 50.0 M
	Sell Bond	₱ 100.0 M
	Sell BondMMDiscount	₱ 50.0 M
SM Development Corporation (Affiliate)	Renewal of Loan Line	₱ 1.0 B
	Renewal of Bills Purchase Line	₱ 50.0 M
	3-year Term Loan	₱ 1.5 M
	Term Loan	₱ 2.1 M
SM Investments Corp. / Sybase Equity Investments Corp. / Multi-Realty Development Corp. (Stockholder / Affiliate)	Renewal of Loan Line	₱ 15.5 B
	Grant of FX Pre-Settlement Line (for SMIC)	\$ 12.5 M
SM Prime Holdings Inc. / SM Hotels and Conventions Corp. / Costa del Hamillo, Inc. (Affiliate / Related Party)	Renewal of Loan Line	₱ 3.0 B
	Renewal of Bills Purchase Line	₱ 100.0 M
Sps. Irwin and Consuelo Ponce (Related Interest)	Increase of Loan Line Outstanding	₱ 95.0 M ₱ 89.8 M
St. Luke's Hospital (Global City), Inc.	7-year Term Loan	₱ 3.0 B

Name of Related Party	Transaction	Amount
(Related Party)	Renewal of Omnibus Line	\$ 2.0 M
Summerhills Home Development Corporation (Related Party)	Renewal of Loan Line	₱ 500.0 M
Sun Life Grepa Financial, Inc. (Related Party)	Buy Bond	₱ 134.0 M
Sysmart Corporation (Stockholder)	Renewal of Loan Line Outstanding	₱ 5.0 B ₱ 2.5 B
2GO Group, Inc./ 2GO Express, Inc./Special Container and Value Added Services (Related Party)	Loan Line	₱ 1.0 B
	Domestic Bills Purchase Line	₱ 100.0 M

The breakdown of votes was as follows:

Opinion	Votes cast	Percentage (based on shares present or represented at the meeting)
For	- 2,161,051,406	99.947%
Against	- 0	0.000%
Abstain	- 1,142,461	0.053%

VIII. ELECTION OF THE BOARD OF DIRECTORS

On the next item in the agenda – election of twelve (12) members of the Board of Directors for the ensuing year, the Chairman called on the Chairman of the Nominations and Corporate Governance Committees, Mr. Philip S.L. Tsai, to announce the nominees for election.

According to Mr. Tsai, based on the determination by the Nominations and Corporate Governance Committees, and as confirmed by the Board of Directors, the following nominees for directors and independent directors were found to possess all the qualifications and none of the disqualifications of a director or independent director, and their qualities are aligned with the Bank's strategic directions: (a) nominees for director – Mr. Hans T. Sy, Mr. Gilbert U. Dee, Mr. William C. Whang, Mr. Peter S. Dee, Mr. Joaquin T. Dee, Mr. Herbert T. Sy, Mr. Harley T. Sy, and Mr. Jose T. Sio; and (b) nominees for independent director – Mr. Alberto S. Yao, Ms. Margarita L. San Juan, Mr. Philip S.L. Tsai and Ms. Angeline Ann H. Hwang.

On motion made by stockholder Evelyn T. Alameda and duly seconded, the 12 nominees, including the four (4) nominees for independent directors, enumerated by the Nominations and Corporate Governance Committees Chairman Philip Tsai, and also listed on page 13 of the Information Statement distributed to the stockholders, were declared duly elected directors.

The votes cast were as follows:

Name of Director	Type of Director	Votes Cast	Percentage (based on shares present or represented at the meeting)
Hans T. Sy	Director	For	- 2,161,768,439
		Against	- 276,541
		Abstain	- 148,887
			99.980% 0.013% 0.007%

Gilbert U. Dee	Director	For	-	2,162,117,340	99.996%
		Against	-	0	0.000%
		Abstain	-	76,527	0.004%
William C. Whang	Director	For	-	2,162,117,340	99.996%
		Against	-	0	0.000%
		Abstain	-	76,527	0.004%
Peter S. Dee	Director	For	-	2,162,117,340	99.996%
		Against	-	0	0.000%
		Abstain	-	76,527	0.004%
Joaquin T. Dee	Director	For	-	2,162,044,980	99.993%
		Against	-	0	0.000%
		Abstain	-	148,887	0.007%
Herbert T. Sy	Director	For	-	2,158,226,260	99.816%
		Against	-	273,481	0.013%
		Abstain	-	3,694,126	0.171%
Harley T. Sy	Director	For	-	2,162,044,980	99.993%
		Against	-	0	0.000%
		Abstain	-	148,887	0.007%
Jose T. Sio	Director	For	-	2,161,926,131	99.988%
		Against	-	118,849	0.005%
		Abstain	-	148,887	0.007%
Alberto S. Yao	Independent Director	For	-	2,161,771,499	99.980%
		Against	-	273,481	0.013%
		Abstain	-	148,887	0.007%
Margarita L. San Juan	Independent Director	For	-	2,162,117,340	99.996%
		Against	-	0	0.000%
		Abstain	-	76,527	0.004%
Philip S.L. Tsai	Independent Director	For	-	2,162,117,340	99.996%
		Against	-	0	0.000%
		Abstain	-	76,527	0.004%
Angeline Ann H. Hwang	Independent Director	For	-	2,162,117,340	99.996%
		Against	-	0	0.000%
		Abstain	-	72,527	0.004%

In response to stockholder Genevieve Huang's question on the background of Independent Director Angeline Ann Hwang, Mr. Escucha responded that the information about Ms. Hwang was included in the Information Statement submitted to the PSE and SEC and sent to the stockholders of record in March and April.

