

RAGA 2025

Regional Annual General Assembly
Basic Guidelines Swisscham Beijing

Swiss Chinese Chamber of Commerce
in Beijing

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Introduction by the President of SwissCham Beijing

Dear Members,

I am inviting you to participate in the yearly Regional Annual General Assembly of SwissCham Beijing (RAGA). Please find the invitation attached (Appendix "A"). More information about the exact date and venue for the respective RAGA can be found in the attached invitation.

The following issues will be addressed at the RAGA:

- report on the activity of SwissCham Beijing in the *past* Chamber year;
- present and approve the tentative program for the *upcoming* Chamber year;
- review and approve the accounts of the *past* Chamber year;
- present and approve the budget for the *upcoming* Chamber year;
- discharge the *current* Regional Board of Directors;
- elect the Board for the *upcoming* Chamber year;
- elect the President of SwissCham Beijing for the *upcoming* Chamber year;
- elect up to three National Board Representatives for the *upcoming* Chamber year among the newly elected Directors of the Board of SwissCham Beijing.

On behalf of the Board, I encourage you to participate at the RAGA. Please fill in and e-mail us the attached **participation form**. If you cannot attend, you are kindly asked to return the attached **proxy form** in order to enable us to reach the quorum (Appendix "B"). If you want to apply for the BOD elections, please e-mail your resume, motivation letter and video to us.

Upon arrival, do not forget to validate your votes and get your **vote validation form** at the Voting Bureau Desk (Appendix "M"). You will also be given **election ballots** for the election of the SwissCham Beijing BOD, the SwissCham Beijing President and the National Representatives (Appendix "N", Appendix "O").

Thank you for supporting SwissCham Beijing, we are looking forward to seeing you at the upcoming RAGA.

ZZ ZHANG

President, SwissCham Beijing

Agenda¹

RAGA Registration and RAGA proxies validation at the Voting Bureau

All/GM^{*)}

SwissCham Beijing RAGA

- Closing of the Voting Bureau (**late arrivals will not be considered in the vote count**) ED
- Opening of the RAGA
- Review of quorum, including proxies ED
- Welcome address by the President of SwissCham Beijing P
- Welcome address by a representative of the Embassy of Switzerland in China

Administrative matters

- Approval of Vote Counting Officer(s) and Minutes Taking Officer P
- Approval of the Agenda P
- Approval of the Minutes of last year's RAGA P

Reports

- Report of the President P
 - Past year's activity report
 - Upcoming year's tentative program
- Report of the Treasurer T
 - Past year's accounts
 - Upcoming year's budget
- Report of the Auditor A
- Discharge of the current Board of Directors P

¹ Art. 6(b)(i) Beijing Bylaws.

^{*)} BOD = Board of Directors; P = President; SG = Secretary-General; T = Treasurer; A = Auditor; GM = General Manager.

Elections

| | | |
|--|--------------|------------------|
| <ul style="list-style-type: none">- BOD candidates' presentations- Election of the new BOD | Candidates/P | P |
| <ul style="list-style-type: none">- Appreciation of Directors and Management- Appreciation of Sponsors- Forthcoming events- Miscellaneous- Closing of the RAGA | | P P P P |

Any member of the Chamber may submit a written request to the Board for additional item to the agenda provided such request are made at least 72 hours prior to the GA ² . Please send such request by e-mail to guillaume.joyet@swisscham.org with the reference "2025 RAGA: ADDITIONAL AGENDA ITEM".

² National Articles, Art. 6 (C)(3).

Organization and Rules

SwissCham China is the Chamber of Commerce for Switzerland officially registered in China with the Ministry of Civil Affairs under the Provisional Regulations for the Administration of Foreign Chambers of Commerce in China.

³ It is a federative organization. Local offices such as **SwissCham Beijing** are statutory known as **Regional Organizations**. Other Regional Organizations exist in Shanghai, Guangzhou, Shenzhen and in Chongqing (South West China). SwissCham Hong Kong ⁴ is legally independent but maintains close ties with SwissCham China with which it shares common projects.

SwissCham China has no operational activities and fulfils a representative and coordination role. Regional Organizations are represented by a **Board of Directors** which may delegate the Chamber's management to a General Manager in charge of the **Chamber's office**, as is the case in Beijing and Shanghai. SwissCham Beijing's organization chart is attached (Appendix "G").

SwissCham is governed by three sets of **Rules**: two on the national level and one on regional levels. National rules include the **National Articles of Association** and the **National Bylaws**. Regional rules include the Regional Bylaws, in Beijing, the **Beijing Bylaws**. In case of silence of the Regional Rules, the National Rules apply.⁵ Finally, the decisions by which the Regional BOD implements the Rules are recorded in Minutes of the BOD Meetings. The National Articles, the National Bylaws and the Beijing Bylaws are attached (Appendices "D", "E", "F"). In order to sit, SwissCham Beijing's RAGA needs a **quorum of 50%** of SwissCham Beijing's members with voting rights. Members enjoy such rights upon approval of the BOD following the Rules.

³ Of 14 June 1989.

⁴ SCHK retains "**Swiss Chamber of Commerce in Hong Kong**" as its legal name but agreed with SwissCham China to use "SwissCham Hong Kong" as its trade name at SwissCham China National Board Meeting of 17 November 2008.

⁵ See National Bylaws Art. 1.

Regional Board of Directors of SwissCham Beijing

Introduction

The Regional Board of Directors is in charge of supervising the management and of the representation of SwissCham Beijing.⁶ It is composed of five Office Holders and eleven Directors of the Board and two Honorary Directors.

The Office is composed of the President, two Vice-Presidents, the Secretary General and the Treasurer.

A representative of the Embassy of Switzerland in China⁷ serves as Honorary Director of the Board of SwissCham Beijing. The Embassy's representative, who usually is the Head of Economic, Financial and Commercial Section, sits on the BOD.

The Directors of the Board are elected at the RAGA⁸ for one year.⁹ The President is elected by the RAGA. The other functions are elected within the BOD.¹⁰ Directors of the Board are expected to attend 2/3rd of scheduled Board Meetings. Their attendance has to be announced before the election.¹¹

In compliance with the Rules, the BOD made this year repeated **open calls for candidacy to the BOD** to all the members, see Appendix "C".¹² Interested members are invited to send their resume to the Chamber's office. In order to allow time for copying your resume to the voting members, please submit your **candidacy until 10 march, 2025 at the latest.**

⁶ Beijing Bylaws, Art. 7(1). See also National Articles, Art. 6(A).

⁷ Beijing Bylaws, Art. 6(2)(a).

⁸ National Bylaws, Art. VI(2).

⁹ Beijing Bylaws, Art. 7(3)(a).

¹⁰ Beijing Bylaws, Art. 6(2)(e).

¹¹ Beijing Bylaws, Art. 7(3)(c).

¹² Beijing Bylaws, Art. 7(e).

At the RAGA, candidates will be requested to shortly introduce themselves and explain their motivation to the assembly before the proceeding of the elections.

The current Board of Directors

The composition of the current BOD can be found in the **Organization Chart** (Appendix “G”).

As noted above, Directors of the Board are expected to attend 2/3rd of scheduled Board Meetings. The Directors may not stand for re-election if they did not attend 2/3rd of the Meetings.¹³

Candidature to the Board of Directors for the upcoming Chamber year

The list of members or representatives of members, who would like to apply for the SwissCham Beijing's Board of Directors, can be found in the **Organization Chart** (Appendix “G”).

Please note that candidacies remain open until the election of the new BOD by the General Assembly:

You can send your CV; a short motivation letter; a picture of you; Presentation video: Who are you, why are you seeking to join the board of directors, why would you be a good board member, and what can you offer the Swisscham community?

to our Executive Director, Mr. Guillaume Joyet,
guillaume.joyet@swisscham.org

¹³ Except the Honorary Director of the Board.

Elections

Board of Directors

BOD members are elected by secret ballot by simple majority of the represented members at the RAGA.¹⁴

You have to elect **eleven Directors**, provided there are at least eleven candidates. Please use the **Voting Ballot No. 1** (Appendix "N").

President of SwissCham Beijing

Once you will have elected the Directors of the Board, The board will have to elect among them the **President of SwissCham Beijing**. The same rules apply.

