

AustChamShanghai



2020 Annual General Meeting

A G E N D A



Agenda

1. WELCOME

Welcome to the AustCham Shanghai Annual General Meeting 2020.

By Mr Craig Aldous, Chairman, AustCham Shanghai

2. CHAIRMAN'S REMARKS

By Mr Craig Aldous, Chairman, AustCham Shanghai

3. CEO REPORT

By Mr Jack Brady, Chief Executive Officer, AustCham Shanghai

4. PRESENTATION OF THE 2019 AGM MINUTES

To receive the signed minutes of the 2019 Annual General Meeting.

By Mr Craig Aldous, Chairman, AustCham Shanghai

5. PRESENTATION OF THE FINANCIAL REPORT

To receive and consider the 2020 Annual Report, including the 2019 Financial Report, 2019 Auditors Report and 2020 Financial Forecast.

By Mr Udo Doring, Audit and Risk Committee Chair, AustCham Shanghai

6. RESOLUTION TO ACCEPT THE ANNUAL REPORT

To receive, consider and, if thought fit, to pass the following

as an ordinary resolution:

"To adopt the 2020 Annual Report, including the Financial Report, Directors Report and Audit Report for the year ending 31 December 2019; the Financial Forecast for the year ending 31 December 2020 and the Legal Counsel Report."

Chaired by Mr Craig Aldous, Chairman, AustCham Shanghai

7. RESOLUTION OF DIVIDENDS

To receive, consider and, if thought fit, to pass the following as an ordinary resolution:

"No dividends to be paid for the year ending 31 December 2019."

Chaired by Mr Craig Aldous, Chairman, AustCham Shanghai

8. PRESENTATION OF THE ELECTION AUDITOR'S STATEMENT

Presented by Mr Craig Aldous, Chairman, AustCham Shanghai

As elected by the AustCham Shanghai Voting Members on 18th June 2020.

9. RESOLUTION TO ACCEPT THE ELECTION AUDITOR'S STATEMENT

To receive, consider and, if thought fit, to pass the following as an ordinary resolution:

"To adopt the 2020 Election Auditor's Statement as provided by Frances Gong, Regional Manager, CPA Australia."

Chaired by Mr Craig Aldous,

Chairman, AustCham Shanghai

10. APPOINTMENT OF THE COMPANY AUDITOR

Note that David Li of Prime Pillar CPA was appointed at the 2019 AGM as Company Auditor for a period of 2 years, from 1 January 2020 to 31 December 2022.

Chaired by Mr Craig Aldous, Chairman, AustCham Shanghai

11. APPOINTMENT OF THE COMPANY SUPERVISOR

To receive, consider and, if thought fit, to pass the following as an ordinary resolution:

"Based on the recommendation of the AustCham Shanghai Board of Directors, to appoint Mr Martyn Huckerby as Company Supervisor for a period of 3 years, from 1 January 2020 to 31 December 2022."

Chaired by Mr Craig Aldous, Chairman, AustCham Shanghai

12. RESOLUTION TO NOT AMEND THE HONG KONG CONSTITUTION FOR EGM PROVISION

To receive, consider and, if thought fit, to pass the following as an ordinary resolution:

"Based on the recommendation of the AustCham Shanghai Board of Directors, to not amend the Hong Kong Constitution with regards to quorum for an EGM."

Chaired by Mr Craig Aldous, Chairman, AustCham Shanghai



Explanatory Notes

The following notes have been prepared to assist members to better understand the business being considered at the Annual General Meeting 2020.

ITEM 4: PRESENTATION OF THE 2019 AGM MINUTES

The minutes of the previous year's Annual General Meeting, approved by the Board of Directors at the first meeting after the AGM, shall be presented to the membership for noting.

ITEM 5: PRESENTATION OF THE FINANCIAL REPORT

Under Chapter IV of the Ao Shang Hui Consulting (Shanghai) Co., Ltd Constitution, the shareholders (members) have the power to examine and approve the reports of the Board of Directors. Members will be given a reasonable opportunity at the meeting to ask questions. The 2019 Financial Report will be issued to Voting Members with the Formal Election Notice and made available on the Company website (www.austchamshanghai.com).

