

THE HONG KONG INSTITUTE OF CHARTERED SECRETARIES

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting of The Hong Kong Institute of Chartered Secretaries (the Institute) will be held at Theatre A, 22/F, United Centre, 95 Queensway, Hong Kong on Thursday, 13 December 2018 at 6.30 pm to transact the following businesses:

- (1) To receive and adopt the Council's Report for the year ended 30 June 2018;
- (2) To receive and adopt the Independent Auditor's Report and Audited Consolidated Financial Statements for the year ended 30 June 2018;
- (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 seven Council members, each to serve a term of three years beginning on 1 January 2019 subject to Article 54.4 of the Articles of Association of the Institute.

By Order of the Council
Wong Yee Man
Company Secretary

16 November 2018

Notes:

- (a) Pursuant to Article 44 of the Institute's Articles of Association, any member entitled to attend and vote at the meeting 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.
- (b) Pursuant to Article 47 of the Institute's Articles of Association, an instrument appointing a proxy must be delivered to 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 6.30 pm on Tuesday, 11 December 2018.
- (c) With respect to the proposed resolution (4), it should be noted that:-
 - (i) Pursuant to Article 54.4 of the Institute's Articles of Association, no elected Council member holding office as of 30 August 2005 shall hold office for a total of more than 18 years and no person who becomes an elected member of Council after 30 August 2005 shall hold office as an elected member for a total of more than 12 years.

- (ii) Pursuant to Article 54.1 of the Institute's Articles of Association, David YH Fu, Ernest CH Lee and Wendy WY Yung shall retire from Council. Being eligible, they have offered themselves for re-election.
 - (iii) Pursuant to Article 52.1 of the Institute's Articles of Association, Loretta WM Chan, Natalia KM Seng and Xie Bing shall retire from Council. Being eligible, they have offered themselves for re-election.
 - (iv) Past President Dr Maurice WF Ngai, who would have completed his three-year term of office as an ex-officio member of Council by 31 December 2018 pursuant to Article 50.2 of the Institute's Articles of Association, would retire from Council in 2019.
 - (v) Four candidates, namely Christine WY Chung, Dr Irene MY Lau, Prof CK Low and Angus KF Pang have been nominated for election to Council.
 - (vi) As the number of candidates exceeds the seven vacancies to be filled, the election to the 2019 Council shall be conducted by a postal ballot in accordance with Article 56 of the Institute's Articles of Association. Members who wish to vote for the candidates standing for election to Council must complete and return a ballot form no later than 6.00 pm on Monday, 3 December 2018.
- (d) In case you have a disability as defined under the Disability Discrimination Ordinance and need special arrangements to participate in the meeting, please let us know by email: ask@hkics.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.