

EXPLANATORY NOTE TO AUSTCHAM HONG KONG 37TH AGM 2025

If you have any questions, please email AustCham Secretariat at austcham@austcham.com.hk

--

The Australian Chamber of Commerce in Hong Kong Company Limited by Guarantee

--

The notice convening the 37th Annual General Meeting (AGM), Proxy Notification, Nomination of Director and Acceptance Form have been emailed to Members, and posted on AustCham Website (www.austcham.com.hk).

This Explanatory Note contains important information about the administration of the meeting.

The AGM will be held in a hybrid format and members may join either in-person at the Principal Meeting Place, or use the ConveneAGM Portal to attend the meeting virtually. An electronic registration and voting administration system will be used (ConveneAGM) and Members are required to register to attend in-person or online using the ConveneAGM link provided to you by the AustCham Secretariat in the Notice of Meeting.

Date: 20 March 2025

In Person: 22/F, Three Exchange Square, 8 Connaught Place, Central, Hong Kong ("**Principal Meeting Place**")

Online: ConveneAGM Portal

Registration: From 5:30pm

Meeting: 6:00pm

A mobile phone, laptop or desktop computer is required to cast your vote. Contingency arrangements are in place if required.

If you are a Voting Member and unable to attend the AGM, you may complete the proxy form and return it to AustCham in accordance with the instructions on the form. Submission of a proxy form does not preclude you from attending the meeting and voting in person, however in such case your proxy will be revoked.

Contents

Letter from the Board of Directors.....	3
1. What is ConveneAGM?	5
2. How to Register to attend the AGM.....	5
3. Attending, speaking and voting at the AGM	5
In Person - at the Principal Meeting Place	5
Online - using ConveneAGM Portal.....	6
4. Electronic Voting	6
5. Support at the AGM	6
6. ELECTION OF DIRECTORS.....	7
Board of Directors	7
Nomination Process	8
Voting Procedures.....	8
Voting Methodology.....	9
APPENDIX 1 ABOUT CONVENEAGM.....	10
APPENDIX 2 ELECTION OF DIRECTORS	11
Required information of the candidate(s) nominated by members	11
Resolutions and voting	11
APPENDIX 3 VOTING.....	14
Who is eligible to attend and vote	14
How to vote.....	14
Proxy appointment.....	14
How to revoke a proxy given.....	15
Poll results	15
TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS.....	15

References to time and dates in this note are to Hong Kong time and dates.

Letter from the Board of Directors

THE AUSTRALIAN CHAMBER OF COMMERCE IN HONG KONG

Directors

Josephine Orgill, Chair
Angela Mackay, Deputy Chair
Jason Chang, Deputy Chair
Victoria Crasti, Treasurer
James Bitossi
Eileen Burnett-Kant
Liam Collette
Scott Harmer
James Hogan
Bing Liu (Ex Officio)
Fiona Nott
Benjamin Quinlan
Gary Sieb
Patrick Vizzone
Lei Yu

Registered Office

Room 302, 3/F Lucky Building
39 Wellington Street
Central
Hong Kong

25 February 2025

Dear Members,

On behalf of the Board, it is my pleasure to invite you to The Australian Chamber of Commerce in Hong Kong's thirty-seventh annual general meeting to be held at 22/F, Three Exchange Square, 8 Connaught Place, Central, Hong Kong ("**Principal Meeting Place**") and online from 6:00 p.m. on Thursday 20 March 2025. The meeting will be hybrid and members can register to attend, and vote, in-person or online.

The notice convening the AGM, Chair's Report, Financial Statements, Proxy Notification, Nomination of Director, and Acceptance Form have been emailed to Members and posted on AustCham Website (www.austcham.com.hk). Members should follow the instructions specified in these documents.

Voting at the AGM will be conducted through a secure AGM technology solution, ConveneAGM. ConveneAGM is an electronic AGM technology solution, which is intended to improve the efficiency of the voting procedures. Details on how to use the tool during the AGM are attached.

