

RAGA 2008/2009

Annual Regional General Assembly
SwissCham Beijing
Swiss Chinese Chamber of
Commerce
27 March 2009

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Welcome Address and Introduction by the President of SwissCham Beijing

Dear Members:

I am inviting you to participate to the 2008/2009 Regional Annual General Assembly of SwissCham Beijing (RAGA). Please find an invitation attached (Appendix "A").

The Assembly will take place on **Friday 27 March 2009 at 5:00pm sharp** at [Swissôtel](#) in Beijing (registration from 4:30pm)

The Rules of SwissCham China foresee that each Regional Organization, such as SwissCham Beijing, shall convene a General Assembly at least once a year for discussing and deciding on regional affairs.¹

For this purpose, the Board of Directors must send to the members an invitation together with documents related to the Assembly and in advance of this meeting.² Here it is. Please consult the table of contents on the preceding page.

Over the past two years we have been e-mailing it to you because e-mail is safer and the e-version in .pdf of the Package user-friendly. Given that the experience has been successful, for the sake of simplicity and of saving costs we will only send you the e-version and not send you a paperback version this year. Paperback copies will be available at the RAGA for your convenience though.

During the Assembly, we will:

- report on the activity of SwissCham Beijing in 2008/9
- present and approve the tentative program for 2009/10
- review and approve the 2008 accounts
- present and approve the 2009/10 budget
- discharge the current 2008/9 Regional Board of Directors
- elect the new Board for 2009/10
- elect the new President of SwissCham Beijing for 2009/10
- elect up to three National Board Representatives for 2009/10 among the newly elected Directors of the Board of SwissCham Beijing

The Regional Annual General Assembly of SwissCham Beijing will be immediately followed by the National Annual General Assembly of

¹ National Bylaws, Art. VII(1). The Rules are reproduced as Appendices D-F.

² Beijing Bylaws, Art. 6.

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SwissCham China (NAGA).³ Because of organization constraints we are sending you two separate programs however.

Your participation is strongly encouraged. Please fill in and e-mail or fax us the **participation form** attached. If you cannot attend or are not sure to, you are urged to return the **proxy form** attached in order to enable us to reach the quorum⁴ (Appendix "B"). The proxy serves for both the RAGA and the NAGA. If you want to apply for the BOD elections, please e-mail or fax us your resume.

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 remitted two **election ballots** for the election of the SwissCham Beijing BOD, then of the SwissCham Beijing President and National Representatives (Appendix "N", Appendix "O").

Thank you for supporting SwissCham Beijing. We are looking forward to seeing you on 27 March 2009.

I take this opportunity for wishing you a happy new year 2009 and a happy Chinese new year of the ox.

John Liebeskind
President, SwissCham Beijing
Chairman, SwissCham China

³ The NAGA takes place each year in the other Regional Organization. Since the 2007/2008 NAGA took place in Shanghai, it is set in Beijing this year. National Bylaws, Art. VIII(1).

⁴ See p. 10 and note 14.

Agenda⁵

4:30-	Welcome Cocktail Reception	
5:00pm	RAGA registration at the Voting Bureau ⁶	GM ^{*)}
5:00pm	RAGA	
	Closing of the Voting Bureau (late arrivals will not be considered in the vote count)	GM
	Opening of the RAGA	
	Review of quorum, including proxies	P/GM
	Welcome address by the President of SwissCham Beijing	P
	Administrative matters	
	Approval of Vote Counting Officer(s) and Minutes Taking Officer	P/GM
	Approval of the agenda	P
	Approval of the Minutes of the 2007/2008 RAGA	P
	Reports	
	Report of the President	
	2008/2009 activity report	P
	2009/2010 tentative program	P
	Bylaws amendments	P
	Report of the Treasurer	
	2008 accounts	T
	2009/10 budget	T
	Membership fees	T
	Report of the Auditor	A
	Elections	
	BOD candidates presentations	P/Candidates
	Election of the 2009/2010 BOD	P
	Election of the 2009/2010 SwissCham Beijing President	P
	Election of the 2009/2010 SwissCham Beijing National BOD Representatives	P
		.../...

⁵ Art. 6(b)(i) Beijing Bylaws.

⁶ Members attending both the RAGA and the NAGA will also be registered for the NAGA.

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

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	Closing	
	Appreciation of Directors	P/Directors
	Appreciation of sponsors	P
	Miscellaneous	P
	Closing of the RAGA	P
6:30pm	Cocktail party	
	NAGA registration at the Voting Bureau	GM
7:00pm	NAGA (see separate program)	
8:00pm	Swiss Traditional Diner	All

Late arrivals after the closing of the Voting Bureau will not be considered in the vote count.

Any member of the Chamber may submit written request to the Board for additional item to the agenda provided such request are made at least forty eight (48) hours prior to the GA.⁷ Please send such request by e-mail to batiste.pilet@bei.swisscham.org or by fax to No. (10) 6432 3030 with the reference "2008/2009 RAGA: ADDITIONAL AGENDA ITEM".

⁷ National Articles, Art. 5(C)(3).

Organization and Rules

SwissCham China is the only Swiss chamber of commerce officially registered in China with the Ministry of Civil Affairs under the Provisional Regulations for the Administration of Foreign Chambers of Commerce in China.⁸ It is a federative organization. Local branches such as **SwissCham Beijing** are statutory known as **Regional Organizations**. Other Regional Organizations include SwissCham Shanghai and, since 2006, SwissCham Guangzhou. SwissCham Hong Kong⁹ is legally independent but maintains close ties with SwissCham China with which it shares common projects and organizational structures.

SwissCham China has no operational activities and fulfills mostly a representative and coordination role. Regional Organizations are represented by a **Board of Directors (BOD)**¹⁰ which may delegate the Chamber's management to an **Executive Director** in charge of the Chamber's office, as is the case in Beijing. SwissCham Beijing's organization chart is attached (Appendix G").

