

Appendix J

Guidelines for the Admission of Proxy Instruments at General Meetings

Preambles:

- (i) As the current Articles of Association contain no provisions dealing with voting by proxy at general meetings, the only applicable requirements are those set out in sections 596 to 608 of the Companies Ordinance (Cap. 622) (the “**CO**”), as supplemented by requirements established through common law.
- (ii) The purpose of these guidelines is to provide guidance to persons charged with the responsibility of receiving, checking and accepting / rejecting proxy forms, or other such documents submitted by members purporting to appoint a proxy (“**Proxy Instruments**”) at general meetings of the Club.
- (iii) These guidelines are approved by the General Committee and should not be deviated from under any circumstances without prior approval by the General Committee.

Instructions to members ahead of the meeting

The notice of meeting (the “**Notice**”) advises members of their fundamental right under section 596 of the CO to appoint a proxy to exercise all or any of the member's rights to attend, speak and to vote at a general meeting. The proxy need not be a member of the Club.

The Notice only requests (it does not require as the Club is not entitled to insist) that if a member intends to appoint a proxy, use is made of a proxy form pre-prepared by the Club and that the Proxy Instrument (whether on the Club's proxy form or not) be submitted not later than 8 hours prior to the meeting.

The Notice states that the Club's proxy forms may be requested and submitted by email (as the Club is entitled to do pursuant to section 599 of the CO) to a dedicated email account set up expressly to administer the proxy forms and which will only be accessible by authorised Club staff and the auditor of the general meeting. The Notice also states that members **MUST** use their email account as registered with the Club for requesting and submitting proxy forms and that any proxy forms submitted through any other email address will not be accepted.

All Proxy Instruments, in whatever form, should bear the signature of the member OR the person authorised by them to complete the Proxy Instrument (the member's authorisation being separately evidenced by any acceptable means).

Submission of Proxy Instruments

Members are encouraged (but not compelled) to use proxy forms provided by the Club as the basis for the Proxy Instrument. Proxy forms provided by the Club will have a unique number that is allocated by the Club's membership office and will be available for collection from the time specified in the Notice either:

- (i) in person by collection from the Club's membership office; or
- (ii) upon request by email to proxyvote2021@hhyc.org.hk, a dedicated email account set up expressly for the purpose of administering the proxy forms and which will only be accessible by Authorised Staff¹ and the Auditor.

In the case of the Annual General Meeting, proxy forms will not be made available for collection until after the cut-off time for receiving nominations for Officers and other members of the General Committee.

¹ “Authorised Staff” are staff members of the HHYC who have been authorised by the General Committee to handle issues pertaining to the review and admission of Proxy Instruments at general meetings.

Members **must** use their email address as registered with the Club for requesting proxy forms by email and **must** clearly state their full name and membership number in the requesting email. Requests using email accounts not registered by the member with the Club will **not** be entertained. Completed proxy forms (i.e., Proxy Instruments) should be returned either:

- (i) in person by delivery to the collection box in the Club's membership office; or
- (ii) by emailing a PDF of the duly completed and signed proxy form to proxyvote2021@hhyc.org.hk.

As with email requests for proxy forms, members **must** use their email address as registered with the Club for submitting completed proxy forms by email. Submission of proxy forms from email accounts that do not correspond to the member's email account registered with the Club will **not** be accepted.

Notwithstanding that the Notice may request members to return their completed proxy forms up to 8 hours in advance of the meeting 'for administrative convenience', the Club is legally obliged to accept Proxy Instruments to be submitted **at any time** prior to the general meeting being declared open. They may not, however, be submitted after the meeting has been declared open even if at that point no vote has been called. *[Note: different provisions may apply if there is a delayed poll vote – but these are beyond the scope of this note].*

Where a Proxy Instrument is delivered by hand to the Club, the person delivering it (who need not be the member appointing the proxy) will be invited to place the form directly into a locked box which is only accessible by Authorised Staff. Where a Proxy Instrument is delivered by email, it is to be only sent to the designated email address proxyvote2021@hhyc.org.hk which is only accessible by Authorised Staff and the Auditor.

The Authorised Staff will log the receipt of all Proxy Instruments, whether delivered by hand or received by email.

