



(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

## **Recruitment and Selection of Members of the Board**

The Bank uses a formal, considered and transparent procedure for the appointment of new Directors. The proposed appointment will first be reviewed by the NRC, taking into account the balance of skills, knowledge and experience on the Board. Upon recommendation of the NRC, the proposed appointment will then be reviewed and, if thought fit, approved by the Board after due deliberation.

In accordance with the requirement under the Banking Ordinance, approval from the HKMA will need to be sought prior to the appointment of any person as a Director of the Bank.

The Bank issues appointment letters to each of the INEDs, setting out the terms and conditions of their appointments. For proposed appointment as INEDs of the Bank, the factors as laid down in the HKMA's Guidance on Empowerment of INEDs will be considered to assess the independence of a proposed INED of the Bank. The same factors will be revisited to reassess the independence of any INED who has served the Board of the Bank for more than 9 years, where applicable.

The Bank has in place Board Appointment and Succession Policy. The Board or NRC should satisfy itself that the candidate nominated for appointment is a fit and proper person for appointment, taking into account the following features and attributes of the candidate:

- age
- gender diversity
- education background and professional qualification
- experience, especially working and commercial experience
- stature and reputation in the community
- capability
- professional and/or business management skills
- track record
- independence of mind (particularly in the case of non-executive directors and INEDs)
- any financial or other interest in the business of the Bank
- other directorship
- intellectual strength
- fitness and propriety

Candidates as proposed Board members should not have any conflict of interest that may impede their ability to perform their duties independently and objectively or subject them to undue influence from:

- personal, professional or other economic relationships with other members of the board or management (or with other entities within the group)
- other persons including shareholders
- relationship arising from or connected to past or present positions held

A Board director candidate has to confirm that there is no conflict of interest prior to his/her appointment, apart from clearance under the relevant regulatory requirements relating to connected lending.