SwissCham is governed by three sets of **Rules**: two at the national level and one at the regional level. National rules include the **National Articles of Association** and the **National Bylaws**. The latter detail the former. Regional rules include the Regional Bylaws, in Beijing, the **Beijing Bylaws**. It is accepted that in case of silence of the Regional Rules, the National Rules apply.¹¹ Finally, the decisions by which the Regional BOD implement the Rules are recorded in Minutes of the BOD Meetings. They also form part of the Rules at large. The National Articles, the National Bylaws and the Beijing Bylaws are attached (Appendices "D", "E", "F").

The **General Assembly** is the supreme authority of SwissCham Beijing.¹² The Regional Annual General Assembly (RAGA) takes place before the end of March.¹³

.../...

⁸ Of 14 June 1989.

⁹ Formerly known as the Swiss Chamber of Commerce in Hong Kong (SCHK). 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.

¹⁰ Regional BODs are known in the Rules as Executive Committees, National Articles, Art. 6(E).

¹¹ See National Bylaws Art. 1(8) and III(3). For the relationship between the National Articles of Association and the National Bylaws, see National Articles, Art. 14 and National Bylaws, Art. 1(3).

¹² Beijing Bylaws, Art. 6(1).

¹³ National Articles, Art. 5(A)(2) and Beijing Bylaws, Art. 6(2).

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In order to sit, SwissCham Beijing's RAGA needs a quorum of 50% of SwissCham Beijing's members with voting rights.¹⁴ Members enjoy such rights upon approval of the BOD following the Rules. In any case, a member shall not enjoy voting rights if he has not paid his membership fees.¹⁵

¹⁴ Beijing Bylaws, Art. 6(c).

¹⁵ Beijing Bylaws, Art. 6(d).

2008/2009 Activity Report¹⁶ by the President of SwissCham Beijing

Introduction

At the 2007/2008 RAGA in the third year of my presidency I vowed to grow the Chamber after a year of consolidation in 2006/2007 following a year of loss mitigation in 2005/2006.

This growth has been achieved to an extent which we believe has been acknowledged by many of our stakeholders, mainly thanks to the BOD extension proposed and voted at the last RAGA.

Membership

Census

There are currently 128 members.^{17,18} This figure is 8% more than last year. To say that it indicates a growing trend would fall short of a closer analysis.

Members turnover has been consistently high over the past three years. As many members are coming and leaving. Once again we scrutinized the reasons of the departed and found that only exceptionally if at all those members left because they were not satisfied with the Chamber.

Objective reasons prevail, including closure of a subsidiary, repatriation of the Swiss manager, etc. An informal inquiry indicated that many foreign chambers experience the same and attribute it to the volatility of the Chinese market.¹⁹

Strategy

As said last year in 2007/8 we focused on improving our members benefits and planed to sign up new members in 2008/9. So did we.

The Chamber engaged in an in-depth membership strategy focusing on quality rather than quantity. This strategy rested on a number of findings.

¹⁶ Beijing Bylaws, Art. 6(b)(ii).

¹⁷ As of 25 February 2009. There were 118 members at the last RAGA, see 2007/8 RAGA Package, p. 11.

¹⁸ Active membership for 2008/9 includes former 2007/8 members who have timely paid their 2008/9 membership dues and new applicants approved in 2008/9 who have paid their membership dues. Former 2007/8 members lost their membership status if they did not pay their dues within six months after the 2007/8 RAGA (28 February 2008). Approved applicants become member only after they have paid their dues. National Articles, Art. 3(B)(3); National Bylaws, Art. V(7); Beijing Bylaws, Art. 5(2).

¹⁹ Notably AmCham and the EUCCC as confirmed on 17 December 2008.

Many Swiss companies in Beijing are still not member. Other companies are despite a remote connection with Switzerland thus often proving unstable members. Typical potential members are limited. Last but not least the credibility of the Chamber rests on its representativeness.

Therefore we identified, with the help of the Swiss Business Hub, those Swiss companies in Beijing which are not yet member, then visited selected companies to enroll them. In parallel we visited existing members for discussing their needs. The BOD and the upper Management systematically involved in person. Last but not least, Holcim supported a professional assessment of the Chamber's benefits, which we discuss below.²⁰

Even though it was positively perceived this campaign did not yield immediate results and we did not expect that it would. Yet we trust that this is the way to go and are confident that it will on the long run.

The mere fact that some companies which had long resisted recently joined confirms our approach.

Categories

The categories cleaning-up has been achieved and categories are now in order. Following the amendment of the Rules at the last RAGA,²¹ Corporate membership is now the rule and the BOD adheres to a strict policy. Exceptions for other categories are what there as supposed to be—exceptions—and allowed on a case-by-case basis.

At the last NAGA there has been some concerns about the proposed amendment of the Rules which purported at limiting abuses. The change was considered to lack clarity. The NAGA approved it but asked for a better proposal this year. We did so. You will find it below.²²

.../...

²⁰ See below "Holcim Initiative", p. 24.

²¹ 2007/8 RAGA Package, pp. 31-2.

²² See below, "Amendment Proposals to the Bylaws", p. 33.

Industries

The composition of our members is well balanced and covers most industries. The table below shows the relative importance of each category.²³

Consulting/Research	12	11.43%
Travel/Tourism Services	11	10.48%
Manufacturing	10	9.52%
Food/Beverages Legal Services	8 of each	7.62% each
Electronic Components/Linkage Industries Hotels/Hotel Equipment/Supplies Transportation/Logistics	7 of each	6.67% each
Education/Training Engineering Machining/Machinery Parts Power Generation Trading	6 of each	5.71% each
Construction Services	5 of each	4.76% each
Accountants/CPAs/Auditors Airlines/Airlines Services/Supplies Banking/Financial Services Catering/Food Provision/Processing Government Organizations Information Technology Management Measurement/Precision/Optical Instruments Medical and Diagnostic Equipment/Supplies Pharmaceuticals	4 of each	3.81% each
Arts/Cultural Services Insurance Services Printing/Publishing Retailing Telecommunications Services/Equipment	3 of each	2.86% each
Advertising Services Automation Business Centers Business Management Consultants	2 of each	1.90% each

²³ As of 2 February 2009. The first column indicate the industry following a preset list (one industry per line). The second column indicates the number of members for each industry listed in the box. The third column indicates the percentage of each category compared to the total of the members listed for all industries. Since members are listed in up to three industries, the total of the members per industry exceeds the total of the members.

