

SWISS CHINESE CHAMBER OF COMMERCE CHINA BYLAWS

("National Bylaws")

Last modified by resolution of the National General Assembly of March 27, 2015.

ARTICLE 1 DEFINITIONS

For the purpose of these Bylaws and of any Regional Bylaws:

The Swiss Chinese Chamber of Commerce (the "National Chamber") is the legally established chamber of commerce concerned with Sino Swiss economic and trade relations in the People's Republic of China ("China").

The Articles of Association (the "National Articles") are the basic rules with regard to the founding and organization of the National Chamber as last approved on [date to be confirmed] by the Ministry of Civil Affairs. They apply to all members and organizations within the National Chamber.

The National Bylaws are a set of practical regulations and guidelines written in order to clarify the National Articles where necessary and to ensure the smooth operation of the National Chamber. They apply to all members and organizations within the National Chamber.

The Board of Directors of the National Chamber (the "National Board") is the executive Board of the National Chamber.

The National General Assembly (the "NAGA") includes all members of the National Chamber and is the supreme body of the National Chamber.

Regional Chambers are the regional organizations within the National Chamber.

The Board of Directors of a Regional Chamber (the "Regional Board") is the executive Board of a Regional Chamber.

Regional Bylaws are a set of practical regulations and guidelines based on the National Articles and the National Bylaws written to ensure the smooth operation of a Regional Chamber.

The Regional General Assembly (the "RAGA") includes the members of a Regional Chamber and is the supreme body of such Regional Chamber.

ARTICLE 2 REGIONAL CHAMBERS

(1) The National Chamber recognizes the diversity of business activities in China and serves its members locally through its Regional Chambers.

(2) Regional Chambers are established upon request by a regional group of members of the National Chamber to the National Board, proposal by the National Board and approval by the NAGA. For the time being, Regional Chambers exist in Beijing, Shanghai and Guangzhou.

(3) Each Regional Chamber may hire its own staff and shall be independent in the management of its employees. The National Board shall not interfere in the daily management of the Regional Chamber unless such interference is required to protect the interest of the National Chamber.

(4) Each Regional Chamber may adopt, alter, repeal Regional Bylaws, provided that they comply with the National Articles and the National Bylaws. The National Board shall confirm compliance of such Regional Bylaws or any amendments thereto with the National Articles and the National Bylaws. The Regional Bylaws and any amendment thereto shall only become effective upon approval by the NAGA by simple majority vote.

(5) Each Regional Chamber contributes an amount of money to cover the annual administrative expenses accrued by the National Chamber according to the regional budgets approved by the NAGA. Such financial contribution requires the approval of the respective Regional Board.

(5) Bookkeeping is carried out within and by the Regional Chambers. The Regional Chambers shall follow PRC accounting rules and regulations (Chinese GAP), the National Articles and the National Bylaws for the financial accounting of their activities.

For consolidation purposes, the Regional Chambers shall establish their financial statements according to the chart of accounts established by the National Board. The Treasurer of the National Chamber shall establish or amend the chart of accounts subject to prior consultation with the Treasurer of each Regional Chamber.

(6) Each Regional Chamber shall submit to the National Board the following documents at the latest 45 days prior to the date of the NAGA:

Report on activities conducted and attended by members of the Regional Chamber;
explanation of accounts;
Assets & Liabilities and Profit & Loss reports;
Fixed Assets lists;

General Ledger;

Membership list, including information of whether membership fees are paid to ascertain voting rights;

One supporting document for every entry in the General Ledger;

Budget for the new business year.

ARTICLE 3 CO OPERATION WITH SWISS CHINESE CHAMBER OF COMMERCE ZURICH

(1) The National Chamber recognizes the value and importance of close cooperation with the Swiss Chinese Chamber of Commerce, Zurich, and its regional organizations in Switzerland.

(2) Visiting members of the Swiss Chinese Chamber of Commerce, Zurich, or of its regional chapters, have the same rights as members described in Article 4 (6) of the National Bylaws, but do not have voting rights.

(3) Individual members of the Swiss Chinese Chamber of Commerce, Zurich, or of its regional chapters, taking residence in China and having paid their annual fees in Switzerland can enjoy membership status in a Regional Chamber, but do not have voting rights until the next RAGA. This privilege does not apply to Corporate Members.

ARTICLE 4 MEMBERSHIP

(1) Applicants submit their application to the respective Regional Board.

(2) Candidates for National Honorary Membership shall not be required to make applications. Admissions to National Honorary Membership shall be proposed by the National Board upon recommendation by a Regional Board and approved by the NAGA.

