

## **Procedures for the 2024 Election of the Board of Directors**

These Procedures for the election of the members to the Board of Directors of the German Chamber of Commerce in China - South & Southwest China (the “**Chamber**”) for the 2024 – 2026 term (the “**Procedures**”) are based on the Statutes of this Chamber. In the event of any conflict between these Procedures and any provision in the said Statutes, the Statutes shall prevail.

The Board of the German Chamber of Commerce in China - South & Southwest decided on December 7th, 2023, to conduct the Board Election 2024 *in a hybrid format with online and offline voting options*. The online voting period is from **March 26 to April 15, 2024**, and the offline voting with an in-person ballot will occur on the day of the **General Meeting on April 18th, 2024**. The final election result will be presented during the General Meeting on April 18th, 2024.

### **1 Composition of the Board of Directors (“Board”)**

- 1.1 The members of the Board will be elected by the general meeting of the members of the Chamber, who have the right to vote in accordance with the Statutes of the Chamber (“**Voting Members**”).
- 1.2 According to the Statutes, the incoming Board for the 2024 – 2026 term shall be composed of eight members, seven of which shall be elected by the Voting Members. The eighth member of the Board is the Executive Director of the Chamber.
- 1.3 Each Voting Member shall have seven votes, one vote per each Board position to be filled. Each Voting Member may, but is not required to vote for up to seven candidates to the Board (“**Candidates**”), but it may not allot more than one vote to a single Candidate.
- 1.4 The seven Candidates who receive the highest number of votes shall be elected to the Board.

### **2 Nomination of Candidates**

All members of the German Chamber of Commerce in China - South & Southwest China who have paid their membership fee for the year 2024 are considered eligible voters and may nominate candidates. Corporate Members and Individual Members have the right to vote in the election of the Board of Directors and may nominate candidates to stand for election to the Board. Consistent with the Statutes, Chapter 2, Article 5 1.a and Chapter 4, Article 10 only representatives of corporate members of the German Chamber of Commerce in China - South & Southwest China can be nominated. In order to grant eligibility for Candidates for Elections of the Board, Candidates that are “Corporate Members” have to provide the company registration in China in accordance with Chinese law. Relevant documents have to be provided to the Chamber office until the end of the Candidate application period i.e. March 6th, 2024 at 17:00 Chinese Standard Time (CST) at the latest. Consistent with the Chamber's Statutes all other membership categories defined in Chapter 2, Article 5 1. cannot stand for election to the Board. In accordance with the Chamber's Statutes. The candidates have to be willing to accept the nomination and to assume the task to serve on the board. One term lasts two years. Nomination proposals shall be submitted in writing (E-mail or postal) to the Executive Director of the German Chamber of Commerce in China - South & Southwest China (c/o Mr. Martin Klose, Email:

[klose.martin@china.ahk.de](mailto:klose.martin@china.ahk.de)) by **March 6th, 2024 at 17:00** at the latest. The Chamber will then inquire whether the proposed candidates fulfill the criteria laid out above. They will be put on the list of candidates only if they are qualified as described.

### **3 Election Procedure**

#### **3.1 Forms of voting**

Voting Members may exercise their right of vote in any one of the following two forms:

- By attending the General Meeting on **April 18th, 2024** and casting an in-person ballot;
- By casting an online ballot on the electronic voting platform in accordance with the provisions under Section 3.5 hereof ("**Online Ballot**");

Each Voting Member may exercise its right to vote only once through either of the above means.

#### **3.2 Register of Voting Members**

The office of the Chamber shall draw up a register of Voting Members ("**Voters' Register**").

According to the Statutes, Chapter 2, Article 7 2.b solely Corporate and Individual Members have the right to vote and therefore can be included in the Voters' Register. Corporate Members can be represented by the Permanent Representative or Alternate Representative. Consistent with Chapter 2, Article 7 2.c ii. Corporate Members may choose one of the before mentioned Representatives to be registered in the Voters' Register.

#### **3.3 Supervision**

The election shall be supervised by an election auditor to be appointed by the Executive Director ("**Election Auditor**"). The Election Auditor shall be a member of the Chamber of good standing and with no relation to any of the Candidates. The Election Auditor shall appoint other members of the Chamber or other persons of good standing to form an election committee ("**Election Committee**") to assist the Election Auditor during the vote counting procedure.

#### **3.4 Secret Ballot**

The election shall be by secret ballot. The principle of secrecy is a means to protect the confidentiality and freedom of decision of each Voting Member. However, no ballot shall be rejected on the grounds that a member has, intentionally or not, relinquished the secrecy of its ballot.

#### **3.5 Online Ballot**

3.5.1 Each Voting Member will receive a unique emailed invitation with which an online voting platform can be accessed immediately. On this online voting platform each Voting Member can cast a ballot which will be recorded and is not changeable.

3.5.2 Prior to casting an Online Vote, each Voting Member will be automatically prompted by the online voting platform to confirm his eligibility to cast a vote in Board Elections 2024. The Voting Member may not cast an Online Vote without him confirming his eligibility beforehand.