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Business Support Organizations Computers/Software Consumer Products Human Resources Metals/Metal Products Public Relations/Public Affairs Sales/Marketing Services		
Aerospace/Aviation Architects/Building Design Consultants Broadcast Media/TV Chemicals Jewelry/Watch Petroleum/Natural Gas Quality Control/Standards/Testing	1 of each	0.95% each

Benefits

This year we also issued a membership card together with a Membership Benefits brochure enhancing the Chamber's branding and entitling our members to selected benefits. These benefits are reciprocal with other Regional Organizations.²⁴

Events

This statutory year SwissCham Beijing has been organizing, co-organizing, supporting or attending not less than 47 events in 12 months. As such it represented the Chamber at most Swiss-Chinese events.

The list of events reflects the alliance strategy with other chambers and partners which we have been implementing over the past two years. Among these it is worth recalling that the Chamber launched the Annual Year's End Foreign National Chambers of Commerce Chairmen's Dinner which it handed over to AmCham after having chaired its sixth edition. This event is now regarded as a must-attend by all foreign chambers in Beijing.

The Chamber has been invited, and represented its members, at all the events organized by the Embassy of Switzerland.

You will find a list of these events as Appendix "Q".

Strategy

Despite our relentless efforts and some acknowledgment our events strategy never ceased to draw criticisms. Not the least came from inside the BOD.

²⁴ See National Bylaws, Art. V(5).

These were confirmed on the occasion of the Holcim Initiative discussed below.²⁵

The questions often raised are: should the Chamber organize social events or only business events? should it organize events at all? if so, which ones? how much should it charge?

The answer calls for an approach which goes beyond events and through an overall reassessment of the Chamber's mission. These findings have been taken into account in the Tentative Program below.²⁶

Committees

This year we have extensively developed our communication strategy by elaborating and implementing an Information Flow concept including the creation of a full time Committee & Communication Officer (CO) within our Management.

The Committees created in 2007 are the once missing link between the Chamber and its members. As such they are a key component of this strategy.

According to the Information Flow concept the CO taps a range of sources, processes the information collected by interacting with selected stakeholders and distributes it through our media.

Sources include stakeholders (the Embassy, the Hub, SwissCham branches, SCCC, the EUCCC, other chambers, etc.) and most of all the Committees, each represented by a Panel of three.

Interactions include internal (and as appropriate external) consultations purporting at making the best out of the information collected, e.g., with the Events Officer, the Publications Officer, the BOD, etc.

Media include at the first place our website, where the information is structured, including per Committee, and as appropriate e-mailings, events, The Bridge magazine, etc.

There are now five Committees reflecting and grouping our members' various industries:

- Bank/Finance/Insurance
- Legal/Tax/Consulting
- Construction/Engineering/Manufacturing
- Food/Beverages/Tourism

²⁵ See below "Holcim Initiative", p. 24.

²⁶ See below "2009/10 Tentative Program", p. 27.

- Trade/Retail/ Services²⁷

The BOD believes that Committees are adding a unique value by enabling through the Chamber a permanent interaction between members and external stakeholders.

While Committees still need to learn on the job, this development has already triggered considerable interest. Members are strongly encouraged to express their interest. A list of the Committees Panels is attached as Appendix "R".

Services

At the last RAGA we proposed to offer a range of services covering visas, translation, insurances, etc.²⁸ Most of them were meant to be outsourced.

Yet these services proved to be difficult to implement, to meet between little to no interest at all and to generate little or no revenue. In line with the general impression lastly evidenced by the Holcim Initiative²⁹ that the Chamber should focus and do less but better, we are drawing the necessary conclusions in the Tentative Program below.³⁰

Goods

In an effort to generate complimentary revenue and enhance its brand image, the Chamber has been successfully marketing branded gift items (moon cakes, chocolate, wine) for the Mid-Autumn Festival, Christmas/New Year and the Chinese New Year.

On this occasion we have been promoting members products.

Publications

Olympic Special Publication

SwissCham Beijing took advantage of 2008 for proposing and taking the lead of a Olympic Special Publication.

This publication gained the support of all the stakeholders involved in the Campaign for the Image of Switzerland in China, in particular the House of Switzerland.

²⁷ The Logistic/Transport Committee has been merged in the Trade/Retail/Services Committee.

²⁸ These services include Swiss visa application support, Chinese visa renewal/transformation support, translation and interpretation, delegations organization, health Insurance, house holding insurance.

²⁹ See below "Holcim Initiative", p. 24.

³⁰ See below "2009/10 Tentative Program", p. 27.

Naturally focusing on Switzerland and the Games, it incorporated a summary version of the Directory which it substituted for this year.

It was printed in 10'000 copies and widely distributed throughout venues including the Swiss embassy and consulates in China and the Chinese embassy in Switzerland, the House of Switzerland, the IOC, the Paralympics, Swissôtel in Beijing, Swiss Airlines, etc.

All SwissCham (incl. SwissCham Hong Kong) and SCCC members received a free copy.

The success of this project was entirely financed by sponsoring and widely acknowledged by our stakeholders.

The Bridge Magazine

Issued quarterly, official periodical publication of SwissCham China, The Bridge Magazine keeps being successfully published under the leadership of SwissCham Shanghai with our participation. Launched on 1 August 2004, it has a quarterly circulation of 5'000 to 6'000 copies. It is also 100% financed by SwissCham China.