The newly elected board will also be invited to select among them the national representative.

National Board Representatives

The Rules request that Regional Organizations such as SwissCham Beijing nominate, among the board director of their Regional BOD, candidates for the National Board of Directors, among whom one **Regional President** and one **National Representative**.¹⁵ These candidates will then have to be elected by the National Annual General Assembly (NAGA), which specific date and venue are announced in the attached NAGA invitation.

National Representatives are elected for a maximum of three terms of two years and the Chairman two terms of two years.¹⁶

At the RAGA, or first-step level, the election shall follow the same rule as for the Regional BOD: National representatives are elected by the newly elected board by simple majority of the represented members at the RAGA.

¹⁴ Beijing Bylaws, Art. 6 (f).

¹⁵ National Bylaws, Art. VII.

¹⁶ National Articles, Art. 7 (B) (3) (4).

Directors Appreciation

The Board of Directors of SwissCham Beijing wishes to express its sincere and greatest appreciation to ZZ Zhang, Johann Oberson, Lars Eckerlein, Daniel Aellen, Amy Xiang Cao, Sunke, Wang Jun, Roger Germann, Julia Sun, Marc Wohlwend, Sebastian Blaettler, Hong Cui, Martin Matter and Joel Saurina for their active and supportive contribution to SwissCham Beijing's Board of Directors.

Sponsors Appreciation

The BOD wishes to acknowledge and express its appreciation to the many companies, other organizations and individuals that supported the Chamber in the past Chamber year of 2020/2025.

SwissCham Yearly Sponsors 2024/2025



BUILDING TRUST





Dear Member,

As a corporate and voting member of Swisscham, your company **holds the privilege to participate in the election of the Swisscham Board of Directors during** the upcoming Regional Annual General Assembly (RAGA) in **Beijing** and the National Annual General Assembly in Shanghai.

To ensure your participation, **we kindly request that your voting company** completes and returns the proxy (on our website) to our Executive Director, Mr. Guillaume Joyet, at guillaume.joyet@swisscham.org before March 10, 2025. The proxy includes essential details on confirming your attendance or delegating your vote to/someone from the Board of Directors if you cannot attend. **If you come in person please register here as well:**

[SwissCham Beijing Regional Annual General Assembly \(RAGA\) 2025 | Swiss Chinese Chamber of Commerce on Glue Up](#)

Moreover, the National Annual General Assembly is scheduled to convene in Shanghai on March 27th. The purpose of the meeting is to review SwissCham China's performance in the past year, approve financials, elect new members for the National Board, and agree on the program and budget for 2025. Please send the completed proxy to Mr. Guillaume Joyet, at guillaume.joyet@swisscham.org by March 10, 2025.

We have attached a PDF file as well explaining in details what is the RAGA, why voting is important and what is the board of directors.

Beijing Board of Directors



ZZ ZHANG
President & National Vice-Chairman
OPERATING PARTNER
Trustar Capital



Johann OBERSON
Vice-President & National Representative
CHIEF REPRESENTATIVE ASIA/PACIFIC
Les Grand Chais de France



Lars ECKERLEIN
Vice-President
GENERAL MANAGER
ABB (China) Ltd.



Daniel AELLEN
Treasurer & National Representative
EXECUTIVE VICE PRESIDENT & CHIEF FINANCIAL OFFICER
Nestlé Greater China Region



Ke SUN
Secretary General
CEO & PARTNER
Generis (Beijing) International Business Consulting Co., Ltd.



Amy Xiang CAO
Board Member
CHIEF REPRESENTATIVE FOUNDER
Swiss Nobleness AG, China Nobleness



Roger GERMANN
Board Member
SENIOR MANAGER OF BUSINESS DEVELOPMENT AND EXTERNAL AFFAIR
Geistlich China



Hong CUI
Board Member
GENERAL MANAGER
Ypsomed China



Julia SUN
Board Member
GENERAL MANAGER
CELLCOSMET CHINA



Sebastian BLAETTLER
Board Member
MANAGING DIRECTOR CHINA/APAC
Boschung Group, Taipei/Beijing



Marc WOHLWEND
Board Member
ATTORNEY
Wenfel Attorneys at Law, Ltd.



Martin MATTER
Honorary Member
COUNSELLOR AND HEAD OF ECONOMIC FINANCE AND TRADE SECTION
Embassy of Switzerland in the PRC



Joël SAURINA
Honorary Member
COUNSELLOR AND HEAD OF THE SWISS BUSINESS HUB CHINA
Embassy of Switzerland in the PRC

25 March 2024

SWISS CHINA CHAMBER OF COMMERCE ARTICLES OF ASSOCIATION

("National Articles")

Last modified by resolution of the National General Assembly of 25 March 2024.

ARTICLE 1 NAME, SEAT, BUSINESS YEAR

- (1) This organization shall be called in Chinese “Chinese Swiss Chamber of Commerce” or “Zhong Guo Rui Shi Shang Hui” and shall be called in English “Swiss China Chamber of Commerce” or “SwissCham China” (the “National Chamber”).
- (2) The National Chamber is established in accordance with the relevant laws and regulations of People’s Republic of China (“China”).
- (3) The National Chamber has its registered office at the following address: European Business Center, Unit 309, 3rd Floor, Building 81, No. 4, Workers’ Stadium North Road, Chaoyang District, Beijing 100027, China
- (4) The business year of the National Chamber is the calendar year, from January 1 to December 31.

ARTICLE 2 OBJECTIVES AND ACTIVITIES OF THE NATIONAL CHAMBER

The National Chamber is a non-profit generating, non-governmental organization. The objectives and activities are:

- (a) To promote business relations between companies in Switzerland and China;
- (b) To cooperate with the authorities of both countries with the aim of furthering the common economic interests;
- (c) To represent, support and protect the interests of the members within the boundaries of the relevant laws and the National Articles;

- (d) To provide services to members and non-members engaged in trade, industry and commerce;
- (e) To promote communication and discussion with China's economic and cultural organizations;
- (f) To undertake cultural and recreational activities in the interest of and beneficial to the members.

ARTICLE 3 NATIONAL CHAMBER AND REGIONAL CHAMBERS SECTION A NATIONAL CHAMBER

- (1) The National Chamber is the umbrella organization encompassing and consisting of the Regional Chambers in China.
- (2) All members of a Regional Office are implicitly members of the National Chamber.
- (3) The Board of Directors of the National Chamber (the "National Board") is composed of members of the Board of Directors of each Regional Chamber.
- (4) The National Board is in charge of the overall guidance and supervision of the Regional Chambers. Amongst others, the National Board shall safeguard the interests of the Regional Chambers on a national level and coordinate and enhance the cooperation between the Regional Chambers.
- (5) The National Chamber may adopt bylaws in compliance with the National Articles (the "National Bylaws").

SECTION B REGIONAL CHAMBERS

- (1) Each Regional Office shall be independent in the organization of daily management and activities for its local members and, unless otherwise stipulated in the National Articles or the National Bylaws, in all membership issues.
- (2) Each Regional Office shall have the right to formulate, amend or abolish its bylaws, provided that such bylaws are in compliance with the National Articles and the National Bylaws.

SECTION C FINANCIAL CONTRIBUTIONS

- (1) Each Regional Office shall be responsible for its own financials.

(2) Each Regional Office shall make financial contributions to cover the costs and expenses incurred by the National Chamber. Additionally, each Regional Office shall provide a forecast for national expenses and projects at each calendar year.

(3) The amount of contribution of each Regional Office shall be determined by the National Board based on the capacity of each Regional Chamber.

ARTICLE 4 REGIONAL AND NATIONAL MEMBERSHIP SECTION A CATEGORIES

(1) Membership comprises of six (6) categories:

1. Corporate Members (with voting rights);
2. Individual Members (with voting rights);
3. National Associates (without voting rights);
4. Young Professionals (without voting rights)

(1) Corporate Members with voting rights are commercial establishments such as representative offices, joint ventures, branches or subsidiaries, set up in China in accordance with Chinese law by Swiss nationals or companies, institutes or associations located in Switzerland.

(2) Individual Members with voting rights are Swiss nationals without restrictions or nationals of other countries who are employed by a commercial establishment as defined in Article 4 Section A (2) of the National Articles.

