

Minutes of the Annual General Assembly (RAGA) of SwissCham Beijing

Statutory Year 2007/2008

Date and time: 28 Feb 2008, 6:30 p.m.

Venue: Swissôtel Beijing

Chair: John Liebeskind, President, SwissCham Beijing

Minutes Taker: Max von Zedtwitz, Vice-President, SwissCham Beijing

John Liebeskind (JL) opens the RAGA opens at 6:42 p.m. due to the delay of certain honorary guests caught in traffic.

1. Introduction and Administrative Matters

1.1. Quorum

Francesca Musiani (FM) accepted without objections as Vote Counting Officer.

FM: 74 members have voting rights.

50% quorum equals minimum 37 votes.

Registered votes: 15

Third-party votes: 3

Proxies to the Board of Directors (BOD): 33

Total votes present: 51, i.e. quorum is met and the RAGA may proceed.

1.2. Introductory speech by H.E. Ambassador Dante Martinelli

The Ambassador delivers a welcome speech.

1.3. Preliminary Remarks

JL makes preliminary remarks.

- The RAGA will refer to and follow the RAGA Package
- Generally “2007” means from RAGA 2007 to RAGA 2008
- Budgetary 2007 is 1.1.2007 to 31.12.2007
- He plans to complete this meeting within 1h30

1.4. Introductory Speech by John Liebeskind, President of SwissCham Beijing

JL highlights three points for this RAGA:

- 2006 as a year of losses recovery; 2007 as a year of consolidation; 2008 as a year of development
- Board reforms
- Lobbying

1.5. Preliminary Approvals

Max von Zedtwitz (MZ) approved without objection as minute taking officer.

Agenda (RAGA Package and MS PowerPoint presentation) approved without objection, no additions suggested.

RAGA Minutes of last year (March 2007) approved without objection (JL mentions that a mistake was made then with respect to counting votes).

2. Activity reports

(The reports are included in meeting handout.)

JL delivers his Activity Report on year 2007/2008, and tentative report 2008.

CZ (Christina Zhang) delivers the Treasurer’s Report for 2007.

SJG (SJ Grand) delivers the Auditor’s Report for 2007, stating that the accounts are correct.

SWISSCHAM BEIJING RAGA MINUTES 2007/2008

TK (Thomas Keel) delivers the Honorary Auditor's Report for 2007, stating that the accounts are correct.

CZ delivers the 2008 the Budget Report, stating that it is expected to be a turnaround year.

JL states that there are no changes to the membership fees, although changes may be foreseen for 2008/9.

3. Approvals and Discharge

- President's 2007 Activity Report approved by 45 votes.
- President's 2008 Tentative Program Report approved by 45 votes.
- Treasurer's 2007 Report approved by 45 votes.
- Treasurer's 2008 Budget approved by 45 votes.
- Auditor's 2007 Report approved by 45 votes.
- Honorary Auditor's 2007 Report approved by 45 votes.
- Discharge of the 2007/2008 BOD approved by 45 votes.

4. Amendments Proposals to the Bylaws

JL introduces the proposed amendments to the Beijing Bylaws.

On amendments to the Membership Bylaws:

- Olivier Glauser asks what happens to Swiss citizens employed by non-Swiss companies, to which JL responds that those applications may be treated as exceptions.
- Another member raises the question that there may be subjectivity in assessing/approving those exceptions, to which JL responds that this subjectivity exists but the Board shall exercise its discretion in all fairness and in the best interest of the Chamber.
- CW (Clarisse von Wünschheim) reiterates Olivier Glauser's point, adding that in this case she would not be able to vote, and questions her eligibility as an applicant to the Board of Directors (BOD), to which JL responds that (a) this is in accordance with Chinese Law, and (b) there is no Chamber's rule that prevents non-voting members to become a member of the BOD and to vote within the BOD in their capacity of Director.
- Christoph Moellers acknowledges that that the new rules are well motivated but too complex, but does not suggest better or different rules. JL states that the proposed changes were communicated a month ago, and no new proposals/changes were suggested.

SWISSCHAM BEIJING RAGA MINUTES 2007/2008

- Oliver Glauser asks for clarification of his earlier question, to which JL replies that in his case (Swiss citizen employed by non-Swiss company), he would be likely accepted as an individual member on exception.
- JL reiterates that the proposed changes are intended to prevent companies avoid corporate fees by applying through employed individuals for individual memberships.