It is freely distributed namely to all members of SwissCham and SCCC, at the Swiss embassy and consulates in China, Swissôtel in Beijing, as well as on the Swiss Airlines flights to and from China.

Its financing remains a challenge though, thus questioning its viability on the long run.

SwissCham in a Nutshell

This strategic pamphlet is discussed below.³¹

Lobbying

Since the last RAGA the Chamber has been regularly representing its members on the occasion of several official events as well as further informal opportunities. Clearly the Olympics brought an exceptional influx of such events.

It is worth to note that the Embassy has displayed sustained efforts in offering many opportunities to the Chamber not only to be associated to those events in hosted but also by actively backing its credibility and giving it a voice.

Selected events include:

³¹ See below "SwissCham in a Nutshell", p. 23.

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- 7.3.08 Sounding Board for the Campaign for the Presence Switzerland China Image Campaign
- 14.3.08 National Board Meeting and NAGA (Shanghai)
- 21.3.08 Meeting with Yu Jianlong, Vice-Chairman, CCPIT and Secretary-General, CIETAC³²
- 30.4.08 Holcim Initiative preliminary meeting with Christoph Moellers, CEO, Holcim China
- 11.5.08 Visit of and discussion with Federal Councilor Doris Leuthard, Head of the Federal Department of Economic Affairs
- 1.8.08 Opening of the House of Switzerland
- 5.8.08 Swissinfo business luncheon
- 7.8.08 Business luncheon with Daniel Brélaz, Mayor of the City of Lausanne
- 7.8.08 Meeting with Kurt Haerri, President, SCCC
- 8.8.08 Business luncheon with Adolf Ogi, former Federal Councilor
- 9.8.08 Visit of and discussion with Federal Councilor Pascal Couchepin, Head of the Federal Department of Home Affairs and President of the Swiss Confederation³³
- 22.8.08 Meeting with the Lake Geneva Region delegation
- 24.9.08 Dinner at the Embassy of Switzerland in the honor of Secretary of State Jean-Daniel Gerber, Head of the Secretariat of State for Economic Affairs seco
- 7.9.08 Visit of and discussion with Federal Councilor Samuel Schmid, Head of the Federal Department of Defense³⁴
- 12.9.08 Meeting with Claudio Mazzucchelli, Head of the Swiss Business Hub China
- 16.9.08 Meeting with a delegation of OSEC headed by Thomas Wicki, Head of the Swiss Business Hub ASEAN and Regional Director Asia/Pacific
- 23.9.08 Ambassador's Business Luncheon at the Embassy
- 16.10.08 Visit of and discussion with André Bugnon, President of the National Council³⁵
- 21.10.08 Mid-year briefing with Ambassador Dante Martinelli
- 7.11.08 Welcome party at the Embassy and discussion with Ambassador Blaise Godet
- 8.11.08 Swiss Ball
- 11.11.08 Sounding Board for the Campaign for the Presence Switzerland China Image Campaign
- 12.11.08 Meeting with Hervé Fineisen, Head of the Visa Section of the Embassy of Switzerland
- 17.11.08 National Board Meeting

³² China International Economic & Trade Arbitration Commission.

³³ The current President of the Swiss Confederation is Hans-Rudolf Merz since 10 December 2008.

³⁴ The current Head of the Federal Department of Defense is Ueli Maurer since 10 December 2008.

³⁵ 2007/8. The current President of the National Council (2008/9) is Chiara Simoneschi-Cortesi.

- 24.11.08 Holcim Initiative preliminary meeting with Christoph Moellers, CEO, Holcim China
- 9.12.08 Ambassador's Business Luncheon at the Embassy
- 17.12.08 Sixth Annual Year's End Foreign National Chambers of Commerce Chairmen's Dinner
- 19.1.09 Holcim Initiative roundtable

It is generally acknowledged that while the Chamber's credibility has been exponentially improving since past three years, most notably over the last one, its perception as inescapable representative of the Swiss business community in China and counterpart of third-party organizations, at the first the Swiss government, it still lags ways off the mark.

What also seems to have gained a broad consensus however that we now have created or restored conditions favorable to a decisive push towards such strong, independent representation.

This was lastly confirmed on the occasion of the Holcim Initiative discussed below.³⁶

Management

Staff

Michaela Scarpatetti extended her assignment as Executive Director over most of this statutory year. She resigned for 28 February 2009. Michaela joined on 1 July 2007.

Her Deputy and Project Manager, Batiste Pilet, was promoted General Manager and Executive Director a.i. This position reflects the new management structure vowed by the BOD as discussed below.³⁷ Batiste joined on 1 April 2007 as Project Manager. He performed to our satisfaction and gradually embraced increasing responsibilities. The BOD regards him as a key personnel for the Chamber's continuity.

The Management roughly maintained the same structure with an Office Manager (MENG Lei), an Event Manager (Yvan Sprünglin), a Membership Officer (Cassie Shu) and a Desk Officer (Sharon Gao). In addition and as noted above a position of Committee & Communication Officer has been created (Jeyanthi Geymeier).³⁸ The Management organization chart is attached (Appendix "G").

So far the Chamber can only afford to have no more than the ED, the GM and the OM on the payroll. Other staff are volunteers. While the BOD is grateful for the whole staff support, it extends its special gratitude to its volunteers.

³⁶ see below "Holcim Initiative", p. 24.

³⁷ See below "Management", p. 31.

³⁸ See above "Committees", p. 15.

The **performance assessments** introduced in 2006 are now an established practice.

IT

We purchased new laptops including software for replacing the former ones which were archaic. Members donations in 2007 had already significantly improved the situation. The situation is now workable. Limited IT needs still remain to be met. Sponsoring is welcome.

Office Room

Since 7 September 2006 SwissCham Beijing enjoys new office room at the Canadian International School (CIS) at Liangmaqiao Road (east of Kempinski Hotel/21st Century Hotel). The room is graciously made available for free by the school, to which we express our deep appreciation. The Chamber would be financially challenged if it had to pay a rent.

