INFORMATION SHEET

Annual General Meeting (AGM), 2018

Tuesday, 27 March 2018

Hanoi & HCMC,

(Date of Information Sheet: 26 February 2018)

REQUIREMENTS UNDER OUR CHARTER

The Charter of the Australian Chamber of Commerce (AusCham) stipulates that an Annual General Meeting (AGM) must be held in either February or March each year. The AGM cannot be held until after an audit has been completed by an external auditor. This year, the audit will again be completed by AusCham’s Titanium Sponsor, KPMG Limited.

WHERE AND WHEN WILL THE AGM BE HELD?

The 2018 Annual General Meeting (AGM) of AusCham will take place at 6pm on Tuesday, 27 March 2018 in:

- **Hanoi** – Pan Pacific Hotel, 1 Thanh Nien Road, Ba Dinh District; and
- **HCMC** – Norfolk Hotel, 117 Lê Thánh Tôn, Bến Nghé, District 1

CRITICAL DATES (2018)

- 26 February (Monday) – Official Notice of 2018 AGM emailed to all members. Nominations for Board open
- 9 March @5pm (Friday) – Deadline for non voting members to request a review of their voting status
- 16 March @5pm (Friday) – Deadline for members to list an item on the AGM Agenda
- 19 March @ 3pm (Monday) – Deadline for candidates to nominate for the 2018 Board
- 20 March (Tuesday) – Online voting commences (if election is required)
- 27 March @3pm (Tuesday) – Online voting closes
- 27 March @6pm (Tuesday) – AGM 2018 (Hanoi and HCMC)
COMPOSITION OF THE NATIONAL BOARD

The National Board comprises 12 Directors. To ensure national representation on the National Board, the composition of the Board shall be as follows:

1. Hanoi – 4 elected representatives from Hanoi-based Voting Members.
2. HCMC – 8 elected representatives from HCMC-based Voting Members.

Each elected representative must be a 2018 Voting Member at the time of the election and for the duration of the term. The elected representative must also reside in the city that they have been elected to represent.

If an election is required in either Hanoi or HCMC, or both cities (i.e., there are more candidates than available positions in Hanoi and/or HCMC), being a national organization, all Voting Members will be requested to vote.

Each Voting Member of AusCham will then vote for their four (4) preferred candidates in Hanoi (one vote for each of their preferred four candidates) and/or their eight (8) preferred candidates in HCMC (one vote each of their preferred eight candidates).

Voting shall be done electronically in the week prior to the AGM. Details for online voting will be forwarded separately. Voting Members shall also have the right to vote at the AGM itself if they have not already voted or use a proxy.

All Voting Members are eligible to nominate themselves, or be nominated, for a position on the Board.

ELECTION OF NEW BOARD

AusCham’s Board has resolved that if an election is required it shall be held under the following conditions:

- The order of candidates’ names on the ballot paper will be determined by the order that they are drawn from a hat (to be conducted by AusCham’s Executive Director)
- The ballot paper will identify which candidates are currently serving as Directors on the Board and their position if they are also an office bearer

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2nd Floor, Eximland Building
179EF CMT8 Str, District 3
Tel (84-8) 3832 9912/13/14
E. office@auschamvn.org
W. www.auschamvn.org

Hanoi
4th Floor, 100 Lo Duc Str
Hai Ba Trung District
Tel (84) 909 710 994
Email auschamhanoi@auschamvn.org
• For the online voting, each candidate will have a maximum of 150 words to detail reasons why they believe they should be elected to the Board. Please note, this 150 word limit is fixed and will be enforced. Profiles of more than 150 words will be cut at end of the 150th word.

• The results of the election will be announced at the AGM in both Hanoi and HCMC. However, only the names of successful candidates will be declared. The actual number of votes will not be revealed at the AGM (this is done to ensure that there is no loss of face for any candidate who generously offers to volunteer their time and services to support the Australian business community in Vietnam). The Board, however, reserves the right to check the results subsequently to ensure that due process has been followed by AusCham’s secretariat.

• For directors who have been serving on the 2017/18 Board, a table will be prepared for Voting Members which details the number of Board meetings held during each director’s tenure and the number of meetings he/she attended.

ELECTION OF OFFICE BEARERS

Voting Members do not elect the office bearer positions of President, Vice President, Treasurer and Secretary. Once the new Board has been elected by the Voting Members, it shall separately determine which of the directors fills the aforementioned positions subject to the following conditions:

• Positions of President and Vice President cannot be filled by Directors based in the same city. So, if the President is elected from either Hanoi or HCMC, the Vice President must be elected from the other city.

