

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the AGM or 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 Thursday, 14 December 2023 at 6.30pm to transact the following businesses:

- (1) To receive and adopt the Council's Report for the year ended 30 June 2023;
- (2) To receive and adopt the Independent Auditor's Report and Audited Consolidated Financial Statements for the year ended 30 June 2023;
- (3) To re-appoint BDO Limited as Auditor of the Institute and authorise the Council to fix the Auditor's remuneration;
- (4) To elect Council members; and
- (5) As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

"That the provisions contained in the attached printed document be approved and adopted as the new Articles of Association of the Institute, in substitution for, and to the exclusion of, the existing Articles of Association of the Institute."

By Order of the Council

Chan Suet Lam
Company Secretary

16 November 2023

Notes:

- (i) Given the space available at the AGM venue, 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@hkcg.org.hk by 6.00pm on Thursday, 30 November 2023.** If the number of applications exceeds the maximum number of attendees allowed at the AGM venue, 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.
- (ii) 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.

- (iii) 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 Tuesday, 12 December 2023.**
- (iv) 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 (iii) above, or (b) by attending the AGM via the online platform, instead of attending the AGM in person.
- (v) **To the extent that you have an email address within the Institute's records as at 29 November 2023, you will automatically receive, via email, the login details to access the online Meeting. Please expect to receive the login details by 1 December 2023. 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.
- (vi) 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.
- (vii) At the AGM, or at any adjournment thereof, the Chairman of the Meeting will put the resolutions set out in this Notice of the 2023 AGM to the vote by way of a poll.
- (viii) 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.
- (ix) With respect to the proposed resolution (4), it should be noted that:
 - a) Pursuant to Article 54.1 of the Articles, Tom SL Chau and Bill WM Wang who would have completed their first term of office as Council members by the end of 2023, being eligible, have offered themselves for re-election for a second term of three years beginning on 1 January 2024.
 - b) Pursuant to Article 54.2 of the Articles, David J Simmonds who would have completed his second term of office as Council member by the end of 2023, 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 2024.
 - c) Paul A Stafford who would have completed his first term of office as Council member by the end of 2023, will not offer himself for re-election.
 - d) Natalia KM Seng who would have completed her maximum 18-year term of office as Council member by the end of 2023, will retire from Council permanently pursuant to Article 54.4 of the Articles.
 - e) Xie Bing tendered his resignation as a member of Council, with effect from 1 October 2023, due to his other work commitments.
 - f) Ten (10) candidates, namely Ivy YY Chow, David YH Fu, Stella SM Lo, Patrick HK Sung, Flora F Wang, Wei Fang, Yang Liang, Alban TK Yeung, Matthew WH Young and William WY Zhang, have been nominated for election to Council.
 - g) As the number of candidates exceeds the number of vacancies to be filled, the election to the 2024 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 Friday, 1 December 2023.**

- (x) In respect of the proposed adoption of a new set of Articles of Association (New Articles) referred to in special resolution (5), it should be noted that:
- a) Certain amendments in the New Articles are intended to:
 - update the relevant provisions relating to the eligibility requirements for membership of the Institute and the related language changes, in order to align with the amendments made to the Charter and Byelaws of The Chartered Governance Institute (CGI) as approved by the Privy Council, UK earlier in 2023;
 - amend Article 55.2 so that where the deemed election of Council members, resulting from the situation whereby the candidates running for election are not more in number than the vacancies, is subject to Council approval and effective from the next annual general meeting;
 - enhance the Investigation Group's power to close the matter for non-referral to the Disciplinary Tribunal, and the Institute's disciplinary powers to require those disciplined to attend appropriate governance training (Articles 25.3 and 27.1(i)); and
 - update the relevant provisions in the Articles and the related language changes in response to the Companies (Amendment) Ordinance 2023.
 - b) The full text of the New Articles (both marked up against the Articles of Association currently in force, and as a clean document) are available on the Institute's website: www.hkcgi.org.hk.
 - c) The proposed New Articles has been submitted to, and pre-approved by, CGI and the Registrar of Companies in Hong Kong.
- (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 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.