(3) National Associates without voting rights are commercial establishments, institutes or associations or individual persons that do not qualify as Corporate or Individual Member but who wish to be affiliated with the National Chamber to promote Sino-Swiss trade and economic relations and Sino-Swiss friendship.

(4) Young Professionals without voting rights are Swiss nationals or nationals of other countries under the age of 35 and self-employed or unemployed at the time of application of membership.

(5) NPO and Journalist Members without voting rights are (i) not for profit organizations without governmental affiliation set up in China in accordance with Chinese law by companies, institutes or associations located in Switzerland, and (ii) Swiss nationals engaged in the journalism or media sector.

(6) National Honorary Member without voting rights are personalities who have made great contribution to, or earned lasting merits for, the National Chamber or the trade relations between China and Switzerland.

SECTION B COMMENCEMENT OF MEMBERSHIP

(1) The Board of Directors of each Regional Office (“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.

(2) The National General Assembly shall decide on the admissibility of a person for National Honorary Membership upon recommendation by the National Board.

(3) Application of membership for a Regional Office shall be submitted to the respective Regional Board in written form.

(4) If the Regional Board approves an application for membership, the applicant shall become a member of such Regional Office only upon payment of membership fee as stipulated in Article 5 (3) of the National Articles.

SECTION C TRANSFER AND TERMINATION OF MEMBERSHIP

(1) Membership in a Regional Office cannot be transferred to another member.

(2) Membership in a Regional Office terminates upon resignation, death or dissolution of that member.

(3) Non-payment of membership fee within three months upon receipt of the second reminder notice is considered a declaration of resignation by such member.

SECTION D EXCLUSION OF MEMBERSHIP

(1) The Regional Board may exclude a member by simple majority of the votes on important grounds. Important grounds are, in particular:

(a) Any behavior detrimental to the reputation or interest of the National Chamber or Regional Chamber.

(b) Any behavior of a member that aggrieves any other member of the Regional Office purposely in the light of adequate evidence.

(c) Any dishonorable conduct of a member.

(2) Any member of a Regional Office with voting right may file a motion to the Regional Board requesting to exclude a member on important grounds.

(3) Exclusion does not entitle such former member to any reimbursement of membership fee.

ARTICLE 5 RIGHTS AND OBLIGATIONS OF MEMBERS OF THE NATIONAL CHAMBER

(1) Each member has the right to participate in the General Meetings of the National Chamber (the “National General Assembly”).

(2) Each member with voting rights has one vote in the National General Assembly. Corporate members shall vote through representatives. Members shall only have voting rights if their membership fees are paid for the past year(s) and for the current year in full.

(3) Each member shall pay membership fees to the respective Regional Chamber. The amount of the yearly membership fee shall be approved by the National General Assembly and notified to the members. National Honorary Members are not required to pay membership fees.

ARTICLE 6 MEETING OF THE NATIONAL CHAMBER (“NATIONAL GENERAL ASSEMBLY”) SECTION A ORDINARY AND EXTRAORDINARY NATIONAL GENERAL ASSEMBLIES

(1) The National General Assembly is the supreme body of the National Chamber. There are Ordinary and Extraordinary National General Assemblies.

(2) An Ordinary National General Assembly shall be held annually in the first quarter of the business year.

(3) An Extraordinary National General Assembly shall be convened:

(a) If at least 2/3 of the voting members of the National Board so decide; or

(b) If at least ten percent (10%) of all members with voting rights submit a written request to the National Board stating the reasons to convene it.

SECTION B POWERS OF THE NATIONAL GENERAL ASSEMBLY

The National General Assembly shall, in particular:

(a) Approve the reports by the Chairman of the National Board, the President of each Regional Board, the Treasurer and the Auditor.

(b) Elect members of the National Board, the Treasurer and the Auditor;

(d) Approve the amount of the annual membership fees of a Regional Chamber;

- (e) Pass resolutions concerning the matters reserved to the National General Assembly by the National Articles;
- (f) Decide upon National Honorary Membership admission, rejection or termination;
- (g) Determine and amend the National Articles and the National Bylaws;
- (h) Approve the bylaws of a Regional Chamber;
- (i) Discharge the members of the National Board.

SECTION C PROCEDURES OF THE NATIONAL GENERAL ASSEMBLY

- (1) Written notice shall be given to all members at least twenty (20) days prior to the date of an Ordinary National General Assembly and at least ten (10) days prior to the date of an Extraordinary National General Assembly.
- (2) The Chairman or Vice Chairman of the National Board shall act as Chairman of the National General Assembly. The Chairman of the National General Assembly has the casting vote.
- (3) The National General Assembly shall proceed in accordance with the pre-determined agenda. Any member of the National Chamber may submit a written request to the National Board for additional item to the agenda provided such request is made at least forty-eight (48) hours prior to the date of the National General Assembly.
- (4) The quorum shall be constituted if (i) at least twenty percent (20%) of all members with voting rights are present in person or by proxy, and (ii) at least ten percent (10%) of members with voting rights from each Regional Office are present in person or by proxy. Decisions are made by a simple majority unless the National Articles or National Bylaws provide otherwise.
- (5) The National General Assembly may hold secret voting.
- (6) To grant a valid proxy, a written authorization letter is required. The proxy shall only count towards the quorum but not for elections or voting procedures.
- (7) Online voting may be used in place of a proxy.
- (8) Minutes shall be recorded for all National General Assembly meetings and shall be placed on file at the registered address of the National Chamber for members' consultation.

ARTICLE 7 BOARD OF DIRECTORS OF THE NATIONAL CHAMBER (“NATIONAL BOARD”) SECTION A DUTIES OF THE NATIONAL BOARD

The National Board shall represent, oversee and make policy decisions with respect to the activities of the National Chamber. The duties of the National Board are, in particular:

- (a) To represent, promote and protect the interests of the National Chamber and its members;
- (b) To lay down general guidelines for the management of the National Chamber;
- (c) To report to the National General Assembly;
- (d) To review the amount of membership fees proposed by a Regional Board and submit them to the National General Assembly for approval;
- (e) To establish committees or an Advisory Board and delegate duties or powers, if needed;
- (f) To fulfil all tasks of the National Chamber that do not belong to the lawful or statutory rights or obligations of the National General Assembly or the President of each Regional Board.
- (g) To review the budget proposed by the Treasurer or President of Regional Office and submit to the National General Assembly for approval.
- (h) To appoint and dismiss executive officers and staff of the National Board.

SECTION B COMPOSITION OF THE NATIONAL BOARD

- (1) The National Board shall consist of at least eight (8) members.
- (2) Each Regional Office shall be represented in the National Board by two (2) members.
- (3) Members of the National Board shall be elected by the National General Assembly. Reelection is possible for maximum six (6) consecutive years.
- (4) The National Board constitutes itself. The Chairman of the National Board shall be confirmed by the National General Assembly upon proposal by the National Board. The term of office of the Chairman of the National Board shall be one (1) year. Re-election is possible for maximum four (4) terms.

- (5) If a member of the National Board leaves office before the end of his term of office, the respective Regional Office shall appoint a new member who shall hold office until the term of that National Board member ends.

SECTION C OFFICE HOLDERS WITHIN THE NATIONAL BOARD

- (1) The office holders amongst the members of the National Board shall consist of:
- (a) A Chairman;
 - (b) Vice Chairmen, the number of which to be decided by the National Board;
 - (c) A Treasurer;
 - (d) Contingent further office holders.
- (1) The duties of the Chairman of the National Board are, in particular:
- (a) To convene and take charge of meetings of the National Board;
 - (b) To represent the National Chamber.
- (2) The Vice Chairman or Vice Chairmen of the Board assist(s) the Chairman in fulfilling the duties. In the absence of the Chairman, the/one Vice Chairman shall act as the Spokesman of the National Board.
- (3) The Treasurer shall, under the supervision of the National Board, take charge in:
- (a) Managing properties and keeping the accounts of the National Chamber;
 - (b) Submitting to the National General Assembly financial reports.
- (4) Compensation for duties performed by members of the National Board shall be decided by the National General Assembly.