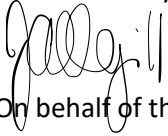
The voting procedure for the appointment of directors will require voting members to vote either for, against or to abstain for each candidate standing for election. Candidates will need to have a majority of votes in their favour to be eligible for appointment to the Board. Vacancies will then be filled by eligible candidates in order of those candidates with the highest votes in their favour to those with the lowest, until vacancies have been filled. Further details on the voting methodology are attached.

If you don't plan to attend the AGM, I encourage you to appoint a proxy to attend and vote on your behalf.

If you have any questions, please contact AustCham's Secretariat by email (austcham@austcham.com.hk).

Your participation at the AGM is warmly welcomed and my fellow Directors and I look forward to meeting with you at the meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'J. Orgill', written in a cursive style.

On behalf of the Board
Josephine Orgill
Chair

1. What is ConveneAGM?

Following the 35th and 36th AGM, the AustCham Board adopted ConveneAGM, an end-to-end electronic AGM solution, and received overwhelmingly positive feedback. Therefore, we will continue to use ConveneAGM to administer the meeting this year.

More information on ConveneAGM is provided in **Appendix 1 About ConveneAGM**.

The electronic administration of the AGM requires members to:

- register their intention to attend the AGM via the ConveneAGM Portal;
- (in the case of the members who attend in person at the Principal Meeting Place) check-in to the AGM by scanning a QR code upon arrival to access the ConveneAGM Portal
- (in the case of the members who attend virtually) use ConveneAGM Portal to attend virtually, and use ConveneAGM Portal to raise questions during the meeting; and
- vote on resolutions proposed at the meeting, including the election of directors, using an electronic device (i.e. a computer, laptop, smart phone or tablet).

Members are encouraged to familiarise themselves with the ConveneAGM solution prior to the meeting by visiting the ConveneAGM website, viewing the video example and reading FAQs at <https://www.azeusconvene.com/virtual-agm>

2. How to Register to attend the AGM

Your link to the ConveneAGM Portal was included with the Notice of Meeting. If you did not receive the link, please email the AustCham Secretariat (austcham@austcham.com.hk).

You are required to use your registered AustCham email address to access the ConveneAGM Portal and register your attendance for the AGM regardless of whether you intend to attend the meeting online or in person at the Principal Meeting Place. If you are unsure of your registered email, please contact the AustCham Secretariat.

Upon registration you will be required to create a password to log into the ConveneAGM Portal to review any documents or view any proxies allocated to you. You will need to recall this password if you wish to attend the AGM online.

If you do not have access to a computer, smart phone or tablet and wish to attend the AGM online, please email the Secretariat as soon as possible so contingency arrangements can be arranged. For those attending in person, AustCham will provide a number of additional devices for use if required.

3. Attending, speaking and voting at the AGM

In Person - at the Principal Meeting Place

You will be able to check-in to the AGM at the Principal Meeting Place from 5:30pm and the meeting will commence at 6:00pm.

On arrival, Members (or their proxies) registered to attend the meeting, are requested to scan a QR code with your smart phone or tablet to access your registered account which will record your attendance and be used for the electronic poll voting.

Members attending in person will be able to see and hear the Chair, Treasurer, Returning Officer or any other Director appointed to represent AustCham at the AGM.

Members attending in person can speak to the meeting and ask questions.

Members attending in person will not be able to see Members attending online, however they will be able to hear them speak during the meeting.

Information on candidates standing for election as directors is published prior to the meeting and will be displayed on screen during the meeting.

Members attending in person will vote on resolutions using their smart phone or tablet and AustCham will provide additional electronic devices for use if necessary.

Online - using ConveneAGM Portal

Members will need to log-in to the ConveneAGM Portal using your registered AustCham email address and the password you created when you registered your intention to attend the AGM. If you forget your password, you should contact ConveneAGM Help via the portal.

You can log-in to the ConveneAGM Portal from 5:30pm and the meeting will commence at 6:00pm.

The ConveneAGM Portal enables online attendees to view the Chair's Report, the Financial Statements and information on the candidates for election. Information on candidates for election as directors is published prior to the meeting and will be displayed on-screen at the meeting.

Members attending online will be able to see and hear the Chair, Treasurer, Returning Officer or any other Director appointed to represent AustCham at the AGM.