(3) Each Regional Board shall, except with respect to National Honorary Membership, decide on the admissibility of an applicant for membership or for a change in classification of membership by simple majority.

(4) Members accepted by a Regional Board that do not qualify for Corporate Membership or Individual Membership shall be listed as “National Corporate Associates” or “National Individual Associates” without voting rights.

(5) An application may be refused without giving any reason. If an application has been refused, any member of the respective Chamber may file a motion to the Regional Board requesting for admitting the applicant at the next RAGA. Such resolution must be approved by two thirds ($\frac{2}{3}$) of the members present in person or by proxy at the RAGA.

(6) Members have the right to attend all activities of any Regional Chamber at members' conditions.

(7) Members shall pay an annual membership fee to the respective Regional Chamber.

(8) The yearly amount of membership fees shall be approved by the RAGA upon proposal by the Regional Board and, following approval by the RAGA, confirmed by the NAGA.

(9) Updated member lists are filed with the Regional Board and the National Board.

ARTICLE 5 REGIONAL GENERAL ASSEMBLY

(1) The RAGA is the supreme body of each Regional Chamber.

(2) Each Regional Chamber shall hold at least one RAGA per year.

ARTICLE 6 REGIONAL BOARD

(1) Members of the Regional Board shall be elected by the RAGA.

(2) Eligible for election as a board member is only a person who is a member with voting rights of the respective Regional Chamber or a representative of such member with voting rights.

(3) The Regional Board constitutes itself. The President of the Regional Board shall be confirmed by the RAGA upon proposal by the Regional Board, and thereupon, confirmed by the NAGA.

(4) The term of office of a member of the Regional Board is one (1) year. Re-election of an ordinary member of the Regional Board is possible for maximum six (6) consecutive terms, i.e. totally six (6) consecutive years. Re-election of the President of the Regional Board is possible for maximum four (4) consecutive terms, i.e. totally four (4) consecutive years.

(5) In case of negligence of duty, violation of Chinese laws or regulations or any other behavior detrimental to the Regional Chamber and the Swiss Business Community in China, any Regional Board member may be removed from office by the Regional Board by a vote of at least three-quarters ($\frac{3}{4}$) of all members of the Regional Board.

ARTICLE 7 NOMINATION TO THE NATIONAL BOARD

(1) Each Regional Chamber shall nominate candidates for the National Board to the NAGA for election.

(2) The Regional Chambers in Beijing and Shanghai shall each be represented by three (3) members, the Regional Chamber in Guangzhou by one (1) member on the National Board.

(3) The Chairman of the National Board shall alternate between nominees of the different Regional Chambers every two years, unless a Regional Board whose turn it is forfeits its right to nominate its candidate and the Chairman is elected with a two thirds ($\frac{2}{3}$) majority by the NAGA.

(4) The President of a Regional Board shall not be nominated as Chairman of the National Board unless such nomination is confirmed by the NAGA by a vote of at least two thirds ($\frac{2}{3}$) of the members present by person or by proxy at the NAGA.

ARTICLE 8 NATIONAL GENERAL ASSEMBLY

(1) The ordinary NAGA meeting shall in principle take place each time under the auspices of a different Regional Chamber, on a rotating basis.

(2) A member shall have voting rights at a NAGA, under the conditions that:

(a) either (i) the member personally attends the NAGA meeting, or
(ii) appoints a proxy by means of a written and signed original authorization letter to be presented by the proxy at the NAGA meeting. Such proxy letter shall specify the nature of the meeting and its date, the member to be represented and the member acting as proxy; and

(b) the member has been confirmed by the National Board based on the list provided by the Regional Boards; and

(c) the member has paid all his dues in full before the NAGA meeting for the year the NAGA meeting is closing.

The National Board shall establish the representation of members at the NAGA meeting and to announce each representation before the first voting.

ARTICLE 9 AWARD OF CONTRACTS

(1) An open bidding process, including at least all members of the respective Chamber, shall be conducted prior to any award of contracts beyond the amount of RMB 100,000. The National Board shall approve any such award of contracts.

(2) Regional and National Board members or their employers shall be awarded such contracts only if they are proven to be more competitive than other bidders and after other bidders have been informed of the bid by the Board member or their employers and had the opportunity to counteroffer.

ARTICLE 10 FINAL PROVISIONS

(1) The National Bylaws and any amendment thereto shall only become effective upon approval by a simple majority of the members present in person or by proxy at the NAGA.

(2) The National Bylaws shall come into effect upon (i) approval by the NAGA held on 27 March 2015, and (ii) approval of the National Articles by the Ministry of Civil Affairs on [date to be confirmed].