SECTION D MEETING OF THE NATIONAL BOARD

- (1) The National Board shall convene at regular intervals of at least four (4) times per calendar year either in a physical meeting or by phone to discuss ongoing matters of concern to the National Chamber. A physical meeting shall be held at least once per calendar year.
- (2) A meeting of the National Board shall also be convened by the Chairman upon a written request by at least one third ($\frac{1}{3}$) of all the members of the National Board. The Chairman must convene the meeting of the National Board within fifteen (15) days upon receipt of such written request.

(3) The quorum shall be constituted if the majority of the members of the National Board is present in person or by proxy. If a quorum fails to be established, the meeting of the National Board shall be convened within the next fifteen (15) days.

(4) Decisions may be made by a simple majority unless the National Articles or National Bylaws provide otherwise. Each member of the National Board has one vote in the meeting. The Chairman has a casting vote.

(5) The members of the National Board may be represented by proxy, the proxy holder being one of the other members of the National Board.

(6) A Secretary on a non-permanent basis shall be appointed by the Chairman or his representative for each National Board meeting.

SECTION E REMOVAL OF A NATIONAL BOARD MEMBER

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

ARTICLE 8 FINANCE

(1) The National Chamber's funds and assets consist of:

(a) Membership contributions.

(b) Reimbursements for costs incurred by the National Chamber when rendering services;

(c) Subsidies and other grants from third parties;

(d) Income from interest accrued on securities and other properties owned by the National Chamber;

(e) Other legal financial resources.

(2) The National Board shall dispose of the National Chamber's financial resources in accordance with the budget approved by the National General Assembly. Where the National Chamber receives special purpose grants, such may only be used for the intended purposes.

(3) No member of the National Chamber shall have any individual right regarding the National Chamber's assets and financial means.

- (4) If the National Chamber is dissolved, any assets remaining after settlement of liabilities and not dedicated to any special purposes shall, by decision of an Extraordinary National General Assembly, be transferred to an institution or a project promoting Sino- Swiss economic relations or serving humanitarian or educational goals.
- (5) The National Chamber may establish bank accounts. Each establishment shall be approved by the National Board.

ARTICLE 9 LIABILITIES

Liabilities shall be met exclusively from the National Chamber's assets. No member of the National Board or the executive staff (including the Legal Representative) may be held personally liable for the National Chamber's liabilities.

ARTICLE 10 ACCOUNTING BOOKS

- (1) The income or expenditure of the National Chamber and the activities relating to such income or expenditure, together with the assets and liabilities of the National Chamber shall be recorded in the accounting book. The accounting book shall be kept at the registered address of the National Chamber or at other place considered appropriate by the National Board.
- (2) The accounting books shall be open to members for inspection subject to reasonable limitations laid down by the National General Assembly with regard to the time or method of such inspection.

ARTICLE 11 AUDITOR

The National Chamber's accounts must be audited every year by an Auditor, who shall not be a member of the National Board or a Regional Board. The Auditor is proposed by the National Board and elected by the National General Assembly for a period of one year. The Auditor shall inspect the annual financial statements, including cash flow statements and other documents. He has the right to require submission of financial statements and relevant documents, and to inspect the current balance situation. The result of the inspection shall be reported in written form to the National Board and submitted to the National General Assembly.

ARTICLE 12 ARBITRATION

The National Board may appoint an Arbitration Committee to settle disputes among members of the National Chamber.

ARTICLE 13 AMENDMENTS TO THE ARTICLES AND BYLAWS OF THE NATIONAL CHAMBER

- (1) The National Articles may be amended by two-thirds ($\frac{2}{3}$) majority of the members with voting rights present in person or online at the National General Assembly on the proposal of the National Board or following a written motion by at least one tenth ($\frac{1}{10}$) of all members with voting rights of the National Chamber.
- (2) The National Board may draft, amend or repeal the National Bylaws in accordance with the National Articles. The National Bylaws and any amendment thereto or repeal thereof shall only become effective upon approval by a simple majority of the members with voting rights present in person or online at the National General Assembly.
- (3) The members of the National Chamber shall be notified of any changes to the National Articles or the National Bylaws.

ARTICLE 14 DISSOLUTION OF THE NATIONAL CHAMBER

- (1) The National Chamber may only be dissolved by a decision of an Extraordinary National General Assembly exclusively convened for this purpose.
- (2) The invitation to attend such an Extraordinary National General Assembly must (i) specifically indicate the purpose of the meeting being the decision on dissolution of the National Chamber, and (ii) be mailed at least six (6) weeks prior to the meeting. After dissolution, the assets and property will be handled in accordance with Article 9(4) of the National Articles

ARTICLE 15 FINAL PROVISION

- (1) The National Articles are written in Chinese and English. In case of conflict, the English version shall prevail.

SWISS CHINA CHAMBER OF COMMERCE BYLAWS

("National Bylaws")

Last modified by resolution of the National General Assembly of 25 March 2024.

ARTICLE 1 DEFINITIONS

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

The Swiss China 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 Offices are the regional organizations within the National Chamber.

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

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 Office.

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

ARTICLE 2 REGIONAL OFFICES

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

(2) Regional Offices 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 Offices exist in Beijing, Chongqing, Guangzhou, and Shanghai

(3) Each Regional Office may hire its own staff and shall be independent in the management of its employees.

(4) Each Regional Office 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 Office 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 Offices. The Regional Offices 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 Offices 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 Office.

(6) Each Regional Office 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 Office; 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 COOPERATION WITH THE CHINA SWISS CHAMBER OF
COMMERCE (SCCC) AND THE SWISS CHAMBER OF COMMERCE IN HONG
KONG LTD. (SCCHK)

- (1) The National Chamber recognizes the value and importance of close cooperation with the China Swiss Chamber of Commerce, Zurich, and its regional organizations in Switzerland as well as the Swiss Chamber of Commerce in Hong Kong Ltd.
- (2) Visiting members of the China Swiss Chamber of Commerce, Zurich, or of its regional chapters, and the Swiss Chamber of Commerce in Hong Kong Ltd. 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 China Swiss Chamber of Commerce, Zurich, or of its regional chapters, as well as of the Swiss Chamber of Commerce in Hong Kong Ltd. taking residence in China and having paid their annual fees in Switzerland or Hong Kong can enjoy membership status in a Regional Office, but do not have voting rights until the next RAGA. This privilege does not apply to Corporate Members.
- (4) The National Chamber may invite one representative each from the China Swiss Chamber of Commerce in Switzerland and the Swiss Chamber of Commerce in Hong Kong Ltd. as non-voting members of the National Board.

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 without voting rights and need to be approved by the National Board additionally to the Regional Board.
- (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.

Members have the right to attend all activities of any Regional Office at members' conditions.

- (6) Members shall pay an annual membership fee to the respective Regional Office.
- (7) 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.
- (8) 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 Office.
- (2) Each Regional Office 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 Office 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 shall be defined in the regional bylaws.
- (5) In case of negligence of duty, violation of Chinese laws or regulations or any other behavior detrimental to the Regional Office 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) The Regional Offices shall each be represented by two members on the National Board. The National Treasurer shall be nominated by the National Board.

(2) The Chairman of the National Board shall alternate between nominees of the different Regional Offices every year, 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.