3.5.3 Each Voting Member may cast its ballot on the online voting platform during the following period: **March 26 to April 15, 2024 at 24:00 CST.**

- 3.5.4 After the online voting platform opens, a member of the Chamber Office designated by the Election Auditor pursuant to Section 3.3 will receive regularly updated lists of Voting Members (“Online Voters List”) who cast a ballot using the online voting platform. The Online Voters List must solely contain information on the identity of the Voting Member, and, above pursuant to Section 3.4, the Online Voters List must not contain any information as to the allotment of the votes cast (“Online Voters Votes”). The aforementioned shall then inquire whether the following condition is met:
- The person indicated on the Online Voters List is a Voting Member as per the Voter’s Register.
- 3.5.5 If the conditions referred to in the preceding paragraph are met, the member of the Chamber Office designated by the Election Auditor pursuant to above Section 3.3 shall proceed as follows:
- Record the Voting Member whose names are stated in the Online Voters List in the Voters’ Register;
  - Put the corresponding Online Voters List on file;
  - Forward the Online Voters Votes to the Election Auditor in a confidential manner.
- 3.5.6 Where the cast Online Vote does not meet the requirements stated in below Section 3.6.4, the Online Vote shall be deemed void.
- 3.5.7 Detailed voting instructions will be provided on the Chamber homepage, email invitation and the online voting platform.

### **3.6 Counting the votes**

- 3.6.1 Subject to these Procedures, the Election Auditor, assisted by the Election Committee, shall examine each ballot, reject invalid ballots, count the number of votes on the valid ballots, verify whether the quorum is met, and tabulate the votes for each Candidate.
- 3.6.2 A ballot shall be rejected as invalid in any of the following circumstances:
- The ballot contains more than seven (7) votes;
  - A Voting Member has cast both an online ballot and a vote at the General Meeting in which case both shall be rejected as invalid;
  - Other circumstances as provided for under these Procedures and/or the Statutes of the Chamber.
- 3.6.3 A ballot that contains no vote for any candidate shall be counted as an abstention.
- 3.6.4 The Election Committee shall convene on the day of the General Meeting to verify the result of the online ballot. The result of the Online Ballot will be tabulated and signed by each member of the Election Committee present during the vote count. The signed results sheets will be kept by the Election Auditor.**
- 3.6.5 Disputes arising prior or during the General Meeting regarding the eligibility of Voting Members to cast votes will be settled by the Election Auditor on the spot and in accordance with the Procedures.

3.6.6 **After the closure of the poll at the General Meeting, the Election Committee shall convene to count the votes cast during the poll.** The result shall be tabulated, combined with the results of the Online Ballot, and signed by each member of the Election Committee present during the vote count. The final result shall be reported to the Executive Director of the Chamber.

3.6.7 At no time prior to the reporting of the final result to the Executive Director will any information regarding voting results be released to any person outside the Election Committee, except that the Executive Director shall be informed in the event of any serious disturbance of the election process.

### **3.7 Announcement of Results**

The result will be immediately announced to the General Meeting by reading out the following information:

- Whether the quorum was met, and if so,
- The names of the Candidates elected to the Board in the order of the votes received.

### **3.8 Split Votes**

If two or more Candidates are in seventh place (or a higher place in case of a tie on one of the next higher places), the Election Auditor shall ask the Voting Members present at the General Meeting to cast a ballot in a run-off vote between such Candidates. The Candidate who receives the most votes in the run-off vote shall be elected to the Board. If two or more Candidates have the same number of votes and are in ninth place or a lower place, the Executive Director shall organize a runoff vote if and when a vacancy arises and if the Candidates at that time remain contenders to fill the vacancy.

### **3.9 Minutes**

The Election Auditor or a member of the Election Committee appointed by her or him shall keep minutes of the vote counting procedures and distribute such minutes to all members of the Election Committee. Each committee member shall, within no more than two days, examine the minutes of the procedures in which she or he participated and, if found to be in order, duly sign the minutes and return them to Election Auditor. The Election Auditor shall hand over the original of such minutes and the final Voters' Register to Executive Director of the Chamber.

### **3.10 Publication of results**

The results of the Board election will be published on the Chamber's website and other media; however, the tally of votes for each Candidate will not be published.

### **3.11 Voting records**

Upon written request from a member of the Chamber, the Executive Director of the Chamber will release the detailed records of the vote, if the release of such information appears vital in order to preserve the confidence among Chamber members that the elections were conducted in a fair and correct manner in accordance with the Statutes of the Chamber as well as these Procedures.

### **3.12 Handover of ballots**

After the announcement of the voting results, the Election Auditor shall hand over the ballots to Executive Director of the Chamber or the designated member of the Chamber office.

#### **4 Record Keeping**

The Voter Register, the signed results of the vote count and the ballots cast shall be kept on file with the Executive Director and a copy of the above documents (except the ballots cast) shall be kept by the Election Auditor for a period of three (3) years.

#### **5 Contesting of Election Results**

Any Voting Member may contest the results of the election by submitting a written application for arbitration to the Executive Director or to any member of the Board of the Chamber within two (2) weeks of the Annual General Meeting, in which case an Arbitration Committee shall be formed in accordance with Article 20 of the Statute of the Chamber.