Members attending online will be able to raise text questions and vote on resolutions using the ConveneAGM Portal via their computer or laptop.

4. Electronic Voting

With an electronic voting system, votes will be recorded instantly. After the close of voting, the Chair, the Returning Officer, and the Scrutineer will be able to review the results before displaying them live on screen.

A demonstration and instructions on how to vote will be given before the AGM commences. AustCham will take all reasonable steps to ensure registered Members who are unable to vote online can do so via alternate means and members should refer to the notes on Support at the AGM and contingency procedures.

Please refer to Appendix 3 below for further details on voting.

5. Support at the AGM

ConveneAGM staff will be onsite to support AustCham during the AGM and online technical support will also be available.

Contingency for technology outages is provided to ensure Members can fully participate in the AGM and voting. This includes:

	Virtual	In-person
Before meeting open	<ul style="list-style-type: none">Mock questions will be available for members to test the voting system	<ul style="list-style-type: none">Mock questions will be available for members to test the voting system

Technical issues: e.g. drop off, cannot re-enter	<ul style="list-style-type: none"> Request emergency Zoom log-in to access audio and video of the meeting (email caroline.emery@austcham.com.hk for access to the meeting by Zoom) 	<ul style="list-style-type: none"> Raise hand, onsite staff will assist you
Voting issues	<ul style="list-style-type: none"> Email caroline.emery@austcham.com.hk to request a e-copy of paper ballot 	<ul style="list-style-type: none"> Spare device will be available

6. ELECTION OF DIRECTORS

Board of Directors

The AustCham Board can consist of up to a maximum of 16 Directors, including two (2) Ex-Officio positions (being the Trade Commissioner and the Immediate Past Chair).

The Board as at 25 February 2025 is comprised of –

Name	Last Appointed
Josephine Orgill, Chair	16 March 2022
Angela Mackay, Deputy Chair	21 March 2024
Jason Chang, Deputy Chair	16 March 2022
Victoria Crasti, Treasurer	21 March 2024
James Bitossi	23 March 2023
Eileen Burnett-Kant	15 Nov 2024* Casual Vacancy Appointment
Liam Collette	16 March 2022
Scott Harmer	21 March 2024
James Hogan	21 March 2024
Bing Liu (Ex Officio)	28 August 2024
Fiona Nott	21 March 2024
Benjamin Quinlan	21 March 2024
Gary Seib	21 March 2024
Patrick Vizzone	16 March 2022
Lei Yu	7 February 2025 * Casual Vacancy Appointment

Directors may be appointed by a resolution of members at the Annual General Meeting, or by a decision of the Directors (the Board) to fill a casual vacancy or to appoint a Director as an addition to the existing Directors if the total number of Directors is less than the number specified by the Articles.

Directors elected or reappointed shall hold office for a term of three years, and for no longer than a period of three consecutive terms¹ and must retire from office at the end of each term but are eligible for immediate reappointment, subject to term limits.

Directors appointed by a decision of the Board are required to retire from office at the next AGM following their appointment and may seek reappointment by election of the members.

¹ With the exception of Transitional Directors as described in article 24 of the Articles of Association and the exception of extension of any Officer's term of office as described in article 23(5) of the Articles of Association.

On 15 Nov 2024, the Board resolved to fill a casual vacancy by appointing Ms Eileen Burnett-Kant, Chief Human Resources Officer at CLP as Directors. On 7 Feb 2025, the Board resolved to fill a casual vacancy by appointing Ms Lei Yu, CEO for North Asia and Regional Head of Distribution at QBE Asia as Directors. In accordance with the Articles, Ms Burnett-Kant and Ms Yu are required to retire from office at the next AGM following the appointment, and may seek reappointment by election of the members.

Ms Josephine Orgill, Director of HFL Advisors Limited, Mr Jason Chang, CEO and Managing Director of EMR Capital, Mr Liam Collette, Director of Eastern Path Limited, Mr Patrick Vizzone, Co-Founder and CFO of Vertical Oceans were appointed on 16 March 2022 and in accordance with the Articles, shall retire from office at the end of each term but are eligible for re-election to the office of Director for another term.