The Financial Report includes: the 2019 Financial Report, the 2019 Audit Report and the 2020 Financial Forecast.

Members shall also be provided with a financial update current as at 31 May 2020.

ITEM 6: RESOLUTION TO ACCEPT THE ANNUAL REPORT

In accordance with Chapter IV of the Ao Shang Hui Consulting (Shanghai) Co., Ltd Constitution, members shall be provided with a reasonable opportunity at the meeting to ask questions about the Annual Report. They will be presented with a proposal to accept the Annual Report, including: the 2019 Financial and Audit Report, the 2020 Financial Forecast, 2019 Directors Report and the Legal Counsel Report. The Annual Report also includes a statement on the Company's governance.

ITEM 7: RESOLUTION OF DIVIDENDS

Under Division 6 of the AustCham Consulting Ltd Constitution, the company may declare dividends at the general meeting, but must not exceed the amount recommended by directors. Directors may also set aside any sum from the company profits for reserves before recommending any dividend. Members will be given a reasonable opportunity at the meeting to ask questions, before being asked to approve the recommendation of the Board of Directors.

ITEM 8: PRESENTATION OF THE ELECTION AUDITOR'S STATEMENT

Under Chapter IV of the Ao Shang Hui Consulting (Shanghai) Co., Ltd Constitution, the shareholders (members) shall elect and appoint directors of the company. Members will be presented with the Election Auditor's Statement outlining the official election results.

ITEM 11: APPOINTMENT OF THE COMPANY SUPERVISOR

In accordance with Chapter VI of the Ao Shang Hui Consulting (Shanghai) Co., Ltd Constitution, the members shall appoint a Company Supervisor for a period of 3 years, and the Supervisor may serve consecutive terms upon expiration of his/her term if re-elected. Mr Martyn Huckerby was appointed as Company Supervisor at the 2017 Annual General Meeting for a three-year term. Members will be asked to approve the recommendation of the Board of Directors to appoint the Company Supervisor for a three-year term (1 January 2020 to 31 December 2022).

The Company Constitution specifies that the Company Supervisor may exercise the following powers: (a) To check the financial affairs of the Company; (b) To supervise the duty-related acts of Directors and Senior Managers, and to put forward proposals on the removal of Directors or Senior Managers who violate any law, administrative regulation, the Constitution or any resolution of the shareholder; (c) To demand Directors or Senior Manager to make corrections if his act has injured the interests of the Company; (d) To initiate actions against Directors or Senior Managers in accordance with Article 152 of Company Law of the People's Republic of China.

The Supervisor may attend Board meetings and raise questions or suggestions about the matters to be decided by the Board of Directors.

If the Supervisor finds that the Company is running abnormally, he may make

investigations. Where necessary, he may hire an accounting firm to assist him/her and the relevant expenses shall be borne by the Company. The expenses necessary for the Supervisor to perform his/her duties shall be borne by the Company.

ITEM 12: RESOLUTION TO RESCIND THE AGM 2019 RESOLUTION TO AMEND THE HONG KONG CONSTITUTION FOR EGM PROVISION

At the 2019 AGM, the AustCham Shanghai Board of Directors passed a resolution to amend the Hong Kong company Constitution to bring the requirement for a quorum in line with the requirement of the Shanghai Company Constitution. Subsequent legal advice from Ethos (Hong Kong) Ltd, advised that this was not necessary. The Board therefore recommends that last year's resolution be rescinded.

Voting Information

NOTE 1: ENTITLEMENT TO VOTE

Any member may participate in debate specifically related to their membership category; however only Voting Members in good standing and registered to attend may vote at the Annual General Meeting.

Voting Members are Corporate Members and Platinum Corporate Members.