Review of Proxy Instruments

Authorised Staff, with preferably more than one such Authorised Staff member present, should open locked boxes containing submitted Proxy Instruments or access the designated email account.

In the first instance, the Authorised Staff should review Proxy Instruments to determine whether the instrument has been appropriately completed and can be admitted. If they identify no issue, the Proxy Instrument should be admitted.

The General Committee has appointed a Proxy Review Team, comprising the Honorary General Secretary, the Membership Manager and a representative of the Club's Auditor, to consider any uncertainties in relation to Proxy Instruments and to determine if they should be admitted for voting.

Note:

1. All Proxy Instruments, in whatever form, should be approached on the basis that they are valid unless there is a reasonably based suspicion that a form is irregular.
2. There is no fixed requirement for the form of a Proxy Instrument.
3. There is no fixed requirement regarding the manner of signing or authentication of a Proxy Instrument; someone else other than the member may sign a proxy form on behalf of the member (if there is adequate evidence that they have been authorised by the member to do so).
4. There is no requirement that proof of identity be provided in connection with a proxy.
5. The key requirements are that the Proxy Instrument identifies, with sufficient clarity, the following:
 - the identity of the member who is appointing the proxy (usually ascertained by their HHYC membership number and full name)
 - that the member has signed or authorised the signing on their behalf of the Proxy Instrument and that the original copy of such is provided

- the person appointed as a proxy (usually identified by full name or if they are a member by the proxy's HHYC membership number)

6. Consideration of all such matters requires the exercise of good judgment and common sense.

Authorised Staff should log any uncertainties regarding Proxy Instruments, and the relevant instruments passed to the Proxy Review Team for further scrutiny.

Prior to the opening of the meeting (and as often as necessary), the Proxy Review Team will meet to consider and determine any issues regarding proxies advised to them by the Authorised Staff.

To the extent that any member of the Proxy Review Team considers it necessary, they will consult legal advisers/auditors before they finally determine the validity of a Proxy Instrument. The decision of the Proxy Review Team as to the validity of a proxy shall be final.

Where the Proxy Review Team has resolved not to allow a Proxy Instrument, they will advise the Chairperson of the meeting accordingly of their reasons for such. Where possible, the person intended to be appointed as proxy will be advised. If nevertheless, the proxy casts a vote, their vote will be disregarded, and the overall result of the voting will not be invalidated as a result.

Paper copy of Proxy Instruments to be available at the meeting

Two sets of a paper copy of all Proxy Instruments submitted and admitted for voting should be made available at the meeting. One copy of the Proxy Instrument should be provided to the relevant proxy upon collecting the voting forms so that the proxy can clearly see whether the Proxy Instrument seeks to mandate how the proxy should vote on any resolution. The other copy should be made available to the Auditor for checking.

A list of all proxies admitted to the meeting will be logged and the relevant member recorded as having attended the meeting (by proxy) which later following the meeting will be published on the members-only section of the Club website along with the minutes of the meeting.

Termination of a proxy appointment

A member may terminate the appointment of his/her proxy at any time prior to the commencement of the meeting by written notice, duly signed and delivered to the Club by hand or through the dedicated proxy email address.

All notices purporting to terminate the appointment of a proxy should be carefully scrutinized by the Authorised Staff and given to the Auditor for checking. If there is any doubt as to the authenticity of the termination notice, attempts should be made to contact the member by telephone to verify his/her intention.

A member who has not submitted a termination notice, but who turns up to the meeting and expresses his/her wish to terminate the appointment of his/her proxy and vote in person instead, should be given a copy of his/her Proxy Instrument and requested to write the following wording on the Proxy Instrument:

I hereby terminate the appointment of the proxy named herein

Signature of Member

If the proxy has not yet collected the voting forms, the member should then be given his/her voting forms and if the proxy subsequently appears and requests the member's voting forms, should be informed that his/her proxy appointment has been terminated.

If, on the other hand, the member's appointed proxy has already collected the member's voting forms and entered the meeting, the member should be requested to locate his/her appointed proxy, retrieve his/her voting forms from the proxy and inform a member of Authorised Staff. The proxy should be asked to leave if he/she is not a member or is not acting as a proxy for any other member.

-End-