Mr James Hogan, CEO of Asia Pacific Loan Market Association passed away on 21 Feb 2025.

Ms Fiona Nott, CEO of The Women's Foundation, as transitional director shall retire from office on 31 March 2025 in accordance with article 24(3) of the Articles of Association.

Therefore, for the 37th AGM AustCham seeks to appoint Directors to fill eight vacancies on the Board of Directors.

Nomination Process

A person who—

- (a) is ordinarily resident in Hong Kong;
- (b) has been a Voting Member for at least one year by the time of the General Meeting at which they are being considered for appointment;
- (c) is willing to act as a Director; and
- (d) is permitted by law to do so,

may be appointed to be a Director.

Any person eligible for appointment as Director, or a retiring Director eligible for re-election, is required to sign a written notice to AustCham indicating their willingness to be elected. AustCham has emailed the Nomination Form and Acceptance Form to Members and posted the form on the AustCham website. Members should be aware of the delivery method and time requirements for return of those notices to AustCham.

To better enable Members to vote on the election of directors, candidates are requested to provide supplementary information with the Nomination and Acceptance Form. This information is outlined in **Appendix 2 Election of Directors**.

Upon receiving a valid nomination, a supplemental notice containing information of the candidate(s) will be emailed to Members as soon as practicable by email on or about 18 March 2025.

Voting Procedures

All resolutions set out in the notice of the AGM will be decided by poll. The chair of the AGM will demand, pursuant to Article 57(1)(a) of the Articles of Association, that all resolutions set out in the notice of the AGM be decided by poll.

Voting will be carried out electronically via ConveneAGM. In the event of any technology outage, AustCham has contingency measures in place to ensure members receive the necessary support.

Voting Methodology

The voting procedure for the appointment of directors will require voting members to vote either for, against or to abstain for each candidate standing for election. Candidates will need to have a majority of votes in their favour to be eligible for appointment to the Board. Vacancies will then be filled by eligible candidates in order of those candidates with the highest votes to those with the lowest, until vacancies have been filled.

An explanation of the voting method is outlined in **Appendix 2 Election of Directors**.

APPENDIX 1 ABOUT CONVENEAGM

ConveneAGM offers an all-in-one meeting platform that streamlines the AGM process, while enabling shareholder engagement and governance in compliance to legislative guidelines.

ConveneAGM is listed on the main board of Singapore Exchange, with head office in Hong Kong and offices in the UK, US, Canada, Spain, Australia, United Arab Emirates, Malaysia, Singapore, Philippines, China and India.

ConveneAGM's clients include: The Hong Kong Institute of Architects, Actuarial Society of HK, The Chamber of HK Listed Co, JCI, Cosco Shipping, Chartered Governance Institute, Singapore Institute of Directors, UOB, Thomson Medical Group, iFAST, Football Federation Australia and others.

ConveneAGM, through its parent Azeus holds the following accreditations:–

- CMMIDev/5 - CMMI Level 5 Company
- ISO 9001:2005 – Quality Management Systems
- ISO/ICE 27001 – Information Security
- ISO/IEC 27017:2015 – Cloud Security
- ISO/IEC 27018:2019 – Privacy Protection
- Type 2 SOC 2
- SSAE 16 Certified - Statement on Standards for Attestation Engagements 16

Please visit their website for more information - <https://www.azeusconvene.com/virtual-agm>

APPENDIX 2 ELECTION OF DIRECTORS

Required information of the candidate(s) nominated by members

To enable Members to make an informed decision on their election of Directors, the notice of nomination by a Member should be accompanied by the following information of the nominated candidate(s):

- (a) full name;
- (b) membership category and tenure as a member with AustCham;
- (c) positions held with AustCham and/or other relevant companies, chambers or associations (if any);
- (d) experience including (i) directorships held in the past three years (if any), and (ii) other major appointments and professional qualifications;
- (e) current employment and such other information (which may include business experience and academic qualifications) of which Members should be aware, pertaining to the ability or integrity of the candidate;
- (f) length or proposed length of service with AustCham;
- (g) relationships with any current or past Directors, senior management, substantial Members, or a statement confirming no relationship;
- (h) a statement of approximately 250 words to explain his/her reasons for seeking election as a Director for the Members information (optional); and
- (i) contact details.