Each Voting Member nominates a Voting Member Representative who, if the Voting Member is in good standing, has the right to attend the AGM and vote. Each Voting Member is entitled to one vote for each motion.

A resolution put to the vote at the meeting will be decided on by a show of hands. Decisions shall be passed by simple majority, except if otherwise provided in the Constitution. A declaration by the AGM Chairman that a resolution has been carried (either carried unanimously, or carried by a particular majority, or lost) will be conclusive evidence of the fact without further proof of the number of proportion of the votes recorded in favour of, or against such resolution. In case of a vote being tied, the Company Chairman will have the deciding vote.

Members may choose to waive their right to vote.

NOTE 2: PROXIES AND ABSENTEE VOTING

Any eligible Voting Member may authorise any other member to vote on their behalf at the Annual General Meeting. Notice of such proxy authorisation must be received in writing by the Company Secretary in advance of the meeting at which such proxy is to be voted. Alternatively, any eligible Voting Member may vote at any General Meeting of the Company by absentee ballot.

A proxy must be:

- An employee of the Voting Member Company; or
- A representative or employee of another Member Company (not

necessarily a Voting Member); or

- An Individual Member of AustCham Shanghai.

The Voting Member Representative must register the attendance of their proxy and the proxy must also register his or her attendance. The Deadline for the appointment of a proxy is exactly 24 hours prior to the start of the AGM.

It is the responsibility of the Voting Member Representative to instruct the duly appointed proxy to vote at the AGM.

On receipt of correctly completed proxy forms, the Company Secretary will acknowledge receipt and enter the details into the Record of Registered Proxies for the AGM.

A duly appointed proxy who is not a Voting Member Representative will have the same rights to speak and vote at General Meetings, just as a Voting Member Representative would.

Any Voting Member duly appointing a proxy shall either:

- Register a written preferred vote; or
- Allow the duly appointed proxy vote as informally instructed; or
- Allow the duly appointed proxy to vote according to any other agreed way.

A vote cast in accordance with the terms of the proxy appointment will be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid is received at the Company's registered office before the commencement

of the meeting or adjourned meeting at which the proxy is used.

NOTE 3: QUORUM

The quorum for an Annual General Meeting is 10% of Voting Members in Good Standing, including their proxies. Each absentee or proxy vote cast by eligible Voting Members and received by the Company Secretary will be counted in determining whether a quorum exists.

At exactly 24 hours prior to the start of the AGM, the Company Secretary will report the quorum for the AGM to the CEO and the Chairman of the Board.

The Company Secretary will not register the attendance of any Voting Member not considered to be in Good Standing. Any Member with monies outstanding for more than one (1) month from the date of the 2019 AGM are not considered to be in Good Standing. The calculation of one (1) month is 24 hours before the start of the AGM to the date exactly 30 days prior.

No business may be transacted unless a quorum of eligible Voting Members in Good Standing is present when the meeting proceeds to business. For business to continue the quorum must continue to be present until the conclusion of the meeting. Once a quorum is present and continues to be present (monitored), even if some Voting Members abstain from voting, the business of the AGM may proceed.

If a quorum is not present at the time set for AGM commencement, as stated in the Formal Invitation, the Company Secretary will monitor any

new registrations and await arrivals until a quorum is present or until thirty (30) minutes has passed, whichever occurs soonest. If a quorum is not achieved within 45 minutes of the appointed commencement time, the meeting will be adjourned and reconvened at a time and place determined by the Board of Directors.

NOTE 4: CONDUCT AT THE ANNUAL GENERAL MEETING

The Company Chairman, Chief executive Officer and Board Sub-Committee Chairs will generally answer questions on behalf of the Board of Directors and the management team. If questions cannot be answered at the meeting, the Company will seek to provide a response to the member as soon as possible after the AGM.

We ask that members:

- Are courteous and respectful to all attendees at the AGM
- Keep questions to a reasonable length to allow as many members as possible to participate
- Confine questions to matters being considered at the AGM and matters relevant to the membership as a whole
- Do not make voice or video recordings of the AGM.





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