Chairman Hans Sy then asked all the newly elected directors to stand up to be recognized.

For the two newest members of the Board, the Chairman introduced them to the attendees by highlighting some of their accomplishments. For Independent Director Philip Tsai, Chairman Sy mentioned that he was first elected independent director on November 7, 2018 to serve the unexpired term of the late Mr. Roberto F. Kuan, and that he has had more than 35 years of banking experience including his stint as Region Head for the Retail Banking Business – Metro Manila South of the Bank until his retirement in 2015.

For Independent Director Angeline Ann Hwang, Chairman Sy mentioned that she has had 45 years of experience in Philippine banking, ranging from international trade finance to account management/relationship management for SME and middle market segments as well as branch banking, branch administration and branch expansion.

IX. APPOINTMENT OF EXTERNAL AUDITOR

Proceeding with the next item in the agenda, the Chairman called on Mr. Alberto S. Yao, Audit Committee Chairman.

Mr. Yao stated that the Audit Committee evaluated the performance of the external auditor and recommends with the endorsement of the Board the re-appointment of SyCip Gorres Velayo & Co. as the Bank's external auditor.

On motion of stockholder Belenette C. Tan duly made and seconded, the incumbent external auditor, SyCip Gorres Velayo & Co. (SGV), was re-appointed external auditor of the Bank for the ensuing year.

The votes for the re-appointment of the external auditor were broken down as follows:

Opinion		Votes cast		Percentage (based on shares present or represented at the meeting)
For	-	2,162,044,980	-	99.993%
Against	-	72,360	-	0.003%
Abstain	-	76,527	-	0.004%

X. DELEGATION TO THE BOARD OF DIRECTORS OF POWER TO AMEND BY-LAWS

The matter of the delegation to the Board of Directors of the power to amend By-laws was included in the Information Statement distributed to the stockholders.

The Chairman informed the Body that the Board of Directors, in its regular meeting on May 2, 2019, approved to endorse a resolution in favor of the delegation to the Board of Directors of the power to amend or repeal or adopt new By-laws.

On motion duly made by stockholder Alvin A. Quintanilla and seconded, the following resolutions were unanimously approved –

'WHEREAS, on May 2, 2019, the Board of Directors of the Corporation approved the following resolutions:

"The Board members discussed extensively about the need to amend or repeal the Bank's By-laws or adopt a new one, to update and clarify processes and practices of the business, and comply with the requirements under the Revised Corporation Code and other relevant regulatory issuances.

The Board likewise discussed that while the Bank's By-laws has an enabling provision under Article XII, Section 2, the actual delegation should be approved by the stockholders in a resolution adopted by at least 2/3 of the outstanding capital stock, following the Securities and Exchange Commission's opinion on the matter.

After discussion, on motion duly made and seconded, all the members of the Board unanimously approved the following resolutions –

'RESOLVED, that subject to the affirmative vote by at least 2/3 of the outstanding capital stock of the Bank at the scheduled regular annual meeting of the stockholders on May 02, 2019, and thereafter, to the evaluation and approval of the Bangko Sentral ng Pilipinas, and the Securities and Exchange Commission, the delegation to the Board of Directors of the power to amend or repeal or adopt new By-laws is hereby endorsed for approval.

'RESOLVED ALSO, that the Board be authorized, as it is hereby authorized, to make such approval/s or amendment/s to these resolutions as may be necessary to comply with any other requirement/s of the regulatory agency/ies concerned.

'RESOLVED, FINALLY, that the Corporate Secretary/Assistant Corporate Secretary be authorized, as she is hereby authorized, to give notice of the foregoing approvals to the regulatory offices concerned.'

'NOW, THEREFORE, BE IT RESOLVED, that the Stockholders of this Corporation approve, as they hereby approve *en toto*, the resolutions of the Board of Directors during their meeting on May 02, 2019 as above-quoted, approving to endorse the delegation to the Board of Directors of the power to amend or repeal or adopt new By-laws.

'BE IT RESOLVED FINALLY, that the Board of Directors is hereby fully empowered and authorized to do such other act/s as may be necessary or required by the regulatory agency/ies concerned to carry into effect the foregoing resolutions.'