ARTICLE 8 NATIONAL GENERAL ASSEMBLY

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

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

(a) the member attends the NAGA in person or by online voting; 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 500,000. 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 NOMINATION AND LEGAL REPRESENTATIVE RULE

(1) ***Appointment and Qualification:***

a. The Legal Representative shall be appointed by the National Board and shall fulfill the following requirements:

i. be legally employed by the chamber;

ii. hold a senior management position;

iii. be based in Beijing;

- iv. hold Swiss or Chinese citizenship;
 - v. have a valid contractual clause in the employment contract with the chamber stipulating that in the event of termination of the employment contract with the chamber, she or he must relinquish the position as Legal Representative.
 - b. In the event that paragraph 6 applies, the above requirements 1-5 shall be waived.
- (2) **Reporting and Oversight:**
- a. The Legal Representative shall report directly to the National Board.
 - b. All chamber transactions and the use of the official stamp shall be meticulously documented and subjected to periodic review by either the National Board or designated Office Holders from the National Board.
 - c. The use of the official stamp should require the consent of both the Legal Representative and the Chairman. In the event that the Chairman is unavailable, any Office Holder of the National Board may step in to provide the necessary approval.
 - d. For non-binding documents, the decision regarding the authorization or not of the use of the official stamp shall rest with the National Board.
 - e. The National Board reserves the right to dismiss the Legal Representative at any time based on a vote by the National Board.
 - f. Should the Legal Representative find herself or himself in disagreement with decisions made by the National Board, she or he should be afforded the option to voluntarily resign from her or his position as Legal Representative
- (3) **Financial Transactions:**
- a. Transactions resulting in liabilities exceeding RMB 300,000 shall necessitate prior approval from the office holders of the National Board.
 - b. The Legal Representative retains the authority to review all contracts that bind the chamber to liabilities, ensuring transparency and risk management.
- (4) **Reporting by SwissCham Offices:**
- a. Each SwissCham office is mandated to provide regular reports on the financial status of their respective offices, enhancing transparency and accountability across the organization.
- (5) **Custody of Official Stamp:**
- a. The Legal Representative is responsible for safekeeping the official stamp at the registered office of the National Chamber. Any release of the stamp requires prior approval from the National Board to safeguard against misuse or unauthorized access.
- (6) **Succession Planning:**
- a. In the event of a vacancy in the Legal Representative position, the National Board is tasked with nominating a replacement within one month. In the event that no candidate fulfilling the requirements 1 to 5 of paragraph 1 is found, the Chairman shall assume this position temporarily until a new candidate is identified. The transition to the new

Legal Representative shall commence promptly within two weeks after nomination to ensure seamless continuity of governance.

ARTICLE 11 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 online at the NAGA.

APPENDIX F

SWISSCHAM BEIJING REGIONAL BYLAWS

Swiss Chinese Chamber of Commerce Beijing
("BEIJING BYLAWS")

Last modified by resolution of the Annual General Assembly of 27 March 2009.

Registered office changed in 2015.

The Swiss Chinese Chamber of Commerce ("SwissCham" or "the Chamber") is a foreign chamber of commerce established in accordance with the relevant laws and regulations of the People's Republic of China.

The Chamber has its registered office at Room 611, Xinyuanli West 19, Chaoyang District, Beijing 100027, China.

In accordance with Article III, Section 2 of its Bylaws, the Chamber has decided to establish a Regional Organization and issues the following Regional Bylaws¹⁷

ARTICLE 1 - STATUS, NAME AND OFFICE¹⁸

SwissCham Beijing is a Regional Organization of the Chamber.

The Regional Organization shall be named "Swiss Chinese Chamber of Commerce Beijing" or "SwissCham Beijing".

SwissCham Beijing shall have its offices at the Chamber.

ARTICLE 2 - PURPOSE

SwissCham shall promote the Chamber's purpose in the Beijing region.

¹⁷ Non-material amendments approved by the BOD Meeting of SwissCham Beijing of 18 March 2009.

¹⁸ Ibid.

BEIJING BYLAWS

ARTICLE 3 - TERRITORY

SwissCham Beijing covers the region of Northern China meaning the territory north of the Yangtse river.

ARTICLE 4 - MEMBERSHIP¹⁹

Those Members of the Chamber shall also be Members of SwissCham Beijing who:

- (a) are incorporated or have residence in the territory defined in Article 3;
- (b) submit their membership application for the Chamber through the offices of SwissCham Beijing.

The membership categories are defined at Art. 3, Sec. A of the National Articles of Association and Art. V, Sec. 2(2) of the National Bylaws.

"As stated by Art. V, Sec. 2 and 3 of the National Bylaws, the BOD decides on the admissibility of an applicant or on a change in classification of membership by simple majority.

"In principle, applicants are admitted as Corporate Member.

"Additional regional member categories include:

"(a) Corporate Membership: Commercial establishments such as representative offices, joint ventures, branches or subsidiaries, set up in China in accordance with Chinese law by companies, institutes or associations not located in Switzerland; Additional employees of Corporate Members are eligible as Corporate Affiliates;

"(b) Individual Membership: All non-Swiss citizens who are not employed by a commercial establishment such as representative offices, joint ventures, branches or subsidiaries, set up in China in accordance with Chinese law by companies, institutes or associations located in Switzerland;

"(c) Associate Membership: Members accepted by the Regional BOD that do not qualify for national membership. Namely, students and young professionals are eligible for Associate Membership. So are business associations as per Art. IV, Sec. 2 of the National Bylaws.

¹⁹ See 2008/9 RAGA Package, pp. 33-6 and 2008/9 NAGA Package, pp. 15-8. Amendment approved by the 2008/9 RAGA and NAGA of 27 March 2009.

APPENDIX F

"(d) Honorary Membership: Personalities who have made great contribution to or earned lasting merits for either the trade relations between Switzerland and China or the Regional Organization.

"Additional regional members do not enjoy voting rights.

ARTICLE 5 - MEMBERSHIP FEES

The Members shall pay a membership fee that will be submitted by the Regional Board for approval by the Regional General Assembly Meeting. The membership dues shall be paid within one month after receipt of the notification.

In addition to Article 4 Section C of the Articles, Membership terminates in case of non-payment of the membership fees within 6 months after the annual GA meeting. The treasurer of the Beijing Chapter shall send out payment reminders at least twice and report the status of unpaid membership fees at every meeting of the board.

ARTICLE 6 - REGIONAL GENERAL ASSEMBLY

The Regional General Assembly of the Members shall be the supreme BOD of SwissCham Beijing. Its decisions shall be subject only to the decisions, rules and regulations of the Chamber.

The Regional General Assembly shall function according to the rules outlined in Article 5²⁰ of the Articles of Association of the Chamber.

(a) The Swiss Embassy Beijing is a standing Honorary Member of the Beijing Chamber.

(b) Invitation to the annual Beijing GA will be sent 30 days in advance and include the following documents:

(i) Agenda

(ii) Activity report of the Board

(iii) Accounts for the past period and auditors' identification

²⁰ See 2007/8 RAGA Package, pp. 32-3. Amendment approved by the RAGA of 28 February 2008 and by the NAGA of 14 March 2008.

BEIJING BYLAWS

-
- (iv) Program and budget for the next period
 - (v) Candidacies call to the Board
 - (vi) Amendment proposals for the Beijing bylaws, when relevant
- (c) Quorum for the Beijing GA is 50% of membership with voting right.
- (d) A member has voting rights when he has paid his membership fee for the past period and all other dues.
- (e) Representative functions of the Board (President, National Representatives) are elected by the GA, others are decided within the Board
- (f) Board members are elected by secret ballot. A member is elected to the Board only if a simple majority of the represented members at the GA have voted for them.
- (g) A secret ballot will be conducted: (i) If the
Chair of the GA so requests or (ii) If 2
members of the GA so request.

ARTICLE 7 - REGIONAL BOARD OF DIRECTORS & EXECUTIVE STAFF

The Regional Board of Directors is in charge of management and representation of SwissCham Beijing.

It shall be convened and function according to the rules outlined in Article 6²¹ of the Articles of Association of the Chamber.

It may appoint a manager for taking care of daily matters, as well as other staff. Manager and other staff need not be Members of the Chamber.

- (a) Board Members are elected for one year.
- (b) Board is constituted of a maximum of 11²² Members, which does not include honorary Board members, as relevant.

²¹ Ibid., p. 33 and clerical error: "6", not "VI".

²² Ibid., p. 32.

(c) Typically, Board Members are expected to attend 2/3rd of scheduled Board Meetings. Attendance of Board Members to past year Board Meetings will be announced within the election process. The Board Members may not stand if

APPENDIX F

they did not attend 2/3rd of scheduled Board Meetings.²³

(d) Board membership is revoked in case a Board Member of corporate category changes company.

(e) Before annual elections to the Board or, in case of a vacancy, before selecting a temporary Board member, the Board shall make an open call for candidacy to all the membership.

(f) An open bidding process, including all members shall be followed for the awarding of contracts approved by the Board.

(g) Board members shall not be included in the bidding of SwissCham Beijing projects and shall not take such contracts.