• The President and Vice President should have already served as a director of AusCham for at least one term.

• The positions of Treasurer and Secretary are open to all sitting directors, irrespective of the city in which they are based or whether they have served on AusCham’s Board previously.

CURRENT (2017/18) BOARD MEMBERS

The current Board Members for 2017/18 are listed according to office bearer’s position and then alphabetically (by first name). Please note the two vacancies following the recent
resignations of Mr Shane O’Connor (HCMC) and Mr David Carter (Hanoi) who no longer reside in Vietnam.

1. Ms Chau Ta (President) (HCMC)
2. Ms Tori Dixon-Whittle (Vice President) (Hanoi)
3. Mr Matthew Lourey (Treasurer) (HCMC)
4. Mr Minh Duong (Secretary) (HCMC)
5. Mr Brian O'Reilly (HCMC)
6. Ms Cecilia Tran Dang (HCMC)
7. Mr Giles Cooper (Hanoi)
8. Mr Greg Ohan (HCMC)
9. Mr Phillip Dowler (Hanoi)
10. Mr Robert King (HCMC)
11. Vacancy (HCMC)
12. Vacancy (Hanoi)

Current Board members are still to formally advise whether they will nominate again in 2018/19.

HOW DO I NOMINATE SOMEONE TO STAND FOR THE BOARD?

If you are a Voting Member of AusCham and wish to nominate yourself or someone else (who must also be a Voting Member) to stand for the National Board, please complete and sign the separate Nomination Form and send to the AusCham HCMC Office, as detailed below.

Please note, each Nomination Form requires the name of the nominee as well as the signatures of the proposer (can be the nominee) and the seconder. All proposers and seconders must be 2018 Voting Members. Completed forms must reach the AusCham office no later than 3pm on Monday 19 March 2018.

All members elected to the Board will be required to sign a statement confirming that they do not have a criminal record, are not a bankrupt and are a person of good repute.

WHO CAN NOMINATE AND VOTE FOR A POSITION ON THE BOARD?

<table>
<thead>
<tr>
<th>Ho Chi Minh City</th>
<th>Hanoi</th>
</tr>
</thead>
<tbody>
<tr>
<td>2nd Floor, Eximland Building</td>
<td>4th Floor, 100 Lo Duc Str</td>
</tr>
<tr>
<td>179EF CMT8 Str, District 3</td>
<td>Hai Ba Trung District</td>
</tr>
<tr>
<td>Tel (84-8) 3832 9912/13/14</td>
<td>Tel (84) 909 710 994</td>
</tr>
<tr>
<td>E. <a href="mailto:office@auschamvn.org">office@auschamvn.org</a></td>
<td>Email <a href="mailto:auschamhanoi@auschamvn.org">auschamhanoi@auschamvn.org</a></td>
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<tr>
<td>W. <a href="http://www.auschamvn.org">www.auschamvn.org</a></td>
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</tbody>
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Only 2018 “Voting Members” (paid-up Ordinary Corporate /SME and Ordinary Individual members) may nominate to stand for election.

IF I CANNOT ATTEND THE AGM, CAN I NOMINATE A PROXY OR VOTE ONLINE?

VOTING ON LINE

If an election is required, all Voting members will be encouraged to vote online.

Online voting will open on Tuesday 20 March before closing at 3pm on the day of the AGM; ie Tuesday, 27 March 2018. More details regarding the online voting will be provided separately to Voting Members prior to 27 March.

OTHER OPTIONS FOR VOTING

You may vote at the AGM in person.

You may also nominate a proxy to attend the AGM and vote on your behalf. Please complete the separate proxy form and email a scanned image or return in person to the AusCham HCMC office.

MEMBERS REQUESTING TO RAISE ITEM ON AGENDA

Any Voting Member of AusCham who wishes to add an item to the agenda may do so by giving written notice to AusCham’s Executive Director, Phil Johns (email execdirector@auschamvn.org ) no later than 5pm, Friday, 16 March 2018.

NON VOTING MEMBERS REQUESTING A REVIEW OF THEIR VOTING STATUS

If a non voting member believes they are, in fact, eligible to be a Voting Member, they may email AusCham’s Executive Director, Phil Johns at execdirector@auschamvn.org by 5pm on Friday 9 March 2018 requesting a review.

Please note, companies that are Voting Members of AusCham may have a maximum of three nominees with voting rights. For SME members, the number of nominees with voting rights is two.
For further information, please check www.auschamvn.org, email Executive Director, Phil Johns (execdirector@auschamvn.org) or phone 0938 607 660.