

# THE HONG KONG CHARTERED GOVERNANCE INSTITUTE

## NOTICE OF THE 2021 ANNUAL GENERAL MEETING



**NOTICE IS HEREBY GIVEN** that the 2021 Annual General Meeting of The Hong Kong Chartered Governance Institute (the 'Institute') will be held at Theatre A, 22/F, United Centre, 95 Queensway, Hong Kong on Wednesday, 15 December 2021 at 6.30pm to transact the following businesses:

- (1) To receive and adopt the Council's Report for the year ended 30 June 2021;
- (2) To receive and adopt the Independent Auditor's Report and Audited Consolidated Financial Statements for the year ended 30 June 2021;
- (3) To re-appoint BDO Limited as Auditor of the Institute and authorise the Council to fix the Auditor's remuneration; and
- (4) To elect Council members.

By Order of the Council

Mildred Chan  
Company Secretary

16 November 2021

Notes:

- (i) Considering the continued outbreak of the Coronavirus Disease 2019 ('COVID-19'), certain measures will be implemented at the 2021 Annual General Meeting ('AGM' or 'Meeting') to address the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo a compulsory body temperature check; (b) submit a health declaration form and compliance with the entry requirements of the AGM venue; and (c) wear surgical masks prior to admission to the AGM venue and throughout the meeting; and (ii) no food and drinks will be provided or allowed. Any attendee who does not comply with the precautionary measures referred to in any of the above; and/or whose body temperature reading is 37.5 degrees Celsius or above; and/or who is otherwise apparently unwell will be denied entry to the AGM venue, at the absolute discretion of the Institute.
- (ii) Taking into account the requirements of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G) and the space available at the AGM venue, the number of the physical attendance of Institute Members (in person or by proxy) at the AGM venue will be limited. Members who wish to physically attend the AGM (in person or by proxy) are required to register their interest and contact the Institute at: [member@hkcgi.org.hk](mailto:member@hkcgi.org.hk) by 6.30 pm on 30 November 2021. If the number of applications exceeds the maximum number of attendees allowed at the AGM venue specified by the Government regulations relating to social distancing, a ballot will be held to determine which Members (or their proxies) will be permitted to physically attend the AGM. No notification will be sent to those who are not successful in the balloting. Nevertheless, the Chairman of the AGM reserves the right to make all arrangements as deemed appropriate for the proper running of the AGM, and compliance with applicable Government regulations relating to social distancing. Members should regularly assess for themselves potential risks associated with the COVID-19 pandemic situation, and whether they should attend the AGM physically.
- (iii) Pursuant to Article 44 of the Institute's Articles of Association ('Articles'), any Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and, on a poll, to vote in his/her stead. A proxy need not be a Member of the Institute.

- (iv) Pursuant to Article 47 of the Articles, the Proxy Form must be delivered to the Institute at 3/F, Hong Kong Diamond Exchange Building, 8 Duddell Street, Central, Hong Kong at least 48 hours before the time appointed for holding the Meeting or adjourned meeting, i.e. **no later than 6.30pm on Monday, 13 December 2021.**
- (v) For health and safety reasons, Institute Members are encouraged to exercise their right to vote at the AGM (a) by appointing the Chairman of the AGM as their proxy and return their Proxy Form by the time specified in Note (iv) above, or (b) by attending the AGM via the online platform, instead of attending the AGM in person.
- (vi) **To the extent that you have an email address within the Institute's records as at 29 November 2021, you will automatically receive, via email, the login details to access the online Meeting. Please expect to receive the login details by 2 December 2021. For those Members who do not have any email address maintained with the Institute's records, the login details will be sent by post within a week before the AGM.** For technical support services regarding the login details, please contact Tricor Investor Services Limited at (852) 2975 0928 (from 9.00am to 5.00pm, Monday to Friday, excluding Hong Kong public holidays) or email: [emeeting@hk.tricorglobal.com](mailto:emeeting@hk.tricorglobal.com).
- (vii) Members should note that only one device is allowed per login. Please keep the login details in your safe custody for use at the AGM and do not disclose to anyone else. Neither the Institute nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.
- (viii) At the AGM, or at any adjournment thereof, the Chairman of the Meeting will put the resolutions set out in this Notice of the 2021 AGM to the vote by way of a poll.
- (ix) Pursuant to Article 38 of the Articles, the Chairman of the Meeting may appoint a scrutineer for a poll, and may determine that the results of the poll shall be published on the Institute's website, without the requirement for the results being declared at the AGM or the adjourned meeting.
- (x) With respect to the proposed resolution (4), it should be noted that:
  - a) Pursuant to Article 54.1 of the Articles, Council members shall retire at every annual general meeting after serving one term of three years' service, and be eligible for re-election and may serve a second term of three years. With the exception of those members then holding office as President or Vice-President, no elected member shall serve for any further term of three years without first ceasing to be a member of Council for at least one year.
  - b) Loretta WM Chan who would have completed her first term as Council member at the end of 2021, will not offer herself for re-election. Wendy WY Yung, who would have completed her second term as Council member at 31 December 2021, shall cease holding office for at least one year before seeking election for any further term.
  - c) Professor CK Low and Xie Bing who would have completed their first term of office as Council members by the end of 2021, being eligible, have offered themselves for re-election for a second term of three years beginning on 1 January 2022.
  - d) Natalia KM Seng who would have completed her three years' office as Council member by the end of 2021, has offered herself for re-election for another term of two years beginning on 1 January 2022. Pursuant to Article 54.4 of the Articles, no elected member of Council holding office as of 30 August 2005 can serve on the Council for longer than a maximum term of 18 years. Natalia KM Seng has served on Council as Council member and ex-officio member for a total of 16 years.
  - e) Pursuant to Article 54.2 of the Articles, Ernest CH Lee who would have completed his second term as Council member by the end of 2021, and being eligible in his capacity as Vice-President to hold office in Council for a third term, has offered himself for re-election for a further term of three years beginning on 1 January 2022.
  - f) Five candidates, namely Professor Alan KM Au, Dr. Gao Wei, Luo Nan, Calvin SF Tang and Edmund CS Wong, have been nominated for election to Council for a term of three years beginning on 1 January 2022 respectively.
  - g) As the number of candidates exceeds the number of vacancies to be filled, the election to the 2022 Council shall be conducted by a postal ballot in accordance with Article 56 of the Articles. **Members who wish to vote for the candidates standing for election to Council must complete and return the Ballot Form no later than 6.00pm on Monday, 29 November 2021.**
- (xi) If you require special arrangements to participate in the AGM due to a disability as defined under the Disability Discrimination Ordinance, please let us know by email: [member@hkcgi.org.hk](mailto:member@hkcgi.org.hk) with your contact number provided so that we may contact you. We will endeavor to make the necessary arrangements unless there is unjustifiable hardship in arranging for them.