(h) Responsibilities of the Executive Director (ExD) include:

(i) Daily Beijing Chamber activities

(ii) Events

(iii) Sales & marketing

(iv) New members acquisition

(v) Services offered by the Beijing Chamber

(vi) Profit & loss accountability

(j) The Board will set targets expenses level, manage and review performance of the ExD on a bi-annual basis.

ARTICLE 8 - FINANCE

The Beijing Chapter provides the appropriate bookkeeping and accounting measures for its finances and reports to the National Board.

²³ Ibid.

BEIJING BYLAWS

With regard to financial matters the rules outlined in Articles 8 and 11 of the Articles of Association of the Chamber also apply to SwissCham Beijing.

ARTICLE 9 - AUDITOR

An Auditor proposed by the Regional Board of Directors and elected at the Regional General Meeting for a period of one year must audit SwissCham's accounts once a year.

The Auditor shall inspect the annual financial statements, including cash flow statements and other documents. He has the right to require submission of financial statements and relevant documents, and to inspect the current balance situation. The result of the inspection shall be reported in written forms to the Regional Board and submitted to the Regional General Meeting.

After approval by the Regional General Meeting, the Auditor's report on the financial statements of SwissCham Beijing shall be forwarded to the Board of Directors of the Chamber 14 days before the date of the General Assembly Meeting of the Chamber.

ARTICLE 10 - REPORTING TO THE CHAMBER

The President of the Beijing Chapter shall submit an Annual Report to the Board of Director of the Chamber 14 days before the date of the General Assembly Meeting of the Chamber including:

- (a) Activities conducted and attended by members of the Beijing Chapter
- (b) Budget for the new calendar year
- (c) Updated register of Members

ARTICLE 11 - FINAL PROVISIONS

These Bylaws are effective as of the General Meeting of the Chamber of 18 April 2001.

They have last been amended at the Meeting of the Chamber of 27 March 2015.

Board of Directors 2024/2025

| | | | |
|---------------------------------------|-------------------------------------|-------------------------------------|--|
| ZZ ZHANG President and Chairman | Johann OBERSON Vice President | Lars ECKERLEIN Vice President | Daniel AELLEN National Treasurer |
| Ke SUN Board member | Amy Xiang CAO Board member | Roger GERMANN Board member | Sebastian BLAETTER Board member |
| Marc WOHLWEND Board member | Hong CUI Board member | Julia SUN Board member | Martin MATTER Honorary member |
| Joel SAURINA Honorary member | | | |

legend

Office Holder

Board Member

Honorary Board Member

Beijing Office Management Team



Balance Sheet

Income Statement

Cash Flow Statement

Income Statement

| | | | | | | | |
|---|--------------|--------------|------------|--------------|--------------|---------------------|--------------|
| Prepared by Swiss Chinese Chamber of Commerce Beijing | | | | | | Hui Fei Min Table 2 | |
| | Period: 2024 | | | | | Currency: RMB | |
| | | 2023 | | | 2024 | | |
| Items | No. | Unrestricted | Restricted | Total | Unrestricted | Restricted | Total |
| 1.Income | | | | | | | |
| Include: Donation Income | 1 | | | - | | | - |
| Membership fees income | 2 | 656,989.38 | | 656,989.38 | 728,994.00 | | 728,994.00 |
| Activities services income | 3 | 2,394,362.81 | | 2,394,362.81 | 1,760,748.62 | | 1,760,748.62 |
| Sales | 4 | | | - | | | - |
| Government grant income | 5 | | | - | | | - |
| Investment income | 6 | | | - | | | - |
| Other income | 9 | 9,892.37 | | 9,892.37 | 10,631.40 | | 10,631.40 |
| Total income | 11 | 3,061,244.56 | - | 3,061,244.56 | 2,500,374.02 | - | 2,500,374.02 |
| 2.Expenses | | | | | | | |
| A Business activities cost | 12 | 2,351,054.04 | | 2,351,054.04 | 2,043,510.81 | | 2,043,510.81 |
| include: Wages and salaries | 13 | 1,305,590.00 | | 1,305,590.00 | 1,261,235.82 | | 1,261,235.82 |
| Activities, expansion and procurement costs | 14 | 1,023,828.00 | | 1,023,828.00 | 775,051.47 | | 775,051.47 |
| Depreciation | 15 | 19,666.00 | | 19,666.00 | 5,799.00 | | 5,799.00 |
| Tax | 16 | 1,970.04 | | 1,970.04 | 1,424.52 | | 1,424.52 |
| B Administration expenses | 21 | 331,849.54 | | 331,849.54 | 331,158.95 | | 331,158.95 |
| C.Financing costs | 24 | 1,527.58 | | 1,527.58 | 2,730.32 | | 2,730.32 |
| D .Other costs | 28 | - | | - | | | - |
| Total expenses | 35 | 2,684,431.16 | - | 2,684,431.16 | 2,377,400.08 | - | 2,377,400.08 |
| 3.The restricted net asset transfer to unrestricted | 40 | - | - | - | - | - | - |
| 4. Changes in net assets(use "-" if decrease in net assets) | 45 | 376,813.40 | - | 376,813.40 | 122,973.94 | - | 122,973.94 |

Balance Sheet

| Hui Fei Min Table 1 | | | | | | | |
|---|-----|-----------------|----------------|--|-----|-----------------|----------------|
| Prepared by Swiss Chinese Chamber of Commerce Beijing | | | | 12/31/2024 | | Currency: RMB | |
| Items | No. | Opening balance | Ending balance | Items | No. | Opening balance | Ending balance |
| Current Assets: | | | | Current liability | | | |
| Currency funds | 1 | 1,147,132.39 | 1,520,685.17 | Short-term loan | 23 | | |
| Short-term investments | 2 | | | Accounts Payable | 24 | 159,055.70 | 189,480.63 |
| Accounts receivable | 3 | 232,421.90 | 443,419.41 | Wages payable | 25 | | 247,970.00 |
| Prepayments | 4 | 25,084.00 | 13,009.50 | Tax payable | 26 | 83,704.71 | 72,662.73 |
| Inventroy | 5 | | | Items received in advance | 27 | 141,670.00 | 311,491.40 |
| Other Receivables | 6 | | | other account payable | | | |
| Long-term debt due within one year investment | 7 | | | Accrued expenses | 28 | | |
| Other current assets | 8 | | | Provisions | 29 | | |
| Total current assets | 9 | 1,404,638.29 | 1,977,114.08 | Noncurrent liabilities due within 1 year | 30 | | |
| Long-term investments: | | | | Other current liability | 31 | | |
| Long term share equity investment | 10 | | | Total liability | 32 | 384,430.41 | 821,604.76 |
| Long term debt investment | 11 | | | Long-term liabilities | | | |
| Total long term investment | 12 | | | long-term borrowings | 33 | | |
| Fixed Assets: | | | | long-term payables | 34 | | |
| Fixed-aseets raw value | 13 | 288,395.57 | 67,312.00 | Total long-term liabilities | 35 | | |
| Less: Accumulated depreciation | 14 | 290,355.38 | 61,933.31 | Trustee agency debt: | | | |
| Fixed assets-net value | 15 | 17,706.19 | 5,378.69 | Trustee agency debt: | 36 | | |
| Construction in progress | 16 | | | Total Liability | 37 | 384,430.41 | 821,604.76 |
| Heritage and cultural assets | 17 | | | | | | |
| Disposal of fixed assets | 18 | | | Net Assets : | | | |
| Total fixed assets | 19 | 17,706.19 | 5,378.69 | Unrestricted net assets | 38 | 1,037,914.07 | 1,160,888.01 |
| Intangible assets | | | | Including : Initial funding | | | |
| Intangible assets | 20 | | | Retained earnings | | 1,037,914.07 | 1,160,888.01 |
| Fiduciary agent assets: | | | | Restricted net assets | 39 | | |
| Fiduciary agent assets | 21 | | | Total net assets | 40 | 1,037,914.07 | 1,160,888.01 |
| Total Assets | 22 | 1,422,344.48 | 1,982,492.77 | Total Liabilities And Owner's Equity | 41 | 1,422,344.48 | 1,982,492.77 |

Swiss Chinese Chamber of Commerce

Beijing

Audit Report for 2024

Zhongheng Kuai Shen(2025) No. 20009

Audit Firm: Beijing ZhongHeng Certified Public Accountant Co. Ltd
Tel: 010-68876327



Opinion

In our opinion, these financial statements of the Chamber comply with the related accounting regulations and present fairly in all material respects including the financial position of the Chamber as of 31 December 2024 and the results of operations and cash flows of the Chamber for the year then ended.

