

Roles and Responsibilities of the Board of Directors

The Board of the Bank has the ultimate responsibility for the supervision, leadership, operations and financial soundness of the Bank. In discharging its responsibilities, the Board actively engages in the affairs of the Bank and is cognizant of material changes in the Bank's business and the external environment in which the Bank operates. The Board acts honestly and in good faith in the interest of the Bank, and on an informed and prudent basis, having regard to the legitimate interests of shareholders, depositors and other relevant stakeholders.

The Board possesses appropriate experience, competencies and personal qualities, including professionalism and integrity, to discharge its responsibilities adequately and effectively. In addition, the Board collectively has adequate knowledge and expertise relevant to each of the material business activities that the Bank pursues and the associated risks in order to ensure effective governance and oversight.

According to the Terms of Reference of the Board, the key responsibilities of the Board include:

- setting and overseeing the objectives and strategies of the Group
- approving annual budget and business plan, and monitoring performance and execution of plan
- overseeing the development and implementation of Environmental, Social and Governance and climate related strategies
- establishing and overseeing risk governance
- appointment and oversight of senior management, and ensuring competent management is in place
- setting corporate values and standards
- overseeing the remuneration policy
- ensuring a suitable and transparent corporate structure
- ensuring effective audit function and internal control
- ensuring an appropriate level of effectiveness in respect of the structure, operation and risk management of the Bank
- matters involving conflict of interest of substantial shareholder or any Director
- material acquisition or disposal of assets (not in the ordinary business or operation of the Bank), investments and business reorganization
- material capital projects with long-term commitments
- delegation of authority to Board level Committees or individual Directors (for approving specific transactions)
- delegation to Senior Management the authority and responsibility to manage the regular businesses and affairs of the Bank and its subsidiaries consistent with the objectives and strategies of the Bank, and within the risk framework and limits approved by the Board
- appointment of Directors and Senior Management
- actively engaging in succession plans for the chief executive and other key senior executives as appropriate

Board meetings are held at least 4 times a year. In addition, special Board meetings are held when necessary. Dates of regular Board and Board Committee meetings are scheduled in the prior year to provide sufficient notice to give all Directors an opportunity to attend. For special Board meetings, reasonable notice is given. Board agenda is approved following consultation with the Directors and Senior Management. All Board meetings involve the active participation, either in person or through other electronic means of communication, of Directors.