The votes for the delegation to the Board of Directors of the power to amend or repeal or adopt new By-laws, were broken down as follows:

Opinion		Votes cast		Percentage (based on shares present or represented at the meeting)		Percentage (based on total outstanding shares)
For	-	2,154,329,473	-	99.636%	-	80.209%
Against	-	7,787,867	-	0.360%	-	0.290%
Abstain	-	76,527	-	0.004%	-	0.003%

XI. OTHER MATTERS

The Chairman announced that the Board of Directors, in their meeting earlier, approved a cash dividend in the total peso amount of P2.364 Billion, from P2.229 Billion last year, representing 88 centavos per share. Further, the Board approved to set and/or recommend May 17, 2019 as the record date and May 31, 2019 as the payment/issuance date of the cash dividends, and to delegate to the President the authority to change the foregoing date/s as may be required to comply with the regulatory requirements.

The Chairman then opened the floor for the stockholders to ask questions or raise comments or concerns.

At that juncture, stockholder Justo K. Sy raised his observation that the price of the Bank's shares has dropped and described the Price-to-Book (P/B) ratio of 0.8x as low compared to other banks such as BDO's 1.6x. He then asked for the reason/s for the drop.

ICRG Head Mr. Escucha made a presentation on the performance of the stock price of the Bank. He stressed that the market trend shows a decline of the stock prices of all banks. Compared to other banks, China Bank's stock price declined the least since the start of the year. He cited that with respect to performance, the Bank's performance is at par with peers with 9% to 10% ROE, and even performed better versus other mid-tier banks for most of 2018 in terms of other ratios. He also cited market conditions, where even brokers like COL Financial agreed that an inverted yield curve is not good for bank stocks. He also mentioned about the increase in the BSP rates and the inflation rates led to the inverted/flat yield curve. The expectation and hope would be for the rates to normalize later in the year. He added that three (3) independent analysts agree that the Bank's fair value should be higher by at least 30% from its current price; in fact, China Bank is the only bank upgraded by broker BPI Securities with a recommendation of "Buy", from "Hold". In summary, CHIB is undervalued.

Another stockholder, Mr. Willy Lim, described the performance of the Bank as good based on what was presented earlier by CFO Cheng. He, however, viewed the dividend declaration of the Bank as diminishing compared to the past years when the Bank declared both cash and stock dividends. He asked for an explanation on how the dividend declaration is arrived at. Stockholders Justo Sy and Genevieve Huang raised the same sentiments as Mr. Lim.

CFO Cheng explained that the Bank declares dividends at a payout ratio of approximately 30% of net income of the prior year. Over the last three or so years, the dividend declaration of the Bank has gone up from 80 centavos to 83 centavos last year to 88 centavos this year. He further explained that as a result of the stock dividends declared in the past, the absolute per share has come down because the number of shares has increased. And considering the increase in the number of shares, the dividends the stockholders are getting presently are higher than before based on the smaller number of shares. CFO Cheng also stated that the dividends had to be adjusted to maintain the 30% payout ratio. In terms of absolute amount of dividends paid over the last 9 years, from P1.17 Billion paid in 2010, the Bank will be paying P2.36 Billion this year, which is the highest dividend by far in terms of absolute peso terms. He further explained that in declaring dividends, the Bank as a matter of policy looks into factors to ensure that healthy capital ratios are still maintained to support business, and considers the future expansion plans and capital needs of the Bank.

When stockholder Justo K. Sy said he bought more shares at P26.75, Mr. Escucha thanked him for his vote of confidence to the Bank.

Chairman Hans Sy assured the stockholders and guests that the objective of the Board is to protect the performance of the Bank. He reiterated that the decline in stock price is beyond the Board's discretion/responsibility as this is market-driven. He, however, happily reported that the Bank is continuing to perform very well, and its consistent growth comes from recurring income and not from one-time gains.

For stockholder Ms. Genevieve Huang, she suggested for the stockholders to use their cash dividends to buy more China Bank shares now that the prices are low.

Rev. Gerardo A. Alminaza, Bishop of San Carlos in Negros Occidental, stood to make some comments. He began by expressing that he is impressed that the Bank has a long banking tradition built on the foundation of trust, integrity, accountability and transparency. He was happy to note that the Bank is financing P7.2 billion worth of projects on renewable energy, even citing the P150 million green bond agreement with the International Finance Corporation to finance project to address climate change including renewable energy and water conservation initiatives. However, he appealed to the Bank to gradually divest from financing what he called dirty industries such as coal-fired power plants. For him, while stockholders need to be concerned with dividends, stockholder should be as concerned in having an ethical and sustainable investment.

Chairman Hans Sy thanked the bishop for his statement. He gave assurance that the Bank is doing its best to balance everything – supporting sustainability and maximizing income, among others. He cited the efforts of the SM Group in supporting renewable energy through the solar rooftops in its malls and the recycling of water since 1992. According to him, the Bank can be expected to contribute in any way it can.

XII. ADJOURNMENT

There being no other business to transact or matter raised by the stockholders, and upon motion made by proxy holder Jay Angelo N. Anastacio and duly seconded, the meeting was adjourned at 5:02 p.m.

In behalf of the Board of Directors and Management, the Chairman thanked the stockholders for their continued support.

(ORIGINAL SIGNED)

HANS T. SY

Chairman of the Board and of the Meeting

Attested by:

(ORIGINAL SIGNED)

ATTY. CORAZON I. MORANDO

Secretary of the Meeting