Our staff hardly fits in our current offices however. Therefore any offer to use premises free-of-charge will be gratefully considered.

Partners

SwissCham Hong Kong

Although legally independent since it is subject to Hong Kong, not Mainland Chinese law, the Swiss Chamber of Commerce Honk Kong (SCHK) as it used to be known under its legal name maintains close ties with SwissCham China.

At the last National Board Meeting,³⁹ SwissCham China and SCHK agreed that SCHK now uses "SwissCham Hong Kong" as its trade name, thus reflecting their will to appear as one organization.

SCCC

On the occasion of the Holcim Initiative⁴⁰ roundtable of 19 January 2009, SwissCham China and the Swiss Chinese Chamber of Commerce in Switzerland (SCCC) confirmed their intent to eventually merge their organizations. Notably, they agreed to set up as soon as possible a common Committee on which both organizations shall be represented. Details remain to be worked out.

SwissCham and SCCC are legally independent organizations with no common structure and have unevenly partnered in the past. We regard this statement of intent as a remarkable development which we believe will be very much beneficial to our members. Indeed whereas SwissCham is on the

³⁹ On 17 November 2008.

⁴⁰ See below "Holcim Initiative", p. 24.

China frontline SCCC maintains close connections with Swiss companies HQs, business organizations and the Swiss government.

Embassy

The Embassy, namely Ambassador Martinelli, then his successor, Ambassador Godet, has continued its support of the Chamber in several occasions throughout the past statutory year including invitations to business lunches at the Embassy, various consultations and participation to official visits.⁴¹

Namely, the Chamber had been invited by the Ambassador to be part of the Sounding Board of Switzerland's Image Campaign lead by Presence Switzerland under a mandate from the Department of Foreign Affairs. The Board is an advisory body to the Steering Committee and is chaired by the Ambassador.

Last year the Campaign focused on the House of Switzerland which welcomed as many as 123'788 visitors in 24 days during the 2008 Beijing Games and of which the Chamber was made a Partner. The Campaign's next focus is the Swiss pavilion for the 2010 Shanghai World Expo.

Krystyna Marty has been representing the Embassy on the BOD throughout the past statutory year.⁴²

Until recently Economic and Commercial Counselor, Krystyna has been promoted Minister, i.e., Deputy of the Ambassador. Nevertheless she will keep sitting on the BOD until her successor will take over.

The BOD believes that there remains room for improvement of its collaboration with the Embassy and trusts that it will achieve it with the support of Ambassador Godet.

OSEC and Swiss Business Hub

The relationship with OSEC⁴³ and its representative offices in China, the Swiss Business Hub (SBH), have considerably improved since the arrival of Claudio Mazzucchelli, new Head of the SBH China. It is the second assignment of Claudio in China. Namely, a Memorandum of Understanding has been signed and clear cooperation guidelines are now effective.

This partnership has also been marked by the visit of a delegation of OSEC headed by Thomas Wicki, Head of the Swiss Business Hub ASEAN and Regional Director Asia/Pacific.

⁴¹ See above p. 14, "Events".

⁴² See below p. 51.

⁴³ OSEC (Office suisse d'expansion commerciale) is the largest agency of the Swiss government in charge of trade promotion, see www.osec.ch.

CCPIT

The China Council for the Promotion of International Trade (CCPIT) is an Honorary Member of SwissCham Beijing and is consistently supportive. It is currently represented by Yu Jianlong, Vice-Chairman of CCPIT and Secretary General of the China International Economic & Trade Arbitration Commission (CIETAC).

European Chamber

Because of Switzerland's close relationship with the EU and because the EUCCC is a prominent chamber in Beijing, we acknowledge the importance of and maintain a good relationship with the EUCCC.

Earlier this year the EUCCC has changed its rules in the sense that it does not insist on double-membership. Indeed in the past membership to a national chamber of a EU member-State was a prerequisite to EUCCC membership. This was a bar to Swiss companies. The rule was dropped. Swiss companies can now join as Associate, which entitle them to most benefits but not voting rights or chairmanships.

We believe that we have an edge in offering both specifically Swiss-related benefits and albeit indirectly some of the EUCCC benefits to our members, namely through our Committees, which purport at interacting to some degree with the EUCCC Working Groups, at SwissCham Beijing's reduced rates. We are constantly working at improving those benefits.

AmCham

Likewise we maintain a good relationship with the American Chamber of Commerce in Beijing (AmCham). It is worth noting that AmCham recently supported one of our events⁴⁴ and that it is taking over from us the Annual Year-End Foreign National Chambers Chairmen's Dinner successfully launched by SwissCham Beijing six years ago.

Website

The 3rd phase of our website was launched on 15 May 2008. Designed to be a comprehensive information platform about Sino-Swiss economic and trade relations, it is the result of a considerable development.

It is now updated daily by one permanent staff, our new Committees & Communication Officer (Jeyanthy Geymeier), a position which was created for this purpose as noted above.⁴⁵

⁴⁴ Workshop Seminar on the New PRC Anti-Monopoly Law, 25 September 2008. No less than 50 AmCham members attended.

⁴⁵ See above "Committees", p. 15.

SwissCham Beijing copied its new website to SwissCham Shanghai against a commensurate compensation.

There still is ample room for improvement. Namely, the Content Management Software (CMS) proved to be an unfortunate choice and currently prevents further development.

Nevertheless we believe that our website can now reasonably pretend to offer the richest source of information online about Sino-Swiss economic and trade relations.

Special Projects

BOD Restructuration

At the last RAGA, the GA approved a proposal of extending the BOD from seven to eleven members.⁴⁶ In addition the so-called 2/3 rule⁴⁷ was extended to all the Directors of the Board.

This proposal stemmed out of the statement that the Chamber could not afford a management strong enough for matching its ambitions and that these could only be fulfilled with the enhanced support of a extended, voluntary-based BOD.

This extension was implemented with a detailed job description for each BOD and Management position which was amended from time to time.

