

# **PUBLIC BANK (HONG KONG) LIMITED**

## **Bank Culture Committee**

### **Terms of Reference**

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#### **1. Members of the Bank Culture Committee**

- 1) Mr. Lai Wan - Committee Chairman  
(Independent Non-Executive Director)
- 2) Tan Sri Dato' Sri Tay Ah Lek  
(Non-Executive Director)
- 3) Dato' Chang Kat Kiam  
(Non-Executive Director)
- 4) Mr. Quah Poh Keat  
(Non-Executive Director)
- 5) Mr. Lee Chin Guan  
(Independent Non-Executive Director)
- 6) Mr. Tang Wing Chew  
(Independent Non-Executive Director)

#### In Attendance

- 1) Mr. Tan Yoke Kong  
(Executive Director & Chief Executive of the Bank)
- 2) Mr. Ng Chee Khuen  
(General Manager & Alternate Chief Executive of the Bank)
- 3) Ms. Mina Chung Mei Chun  
(CSR Manager of the Bank)

#### **2. Chairman**

The Chairman of the Committee shall be appointed by the Board of Directors and shall be an Independent Non-Executive Director. In the absence of the Chairman of the Committee, the directors present shall elect one of themselves who is an Independent Non-Executive Director to chair the meeting.

### **3. Secretary**

The Company Secretary or any person appointed by the Board shall be the Secretary.

### **4. Composition**

The members of the Committee shall be appointed by the Board of Directors from amongst the Non-Executive Directors of the Bank and shall consist of not less than three members.

Where there is a specific need for information or clarification on any matters, the relevant staff may be invited to attend the specific part(s) of the Committee's meeting(s).

### **5. Quorum**

A quorum shall consist of three (3) members and shall comprise a minimum of two (2) independent directors.

### **6. Authority**

- 1) The Committee is authorised by the Board of Directors to develop and promote a sound corporate culture and behavioural standards that promote prudent risk-taking and fair treatment of customers within the Bank and its subsidiaries (the "Bank Group").
- 2) The Committee is authorised by the Board of Directors to direct and oversee the Bank Culture Steering Committee to perform bank culture related matters of the Bank Group.

### **7. Powers and Responsibilities**

- 1) To advise and assist the Board of Directors in discharging its responsibilities for the Bank Group's culture-related matters;
- 2) To develop and adopt a holistic and effective framework for fostering a sound culture within the Bank Group;
- 3) To formulate a regular process, with the assistance of relevant committees and departments, to review the effectiveness of the overall culture enhancement initiatives pursued by the Bank Group;
- 4) To approve, review and assess the adequacy of any relevant statement which sets out the Bank Group's culture and behavioural standards annually;
- 5) To ensure the statement as mentioned in item (4) is translated into policies and procedures (including training) that are relevant to the day-to-day work of different

levels of staff; and

- 6) To discuss and concur with the budgeting for environment, social and governance (ESG) activities and the allocation of adequate facilities and resources to the ESG Reporting Working Group to accomplish the tasks as assigned.

## **8. Frequency of Meetings**

At least once a year and on a need basis.

## **9. Reporting Procedures**

Minutes must be prepared to record fully all decisions and matters dealt with by the Committee and tabled to the Board of Directors for noting. A record of the attendance at each meeting should be maintained.

Updated in October 2020  
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