

Procedures for the 2020 Election of the Board of Directors (Second Revised Version)

These Procedures for the election of the members to the Board of Directors of the German Chamber of Commerce in China | Shanghai (the “**Chamber**”) for the 2020–2022 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.

Due to the circumstances of the COVID-19 outbreak and in order to safeguard the health and safety of the German Chamber members, the Board of the German Chamber of Commerce in China | Shanghai decided on 19 February 2020 to postpone the Board Election and General Meeting from 24 March to 21 May 2020. Furthermore, the Board of Directors decided on 22 April 2020 to change from the General Meeting to a Written Procedure, to conduct the Board Election solely through Online Vote during the voting period of 27 April to 17 May 2020, and to hold an online meeting on 21 May 2020 to present the result of the Online Vote.

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

- 1.1** The members of the Board will be elected through a Written Procedure by Online Vote 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 2020–2022 term shall be composed of nine members, eight of which shall be elected by the Voting Members. The ninth member of the Board is the Executive Director of the Chamber.
- 1.3** Each Voting Member shall have eight votes, one vote per each Board position to be filled. Each Voting Member may, but is not required to vote for up to eight candidates to the Board (“**Candidates**”), but it may not allot more than one vote to a single Candidate.
- 1.4** The eight Candidates who receive the highest number of votes shall be elected to the Board.

2 Nomination of Candidates

- 2.1** All Corporate and Individual Members of the German Chamber of Commerce in China | Shanghai who have paid their past and current membership fees for 2020 are considered eligible voters and may nominate candidates. Representatives of Corporate Members may also nominate themselves as candidates.

Consistent with the Statutes, Chapter 4, Article 10.1.a only a permanent or alternate representative of a Corporate Member of the German Chamber of Commerce in China | Shanghai can be nominated as Candidate. Consistent with the Chamber's Statutes all other membership categories defined in Chapter 2, Article 5.1. lit. b. to e. cannot stand for election to the Board. 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 should be submitted in writing (email or postal) to the Executive Director of the German Chamber of Commerce in China | Shanghai (c/o Ms. Simone Pohl, email: pohl.simone@sh.china.ahk.de) or to the Executive Chamber Manager (c/o Dr. Sigrid Winkler, email:

winkler.sigrid@sh.china.ahk.de) by **January 23rd, 3:00 pm** 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.

2.2 Election Advertising

All nominated candidates will be published through the official channels of the German Chamber. Individual campaigning is not encouraged.

3 Election Procedure

3.1 Forms of Voting

Voting Members may exercise their right of vote in by casting an online ballot on the electronic voting platform in accordance with the provisions under Section 3.5 hereof (“Online Ballot”).

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 who have paid all past and the current membership fee for 2020 have the right to vote and therefore can be included in the Voters’ Register. Corporate Members can be represented by either the Permanent Representative or the Alternate Representative.

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 office 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 an email invitation with a unique authentication code 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. The link to this online voting platform will be enclosed in the email invitation.

- 3.5.2 Prior to casting an Online Vote, each Voting Member will be automatically prompted by the online voting platform to confirm its eligibility to cast a vote in the Board Elections 2020. The Voting Member may not cast an Online Vote without it confirming its eligibility beforehand.
- 3.5.3 Each Voting Member may cast its ballot on the online voting platform during the following period: Monday April 27th, 2020 at 00:00 CST to Sunday May 17th, 2020 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, 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 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 Section 3.5.4, the Online Vote shall be deemed void.
- 3.5.7 Detailed voting instructions will be provided on the Chamber homepage, in the email invitation and on the online voting platform.

3.6 Quorum

At the beginning of the Online Meeting on May 21st, 2020, the Election Auditor verifies whether the quorum of 15% of the total number of Voting Members consisting of the amount of valid Online Votes is met.

3.7 Counting the Votes

- 3.7.1 The Election Committee shall convene on May 20th, 2020, 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. The final result shall be reported to the Executive Director of the Chamber.
- 3.7.2 A ballot that contains no vote for any candidate shall be counted as an abstention.
- 3.7.3 Disputes arising prior or during the Online Vote regarding the eligibility of Voting Members to cast votes will be settled by the Election Auditor within 72 hours after the dispute has been raised and in accordance with the Procedures.

3.7.4 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.

3.8 Announcement of Results

The result will be announced in the online meeting on May 21st, 2020, by reading out the following information:

- the names of the Candidates elected to the Board in alphabetic order, without announcing the tally of votes for each Candidate
- the names of the two alternate Candidates, if applicable, in order of the votes received without announcing the tally of votes for each Candidate.

In addition, the Executive Director shall report the result of the Written Procedure to the members by mail, e-mail or in form of Chamber circulars before May 24th, 2020, 24:00 CST

3.9 Split Votes

If two or more Candidates are in eighth place (or a higher place in case of a tie on one of the next-higher places), the Election Auditor shall ask the Online Voters to cast an online ballot in a run-off vote between such Candidates by May 22nd, 2020, 24:00 CST. 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 run-off vote if and when a vacancy arises and if the Candidates at that time remain contenders to fill the vacancy.

3.10 Acceptance of Election Results

Each elected candidate confirms that he/she will accept his/her election directly without unreasonable delay after the announcement of the election result. If the elected candidates cannot be personally attendant during the online meeting on May 21st, 2020, they should accept the results in advance.

3.11 Minutes

The Election Auditor or a member of the Election Committee appointed by her/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 he/she participated and, if found to be in order, duly sign the minutes and return them to the Election Auditor. The Election Auditor shall hand over the original of such minutes and the final Voters' Register to the Executive Director of the Chamber.

3.12 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.

3.13 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.

3.14 Handover of Ballots

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

4 Constituent Meeting of the New Board

The Constituent Meeting of the newly elected Board is held immediately after the online meeting on May 21st, 2020. The tally of the votes is announced internally at this meeting for information of the new Board. During this first Board Meeting, the Board Members elect the office holders, i.e. the Chairperson, Vice-Chairperson and Treasurer.

5 Record Keeping

The Voters' Register, the signed results of the vote count and the online vote 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.

6 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 May 24th, 2020, in which case an Arbitration Committee shall be formed in accordance with Article 20 of the Statutes of the Chamber.