Generally speaking this model proved being successful as it greatly unloaded the President thus allowing him to focus on strategic and coordination tasks and prompted a dramatic development of the Chamber's activities.

At the same time this development inevitably came along with new BOD management issues which we believe will be adjusted over time.

SwissCham in a Nutshell

Acknowledging that there was a widespread misperception about what the Chamber was and what it does, the BOD felt the need to redefine its mission.

In doing so it carefully took into account the information already in existence (past RAGA Packages, website, The Bridge, Special Olympic Publication, etc.), condensed it in a forceful language and published it in the form of a pamphlet under the title of "SwissCham in a Nutshell".

⁴⁶ See 2007/8 Package, p. 32. These figures do not include the Embassy of Switzerland in China which is a permanent Honorary Director of the Board.

⁴⁷ The 2/3 rule states that Directors of the Board must attend at least 2/3 of the Board Meetings in order to be entitled to reapply at the next RAGA. Previously this rule was limited to Office Holders, i.e., the President, the VPs, the Secretary-General and the Treasurer. Beijing Bylaws, Art. 7(3)(c).

Notably, the BOD identified five keywords which it regards as encompassing the core values of the Chamber:

connect > exchange > lobby > promote > service >

This pamphlet has been widely distributed during the Games and is made available to the public on every occasion such as events, etc.

The BOD regards the Nutshell as an important strategic document which introduces to more detailed information about the Chamber.⁴⁸ You will find it attached as Appendix "S".

Sichuan Earthquake

Following the Sichuan earthquake last year, the Swiss business community in China, under the initiative of SwissCham Shanghai, cosponsored by SwissCham Beijing and in cooperation with the Swiss Embassy, the Consulates General in Shanghai and Guangzhou the Swiss Club in Shanghai and the Swiss Society in Beijing launched the **Swiss Community Project** for contributing to the relief efforts. It raised in excess of seven million renminbi⁴⁹ thus sponsoring a **School & Housing Sponsorship Project**. The construction has started in February 2009 and the inauguration is planned for the summer 2009. The project start-up ceremony took place in Chongzhou City on 20 November 2008.

Holcim Initiative

In April 2008 Christoph Moellers, then CEO of Holcim Management Services (China) Co. Ltd.,⁵⁰ approached SwissCham Beijing with a broadly formulated offer to contribute to the Chamber's development by best matching its members and partners expectations.

This move was motivated by the acknowledgment of the Chamber's achievements, endeavors and shortcomings, namely financial for the latter, and was welcomed by the BOD.

The project was implemented through a professional assessment performed by Malik Management Zentrum St-Gallen,⁵¹ a well-known Swiss-based management consulting firm, followed by a roundtable on 19 January 2009 gathering stakeholders which included representatives of SwissCham, SCCC, the Embassy, the Hub, as well as selected member and non-member Swiss companies and moderated by Malik.

⁴⁸ See the "About Us" section of the SwissCham Beijing's website, www.swisscham.org/bei/about_us.php.

⁴⁹ Paid cash: CNY2'460'537. Promised cash: CNYCNY6'781'737. Promised goods: CNY390'000. Total: CNY7'171'737. All amounts as of 1 January 2009.

⁵⁰ Holcim is Corporate Member. Christoph Moellers' assignment ended in January 2009. Since 2006 Christoph has been assisted by Fabian Furrer, former Executive Director of SwissCham Beijing from 2003 to 2006.

⁵¹ See www.malik-mzsg.ch

Some of the main findings have been noted above.⁵² Other worth mentioning include a participant, CEO of a flagship Swiss company, who vowed that Swiss companies be regularly consulted by the Embassy through the Chamber for bilateral external trade matters.

The BOD has already integrated part of these findings in its Tentative Program below⁵³ and will strive to do so over the next statutory year. It wishes to express its appreciation for Christoph Moellers dedication.

TM

In 2005 following a member's request we applied for the registration of "SwissCham" as trademark (TM) both in China and Switzerland. Both applications were rejected as both offices considered that it was similar with other protected names. The BOD considered that it was not worth appealing these decisions, let alone because of the costs involved, and will not pursue this project for the time being.

Assessment

The strategic goals which we set for 2008/9 included the following:⁵⁴

- website
- BOD restructuring
- Committees
- inter-chambers alliances
- new members
- advertising revenue⁵⁵

Out of these, all have been reached or are in the course of being reached, except a sine qua non condition of its development: new members. Indeed one may question whether the Chamber has reached its maximum potential. This major concern has been thoroughly considered by the BOD and is reflected in the budget options it is submitting to your approval this year.

Conclusion

While 2006 has been a year of damage mitigation and 2007 of consolidation, 2008 had been announced as a year of development.

⁵² See below "Holcim Initiative", p. 24.

⁵³ See below " 2009/10 Tentative Program", p. 27.

⁵⁴ 2007/8 RAGA Package, p. 27.

⁵⁵ For an assessment of advertising revenue, see below, "2008 Accounts", p. 37.

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In 2007 we focused on enlarging the participation of our members and other users, for example through the website, the Committees, the Board, etc., hoping that 2008 would prove us right.

Listening to our members and partners we are given to understand that the perception of the Chamber has evolved from a negative one in 2006 to a positive one in 2008.

Whereas this acknowledgement is encouraging, it cannot hide the fact that the Chamber still is ways away from effectively representing its members towards its institutional partners, namely the Swiss authorities and other institutions or organizations, let alone the Chinese ones.

Yet we believe that we now have reached the stage where the Chamber is offering its members and partners the possibility to do so. Whether they will take a chance will now be up to them to decide. The BOD has reflected this choice in the budget options now submitted to your approval.

Considering the above I feel compelled to say on behalf of our BOD and Management that, over the past statutory year, whereas there is always room for improvement and considering the limited support at its disposal, the Chamber has done his best for fulfilling its mission.

Therefore I am recommending you to approve my report and the discharge of the 2008/9 BOD.