The limitation of the report

This report can only be used by the members of the Chamber. If it is used non-properly, the auditors and the CPA firm who conducted this audit are not responsible for any consequence.

Appendix

1. The balance sheet as of 31 December 2024
2. The business activities sheet for the year 2024
3. The cash flow statement for the year 2024
4. Auditing instructions.

Beijing ZhongHeng Certified Public Accountant Co.Ltd.
March 2025



APPENDIX M

Votes Validation Form

**SwissCham Beijing - 25 March 2025 Regional Annual General Assembly
2025/2026**

Upon arrival, every voting member needs to validate their own vote plus any proxy vote they may hold on behalf of other voting members at the voting bureau desk. Once validated, each voting member will be issued this form with the number of valid votes for that voting member.

VOTING MEMBER NAME:

NUMBER OF VOTES:

| |
|--|
| |
|--|

Voting Ballot No. 1

SwissCham Beijing - 25 March 2025 Election of the 2025/2026 Board of Directors Regional Annual General Assembly 2025/2026

See "Elections" above for explanations. The vote is secret. Please use this ballot.

Write the names of the candidates which you elect. **You may elect maximum eleven candidates.** Use one ballot per vote, i.e., if you have two votes, use two ballots.

Illegible or otherwise ambiguous inscriptions will not be counted. The President of the BOD of SwissCham Beijing will be elected in the next round (Voting Ballot No. 2).

| | BOD Candidate Names | Yes | No |
|----|---------------------|-----|----|
| 1 | ZZ Zhang | | |
| 2 | Lars Eckerlein | | |
| 3 | Sebastian Blaetter | | |
| 4 | Hong Cui | | |
| 5 | Daniel Aellen | | |
| 6 | CHEN, bo | | |
| 7 | Ke Sun | | |
| 8 | Marc Wohlwend | | |
| 9 | Julia Sun | | |
| 10 | Roger Germann | | |
| 11 | Vincent Yeung | | |
| 12 | | | |
| 13 | | | |
| 14 | | | |
| 15 | | | |

Minutes of the Regional Annual General Assembly (RAGA)

SwissCham Beijing - Statutory Year 2024

Date and time: 25 March 2024, 16:30-17:30

Venue: Swissotel

Chair: Johan Oberson, President, SwissCham Beijing

Minutes Taker: Guillaume Joyet, Executive director, SwissCham Beijing

1. Preliminary Matters

1.1. *Opening, Welcome Address and Organization Matters*

The Voting Bureau closes and Johann Oberson opens the RAGA. He welcomes the Assembly. The president then addresses organizational matters and recalls that the RAGA is detailed in the online RAGA Package, the outline of which will be followed throughout the RAGA. He invites the Assembly to refer to it whenever necessary by scanning the code on the screen.

2. Administrative Matters

2.1. *Quorum*

The quorum is then reviewed as follows:

| | |
|-------------------------------------|-----------|
| Voting Members: | 85 |
| Quorum Needed: | 48 |
| Voting Members present: | 19 |
| Proxies to third-parties: | 12 |
| Proxies to BOD | 7 |
| Proxies to BOD (abstain) | 3 |
| Total votes present (incl. proxies) | 41 |

The quorum being reached, the RAGA may proceed.

Johann Oberson welcomes Mr. Martin Matter, Head of the Economic Section of the Embassy of Switzerland, and thanks him for his presence. He gives the floor to him who shares about the Head of Asia Division visiting China in the past week. Moreover he reflects on the active participation of the chamber which shows its position of representing interest of Switzerland in China.

2.2. Approval of Minutes taker, Vote Counting Officer, Agenda and Minutes

Guillaume Joyet, Executive Director, is approved as Minutes Taker. Meng Lei, Office Manager, is approved as Vote Counting Officer. The Agenda of the current RAGA (2023/2024) and the Minutes of the last RAGA (2023/2024) are then approved by acclamation.

3. Reports and Proposals

3.1. President's Reports

Johann Oberson delivers the 2023/2024 Report:

- **Membership status:**

- The membership count showed steady growth throughout 2023, and we anticipate this trend to persist with further membership expansion projected for 2024.

| Membership Status | 15.03.2023 | 25.03.2024 |
|--------------------------|-------------------|-------------------|
| Large Corporate | 18 | 15 |
| Medium Corporate | 6 | 12 |
| Small Corporate | 50 | 52 |
| Other Categories | 23 | 40 |
| Total | 97 | 119 |