The information provided by candidates as outlined above (with the exception of contact details) will be shared with Members by email prior to the meeting. The information will also be displayed on screen and online at the AGM.

The Chair of the meeting shall read out aloud the proposed resolution, as set out under “Resolutions and Voting” below, at the AGM.

Resolutions and voting

The voting procedure for the appointment of directors will require voting members to vote either for (“yes”), against (“no”) or to abstain (“abstain”) for each candidate standing for election. Candidates will need to have a majority of votes cast in favour of him/her (“yes votes”) to be eligible for appointment to the Board. Vacancies will then be filled by eligible candidates in order of those candidates with the highest number of yes votes to the lowest, until vacancies have been filled.

The number of votes to be cast in the meeting will be announced to the meeting prior to the resolution on the election of directors.

Provided a candidate has received over 50% favourable votes of those cast, then the Director vacancies will be filled in order from those candidates receiving the highest number of votes, to those with successively lower number of “yes” votes in their favour until the Elected Director vacancies are filled.

If no candidates receive over 50% of the votes cast in their favour, then no candidates will be eligible for appointment as a director at the AGM. The Board may subsequently decide to fill the vacancies in accordance with Article 21 of the Articles of Association.

In the event of a tie of the number of “yes” votes received between two or more candidates, the ranking of the relevant candidates will be determined by the drawing of lots by the chair.

Scenario 1: Two positions are vacant, four candidates stand.

Total “yes” and “no” votes: 100

Candidate must receive more than 50% of such 100 votes (i.e. 51 votes) cast in his or her favour to be eligible for appointment.

Candidate	“Yes” Votes Received	Eligible for election (Y/N)	Ranking
A. Smith	47	N	N/A
B. Tan	55	Y	3
C. Yeung	57	Y	2
D. Brown	59	Y	1

Candidates B. Tan, C. Yeung and D. Brown are eligible for appointment with more than 50% of such 100 votes cast in their favour. A. Smith is not eligible for appointment. C. Yeung and D. Brown receive the two highest number of votes cast in favour of them and are therefore appointed as directors for the two vacancies.

Scenario 2: Two positions are vacant, two candidates stand, one does not meet threshold.

Total “yes” and “no” votes: 100

Candidate must receive more than 50% of such 100 votes (i.e. 51 votes) cast in his or her favour to be eligible for appointment.

Candidate	“Yes” Votes Received	Eligible for election (Y/N)	Ranking
A. Smith	47	N	N/A
B. Tan	55	Y	1

Candidate B. Tan is eligible for appointment with more than 50% of such 100 votes cast in his favour. Candidate A. Smith is not eligible to be elected a director.

Of the two vacant positions, one is filled by Candidate B. Tan and the other position remains vacant. The Board may subsequently decide to fill the vacancy that remains in accordance with Article 21 of the Articles of Association.

If there are more candidates standing for election at the 2025 AGM than required to fill the number of vacancies, each resolution proposing that a candidate be appointed as a Director will provide for a method to determine which candidates shall be elected as Directors as follows:

- “THAT subject to the number of votes cast in favour of this resolution being among the highest number of votes cast in favour on each of the resolutions for the appointment of a person as a director of AustCham at the annual general meeting to be held on 20 March 2025 or on the date of its adjournment (where applicable), [name of candidate] be and is hereby appointed as a director of AustCham with effect from the conclusion of the 2025 annual general meeting for a term of approximately three years expiring at the conclusion of AustCham’s annual general meeting to be held in 2028, provided that if any two or more of such resolutions record the same number of votes cast in favour of them (the “Tied Resolutions”), the ranking of the Tied Resolutions shall be determined by the drawing of lots by the chair of the meeting.”

If a resolution is passed (i.e., it has been carried by the majority of the votes cast in favour of it), the candidate who is the subject of that resolution will be eligible to be elected a Director.

On the other hand, if a resolution is not passed, the candidate who is the subject of that resolution will not be eligible to be elected a Director.