John Liebeskind
President, SwissCham Beijing

**2009/10 Tentative Program⁵⁶
by the President of SwissCham Beijing**

As mentioned in my Activity Report for 2008/9, several steps have been taken over the past three years to arrive at the current situation. We have achieved many targets but there are always goals to set and to achieve. As we have formulated the mission statement of SwissCham Beijing as:

connect > exchange > lobby > promote > service

I will use these key words to elaborate on our strategy for 2009/10.

The BOD proposes the following strategic goals for 2009/10:

- Continuity in strategic re-orientation
- Swiss platform
- Connect
- Exchange
 - Committees
 - Event strategy
- Lobby
- Promote
- Service
- Management

Continuity in strategic reorientation

Key activities have been launched and developed during the past year with the current BOD. It is most important to continue these new initiatives and derive an overall strategy which covers the needs of all our member segments. Continuity is the basis to develop further initiatives and strategic goals.

Such activities include membership visits to get continuous feedback about the ideas and wishes of our members to always respond to our members needs. As SwissCham Beijing we should focus on delivering value to our members and find the right ways and channels to do so.

Unified branding not only in SwissCham Beijing but within the whole SwissCham network in China, Hong Kong and Switzerland is another such initiative. Continuity is the basis to develop further initiatives and strategic goals.

⁵⁶ Beijing Bylaws, Art. 6(b)(iv).

Unified Swiss platform

SwissCham and all other entities with a Swiss link to China should be seen as one platform. These entities include SCCC, SwissCham China (Beijing, Shanghai and Guangzhou), SwissCham Hong Kong, the Embassy of Switzerland in Beijing, the Swiss Hub China, OSEC, Location Switzerland, Swiss Tourism, etc.

SwissCham Beijing is the entrance point to this Swiss platform. The Holcim Initiative⁵⁷ has been one of the key contributions to this project. The institutions represented at the meeting included the Embassy of Switzerland, the Swiss Hub China, SwissCham Shanghai, the Swiss Chinese Chamber of commerce based in Zurich, SwissCham Beijing and representatives of Swiss multinational companies. The key findings we will focus on in 2009/10 are the following:

- creation of a Swiss platform
- creation of a common board including representatives from entities based in Switzerland and in China
- focus on quality instead of quantity
- contact with the authorities (VIP visits to and from China)
- coordination and sharing of resources between entities
- integration of the SCCC "Bulletin" and of SwissCham's "The Bridge" into one publication
- coordination with other chambers (Swiss and foreign chambers)
- sharing of business information
- facilitate access to high level government officials in China and Switzerland
- represent Switzerland in China and vice-versa
- link and organize high level dialogue in industry and politics
- qualified and well paid full time staff in the Chamber's Management
- consultative board to include senior representatives of industry and government bodies

The most important is that we reach a close cooperation of all institutions and stakeholders and that we clearly define the distribution of responsibilities between all involved.

We understand that this is a process which will require mutual trust building and which may start with smaller cooperation projects, such as the publication of one magazine, one directory, and which may ultimately result in one board. The formulation of an "unité de doctrine"⁵⁸ is the target.

⁵⁷ See above, "Holcim Initiative", p. 24.

⁵⁸ The Chamber's "unité de doctrine" has been formulated in the pamphlet "SwissCham in a Nutshell", see above p. 23.

Connect

On the one hand, we focus on connecting Swiss, Chinese and other foreign companies in China and in Switzerland. On the other hand, our focus is on connecting the Swiss and Chinese authorities in China and in Switzerland. Our goal is to intensify the cooperation between the different stakeholders to maximize the benefits for our members.

Exchange

Two of the main activities of SwissCham Beijing are included in this key word: committees and events. Much has been discussed about the form and content of events. I will present our core event strategy after an overview of the functions of the Committees which have been set up by now. The website is an important medium for communication for both committees and events.

Committees

Committees are the platform for our members to exchange professional views in an industry-specific environment. The form of meetings and exchange can vary from Committee to Committee. Committees are a tool to collect and circulate industry-specific news and information. They will be asked to deliver topics, content and speakers for committee-specific events as well.

Now that the Committees are set-up, their activation, dynamic running and the integration of their activities into the overall SwissCham Beijing activities are a main task for 2009/10. Committees are very important in making our events more industry specific, more professional and more valuable to our members. They are the missing link between the Chamber and its members.

Event strategy

For 2009/10, we have organized our events according to the following scheme:

- Committee events
- Chamber events
 - SwissCham events
 - Joint events
 - Supported events
- Roundtables
- Young Professionals' Forums
- Inter-chamber networking events
- Signature Events

Committee events will be driven by Committees which will suggest topics, content and speakers. In this way we will purport at covering the most important issues in key industry sectors. The organization and execution of these Committee events will be supported by and lie with the Management.

We further organize three types of **Chamber events**:

SwissCham events are events with a strong if not unique Swiss content and focus. These events are fully organized and executed by SwissCham. They may include for example visits of heads of state and government delegations for which SwissCham enjoys a natural legitimacy.

Joint events are events either initiated by SwissCham or by another chamber of commerce. The organization is shared between the chambers and the event is co-branded with both or all chambers. Topics for these events are broader and of more general interest. SwissCham adds value in providing either speakers or content to justify the involvement of our Management.

Supported events are events provided by other chambers or entities which are of interest to our members. SwissCham may either only passively inform about such events on its website or its newsletters or actively send out mailings to our members and handle the registration.

Roundtables are meetings on invitation only. We plan to give senior executives a platform to specify topics and invite other senior executives and government representatives for high level talks under the umbrella of SwissCham Beijing.

Young Professionals' Forums were successfully launched and offer a platform for member companies to share information and experience with young professionals from various fields.

Inter-chamber networking events form a business networking platform and are an important branding tool for SwissCham Beijing towards other chambers, entities and potential members. These events are organized in co-operation with other chambers to facilitate contacts of members, management and board members of the different chambers involved.