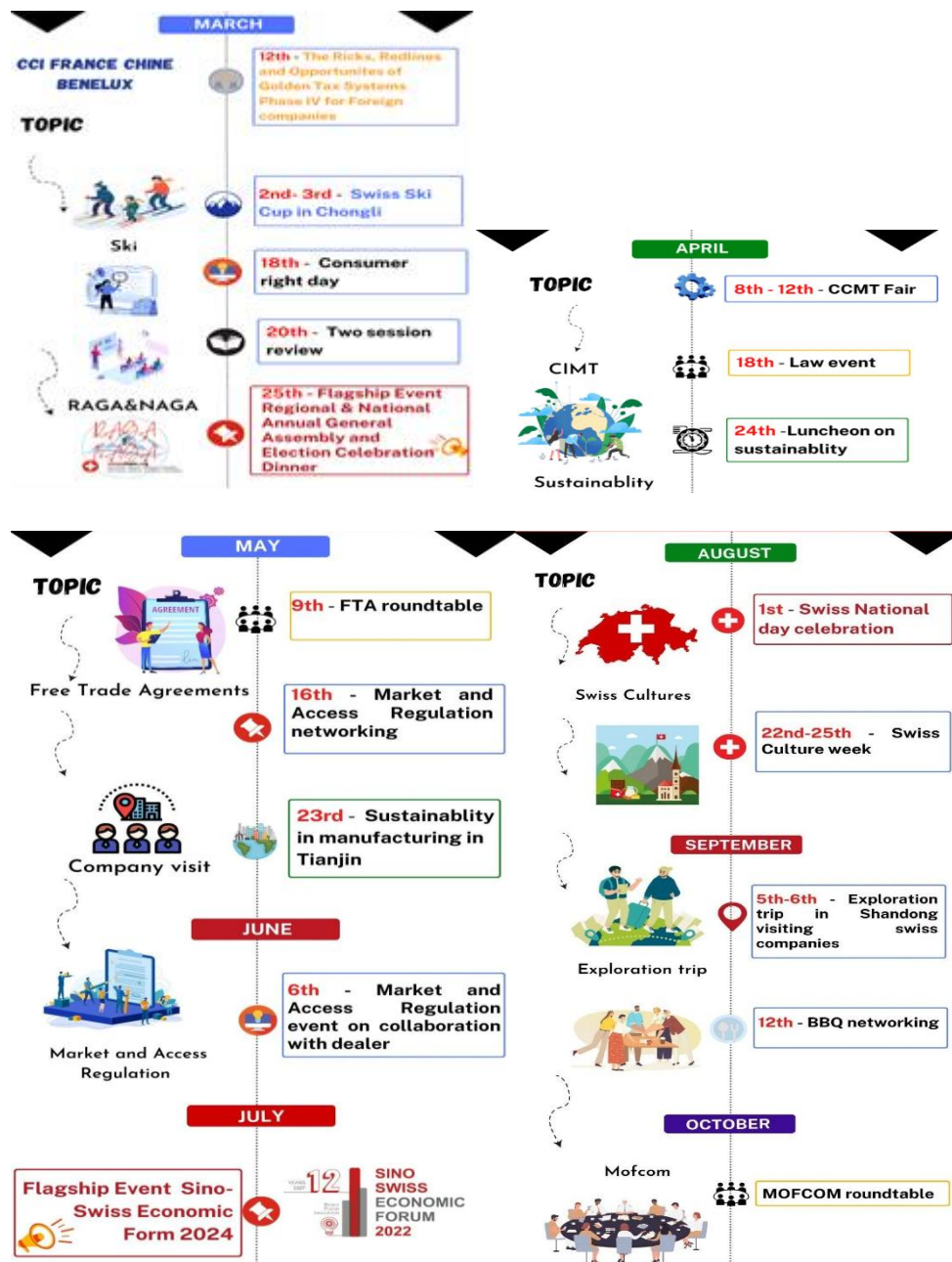
- **Events overview:**

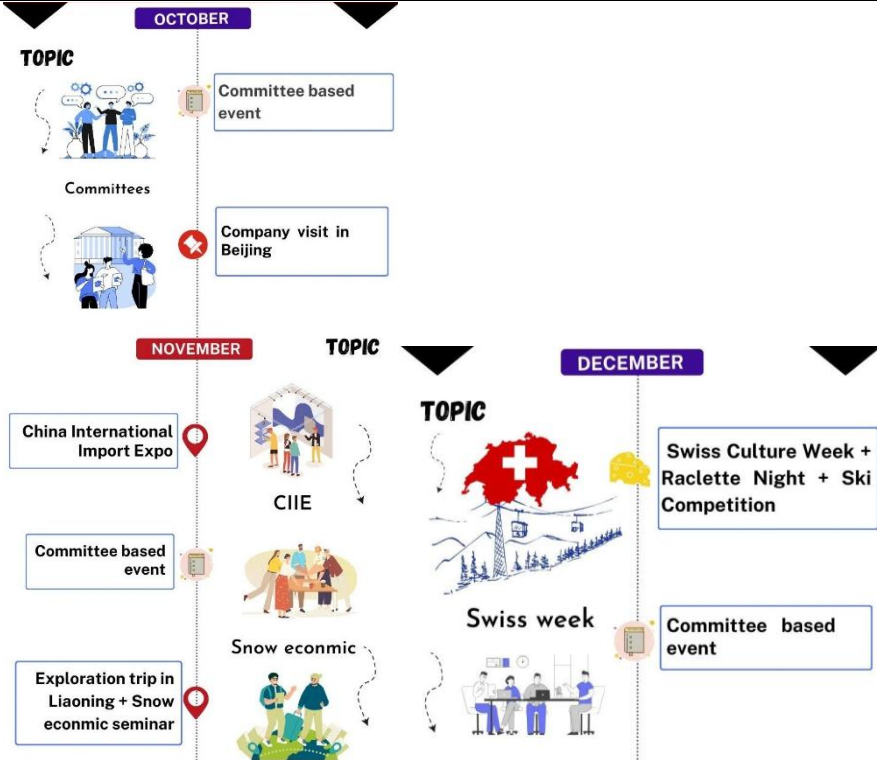
- Johann Oberson highlighted that SwissCham is now focusing on fewer events but prioritizing member-centered activities. This year, we hosted a total of 41 events.

| Event 2023-2024 | Number of events |
|------------------------|-------------------------|
| Business Seminars | 13 |
| Breakfast seminars | 1 |
| Luncheons | 2 |
| Networking events | 6 |
| Flagship events | 5 |
| Webinars | 3 |
| Co-hosted webinars | |
| Supported webinars | 8 |
| Workshops | 3 |
| Total | 41 |

• **Tentative Program**

- Johann Oberson conveyed that the team will collaborate closely with the embassy team and members to introduce and brand chamber events. The focus will be on addressing specific topics each month to better meet the needs of our members. Additionally, the team eagerly anticipates hosting the SSEF in July and will coordinate the event date with the Swiss Embassy to accommodate the Swiss delegation.





Committees report:

Johann Oberson emphasized that the committee serves as the central focus of the chamber. Up until 2023, the following committees have been active:

1. VPET
2. Life & Science
3. Market Entry & Regulations
4. Legal Committee
5. Innovation, Digital & Sustainability

Daniel Aellen Treasurer Report:

This year, the treasurer's report was presented by Guillaume Joyet, Executive Director of SwissCham Beijing, as Daniel Aellen was unable to attend.

The profit for the year was exceptionally high, primarily attributed to the hosting of two major events: the SSEF and SSBA. This increased profit will help bolster our cash flow, which had experienced a decline due to losses incurred in the previous year.

2023 Budgeted Profit:

- Revenues: CNY 2,895K
- Costs: CNY 2,684K
- Budgeted Profit: CNY 272K

2023 Actual Profit:

- Revenues: CNY 3,061K
- Costs: CNY 2,684K
- Actual Profit: CNY 377K

Moving forward, SwissCham's strategy will be to transition back to a non-profit organization and aim for a zero net profit. The decision to separate costs and revenue is intended to enhance transparency in financial reporting.

Below is a detailed breakdown of SwissCham's revenue and costs for 2023:

2023 Revenue:

- Membership Fees: CNY 657K
- Events: CNY 2,248K
- Products: CNY 156K
- Total Net Revenue: CNY 3,061K

2023 Costs:

- Wages and Salary: CNY 1,305K
- Event Cost: CNY 2,684K
- General and Administrative Cost: CNY 355K
- Total Net Cost: CNY 2,684K

In 2023, the average cash position amounted to CNY 1,417K. The fluctuations in cash position were mainly influenced by payments for the Sino Swiss Business Awards (SSBA) and contributions from sponsorship and membership payments.

For the year 2024, SwissCham anticipates close to zero profit:

2024 Budgeted Profit:

- Revenues: CNY 2,370K
- Costs: CNY 2,363K
- Budgeted Profit: CNY 7K

However, the profit may be impacted by the SSEF event, with a Swiss Delegation planning to join. This could potentially increase profits for the year due to heightened interest in sponsoring such events.

Report of the Auditor, Beijing Beijing Zhongheng Certified Public Accountant Co., Ltd, Auditor of SwissCham Beijing, who delivers his Auditor's Report and confirms that the Treasurer's Report is accurate.

3.2. Approval of Reports

The reports and accounts are submitted to the Assembly's vote and are all approved as follows:

| | |
|-------------------------------|----------|
| Activity Report 2023/24: | Approved |
| Tentative Program 2024: | Approved |
| Accounts 2023: | Approved |
| Budget 2024: | Approved |
| Auditor's Report: | Approved |
| Discharge of the BOD 2023/24: | Approved |

4. Appointments**4.1. Appointment of the Auditor**

2024 Auditor – Beijing Zhongheng Certified Public Accountant Co., Ltd. The Assembly approved.

5. Elections**5.1. Eligibility of BOD candidates**

The Directors of the Board are eligible if they have participated to 2/3 of the Board meetings during the year.

5.2. Presentation of the BOD candidates

Johann Oberson announces that 7 directors of the 2023/24 BOD are reapplying, while 5 new candidacies have been received for a total of 12 seats in the SwissCham board (incl. the president). The candidates briefly introduce themselves to the Assembly.



5.3. Board of Directors 2024/25

The following candidates are elected by the Assembly:

- ZZ Zhang
- Johann Oberson
- Lars Eckerlein
- Daniel Aellen
- Amy Xiang Cao
- Sun Ke
- Roger Germann
- Hong Cui
- Julia Sun
- Sebastian Blaettler
- Marc Wohlwend

5.4. President of SwissCham Beijing 2023/25

ZZ Zhang is elected President by acclamation upon suggestion of the BOD.

5.5. National BOD Representatives of SwissCham China 2024/25

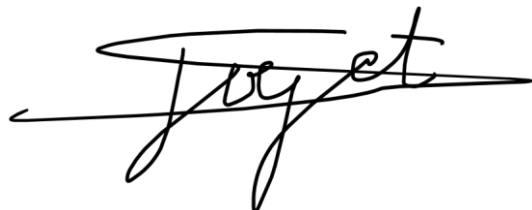
Upon suggestion from the Board the following Board Members are appointed by acclamation to the following positions:

| | |
|----------------|-------------------------|
| JZ Zhang | National representative |
| Johann Oberson | National representative |

6. Appreciations & Closing

The BOD wishes to acknowledge and express its appreciation to the many companies, other organizations and individuals that supported the Chamber in 2023/24.

Beijing, 25 March 2024



ZZ Zhang

President, SwissCham Beijing

Guillaume Joyet

Executive Director, SwissCham Beijing

Minutes Taker of the RAGA