If there are two vacancies but less than two resolutions are passed, the Board may, pursuant to Article 21 of the Articles of Association, appoint any person to fill the relevant vacancy or vacancies that remain(s) (as the case may be).

Assuming a resolution is passed by the majority of the votes cast in favour of it, the candidate who is the subject of that resolution will be elected to one of the two positions on the Board if the number of votes cast in favour of his/her resolution is among the top two resolutions passed in terms of the highest number of votes cast in favour.

In the event there is a tie in terms of votes cast in favour for two or more resolutions (the “Tied Resolutions”), the ranking of the Tied Resolutions shall be determined by the drawing of lots by the chair of the meeting.

APPENDIX 3 VOTING

Who is eligible to attend and vote

Members whose names appeared on the register of members on 20 March 2025 (the date of the AGM) are eligible to attend and speak at the AGM.

Member means a member of AustCham that is an Individual Member, Honorary Member, Life Honorary Member, Young Professional Member, Corporate Member or Non-Voting Member.

Only Voting Members are eligible to vote on resolutions at the AGM. Voting Member means, a Corporate Member (registered Corporate Nominee), Individual Member or a Young Professional Member.

Number of votes per Voting Member

(1) On a vote on a resolution on a show of hands, or on a poll taken at a general meeting, each:

- (a) Corporate Nominee present in person on behalf of the relevant Corporate Member shall have two votes;
- (b) Individual Member present in person shall have one vote; and
- (c) Young Professional Member present in person shall have one vote.

(2) Every proxy present who has been duly appointed by a Voting Member shall have the vote(s) of the Voting Member. See notes on revoking proxy in this Explanatory Note.

How to vote

(a) Attending in person

You are entitled to attend, speak and vote at the AGM in person or, in the case of a corporation, by its duly authorised representative.

(b) Attending online

You are entitled to attend, raise question in textbox and vote at the AGM in person or, in the case of a corporation, by its duly authorised representative.

(c) By proxy

If you do not plan to attend the AGM, you may appoint the chair of the AGM or a person of your choice, who needs not be a Member, to attend, speak and vote on your behalf.

In the case of a Corporate Member, only the duly authorised representative may appoint a proxy on behalf of the Corporate Member.

Proxy appointment

Form of proxy

A form of proxy has been emailed to Voting Members and is also available on AustCham's website (www.austcham.com.hk).

Voting by proxies

If you have properly completed and returned a proxy form, the person named in the proxy form will be authorised to attend the AGM and vote on your behalf.

If you have specified in the proxy form how you wish your votes to be cast, your proxy must cast your votes in accordance with your specified instructions. In the absence of any instructions given in respect of a resolution, your proxy will be entitled to cast your votes at his/her discretion or to abstain from voting in respect of that resolution. Your proxy will also be entitled to cast your votes at his/her discretion or to abstain from voting on any other resolution properly put to the AGM.

In order to be valid, you are requested to complete the proxy form in accordance with the instructions printed on it and return the completed proxy form to AustCham's Secretariat at Room 302, 3/F Lucky Building, 39 Wellington Street, Central, Hong Kong as soon as possible so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the meeting or adjourned meeting (as the case may be).

Proxy form sent by electronic means is accepted (must be in the form specified, signed and submitted in accordance with instructions in the notice).

Submission of a proxy form does not preclude you from attending the meeting and voting in person, however in such case your proxy will be revoked.

[How to revoke a proxy given](#)

You may revoke your proxy form by emailing the AustCham Secretariat.

A notice revoking the appointment only takes effect if it is received by AustCham:

- (a) at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

You should also note that your proxy's authority to vote is revoked if you attend in person at the AGM and vote on that particular resolution (Article 63).

[Poll results](#)

After verification by the scrutineer, the poll results will be displayed to Members during the AGM, or in the event of technical issues, distributed to Members as soon as practicable following the AGM.

[TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS](#)

If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. AustCham will email Members with details of the date, time and place of the adjourned meeting.

If an Amber or Red Rainstorm Warning Signal is in force, the meeting will be held as scheduled and Members can elect to attend in person online.