On the expansion of the Regional Board and its attendance: No questions raised.

On the corrections of two typos: No questions raised.

- Proposed changes to “memberships” in the Bylaws approved.
- Proposed changes to “board expansion” in the Bylaws approved.
- Proposed changes to “board attendance” in the Bylaws approved.
- Proposed changes to “first typo” in the Bylaws approved.
- Proposed changes to “second typo” in the Bylaws approved.

5. Appointments

SJ Grand reappointed as 2008 Auditor without objection.

No Honorary Auditor appointed for 2008 as there is no basis in the Rules of the Chamber and only introduces additional complexity. No questions or objections are raised with respect to this proposal which does not need approval since the former practice had no basis.

6. Elections

6.1. Step 1: Board of Directors

JL states that six new BOD members need to be elected, given that new BOD members were approved by the proposed changes to the Bylaws and two BOD members retire.

JL and DS (Denis Schmid) fulfill the attendance rule of 2/3, MZ does not. JL proposes that an exception is granted to MZ to allow his reappointment.

On this occasion, he introduces the proposal made by SwissCham Shanghai to extend the Chairmanship of SwissCham China with SwissCham Beijing for one more year in 2008 in order to meet the Olympic Games and mentions that the BOD has pre-selected MZ as candidate to National Chairmanship.

SWISSCHAM BEIJING RAGA MINUTES 2007/2008

Exception of the 2/3 rule to MZ approved by voting. MZ is cleared to reapply for BOD membership.

Individual introductions by all candidates:

1. Chen Yuxing of T-Systems
2. Kurt Kaltenecker of ABB (not present, has withdrawn his candidacy)
3. Christoph Konrad of UBS
4. Alexandre Sudan of SICPA
5. Felix Sutter of PwC
6. Ronald Szypura of Szypura Architects
7. Peter Troesch of Peach Int'l
8. Clarisse von Wünschheim of Jones Day
9. Klaus Ziegler of EU Delegation
10. John Liebeskind (individual Swiss attorney at law)
11. Denis Schmid (of The Freight, not present, but reapplies)
12. Max von Zedtwitz of Tsinghua University

Elected:

1. Chen Yuxing elected with 46 votes.
2. Christoph Konrad with 44 votes.
3. Alexandre Sudan with 46 votes.
4. Felix Sutter with 46 votes.
5. Ronald Szypura with 44 votes.
6. Peter Troesch with 44 votes.
7. Clarisse von Wünschheim with 45 votes.
8. Klaus Ziegler with 45 votes.
9. John Liebeskind with 44 votes.
10. Denis Schmid with 44 votes.
11. Max von Zedtwitz with 46 votes.

6.2. Elections Step 2: President of SwissCham Beijing and National Representatives

The President of SwissCham Beijing must now be elected among the newly elected BOD.

Besides three National Representative must be elected. JL must be re-elected as National Representatives are to be re-elected every two years and JL's term is over in 2008. Peter Troesch (PT) must be elected as he has been just elected to the BOD. MZ must not be re-elected as he was re-elected on the BOD and his term is three years (2007-2010). Hence, only JL and PT stand for election. MZ introduces these candidates, and no other candidates present themselves.

SWISSCHAM BEIJING RAGA MINUTES 2007/2008

- John Liebeskind re-elected as President SwissCham (Beijing) with 42 votes
- Peter Troesch elected as national representative with 41 votes

7. Appreciations

On behalf of SwissCham Beijing JL praises the contribution of:

- Cyrill Eltschinger, former President SwissCham Beijing 2003-2006 and former Chairman of SwissCham China 2006-2008
- Christina Zhang, Treasurer in 2007
- Simon Jin, Vice-President in 2007
- Joseph Müller (represented by David Saudan, Director of the Board) from 2005 to 2007
- Evelyn Kisslig (Executive Director 2006-2007)
- Andrea Jacomelli, Executive Director Ad Interim and Deputy Executive Director in 2007

8. Closing

Jl pronounces the RAGA closed at 9:09 p.m.

Beijing, 28 February 2008

John Liebeskind
President, SwissCham Beijing
Chairman of the RAGA

Max von Zedtwitz
Vice-President, SwissCham Beijing
Minutes Taker of the RAGA