Signature events cover the annual key events of SwissCham Beijing including:

- the RAGA followed by the Traditional Swiss Evening
- the Ambassador's Briefing
- the Swiss Ball
- the Inter-Chamber Golf Tournament

Lobby

We aim at representing our members' interests towards Swiss and Chinese institutional partners in China and Switzerland. We collect and coordinate these interests within our Committees. As we are a small country and a small organization, we will carefully choose the appropriate channels of communication within the entities of our Swiss platform and other partners. The Embassy or another chamber like the EUCC can be a suitable medium for passing on the messages. We will coordinate and cooperate with our members' government relations channels as well. We strongly believe that it is only together that we can have a strong voice.

Promote

SwissCham is offering an advertising and marketing platform which covers all media (website, publications, events, mailings, etc.) to its members. We will present comprehensive marketing opportunities to our members respecting their motivations, e.g., sponsorship or corporate social responsibility.

Service

Member services are offered directly through SwissCham or its partners. As mentioned before, the services offered will be reviewed by the new BOD 2009/10. Member benefits by holding a SwissCham Beijing membership card will be further extended.

Management

As noted above, Michaela Scarpatetti has been leading the Chamber's Management as Executive Director over the past two terms and is now leaving us. Her Deputy over the same period of time, Batiste Pilet, has been nominated General Manager and ED ad interim (a.i.) in her stead. The BOD thus acknowledges Batiste's performance and regards him as a key role for the Management's continuity.

The BOD is concerned that over the past years the Chamber has been continuously struggling with scarce financial resources, therefore insufficient qualified staff, for meeting its members demanding expectations.

This situation has been partly remedied last year with the extension of the BOD⁵⁹ which purported at compensating these shortcomings by offering additional support to the management. While the situation has considerably improved, this solution must be regarded as temporary until the Chamber can afford to hire more staff with adequate qualifications however.

Therefore the BOD has determined that ideally the ED should be a Director of the Board (which the ED is currently not) dedicated to the Management on a full time basis. In practice this role has been played so far by the President on

⁵⁹ See above "BOD Restructuration", p. 23.

a part time, voluntary basis but this solution is hardly sustainable given the heavy commitment it supposes.

This new ED should be significantly more senior than the current and past Management, enjoy an indisputable business experience and be a representative interlocutor towards our members and other stakeholders, including both SMEs and large companies, the Swiss and Chinese authorities as well as all other institutions and individuals. Besides he/she shall supervise the Management to whom he/she shall provide guidance for implementing the BOD's strategy and represent it on the BOD.

While it identified this need the BOD is well aware of the scarce financial resources of the Chamber (even if the proposed fees increase is approved). This is why it decided to hire such an ED only if this position is sponsored by our members or if a suitable candidate accepts this position of on a non-paid basis.

These resources and a suitable candidate have not yet been found. If a new ED is hired, Batiste will keep being in charge of the Management as GM under the guidance of the ED. Till then Batiste will act as GM and ED a.i. and the activity of the Chamber will be adjusted accordingly.

I believe that this program corresponds to the Chamber's mission and that it makes the best use of its resources. Therefore I recommend that you approve it.

John Liebeskind
President, SwissCham Beijing

Amendment Proposals to the Bylaws

Amendment proposals to the Beijing Bylaws are subject to a three-steps process. Firstly, they must be submitted to the members with the Package in advance of the RAGA⁶⁰ and approved by simple majority.⁶¹

The Beijing Bylaws must be consistent with the National Articles and Bylaws however. Therefore, secondly, the National BOD shall confirm such consistency to the NAGA which, thirdly, shall validate the changes by simple majority vote.⁶²

The full text of the Rules is appended to this Package for your reference. The Beijing Bylaws are appended as Appendix "F".

Art. 4(2) ("Membership")

At the last RAGA/NAGA we proposed to change the definition of the membership categories. Indeed an audit had revealed several abuses for the only sake of saving fees. These abuses had been permitted by an unclear definition of the categories. Therefore we proposed a new definition.

While acknowledging the legitimacy of our concern, the 2008/9 NAGA was not satisfied with the draft proposed however. Therefore it approved the changes for one year only subject to a new draft proposal at this NAGA.

The new draft purports at addressing the following concerns:

- use the same wording as the National Rules in order to avoid contradictions;
- adapt them in order to additional regional categories allowing, on a no voting rights basis,⁶³ for non-Swiss⁶⁴ companies and non-Swiss individuals⁶⁵ not employed by Swiss companies;

⁶⁰ Beijing Bylaws, Art. 6(2)(b)(vi). This provision states that the RAGA Package must contain amendments proposals for the Beijing Bylaws "when relevant". It is therefore assumed that the BOD can decide non-material amendments such as typos, etc., as part of its general competence, Beijing Bylaws, Art. 7(2) and National Articles, Art. 6(A)(k).

⁶¹ The Rules specify certain qualified majority rules but contains no default majority rule. Absent such we assume that a simple 50% majority applies.

⁶² National Bylaws, Art. III(3)(2).

⁶³ Regional Bylaws must be consistent with the National Rules, which limited votings rights to "Swiss" companies and to Swiss individuals. See National Bylaws, Art. III(3)(2), National Articles, Art. 3(A) and below note 64.

⁶⁴ The concept of "Swiss" company is difficult to define. This difficulty is a well known legal issue. By "Swiss" the Rules mean to broadly encompass Swiss-invested or controlled companies. In case of doubt, it is further up to the BOD discretion to assess the overall circumstances and to make a decision on a case-by-case basis.

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- clarify the Associate Membership category;
- recall that the BOD retain discretion to decide;
- state that Corporate Membership is the rule and other categories the exception subject to the BOD's discretion;
- ensure coherence between the membership and the fees categories.

As a result, these categories can be summarized as follows:

Category	N/R ⁶⁵	Rule	Definition	VR ⁶⁷	Fees
Corporate	N	NA3(A)(1)(a)	"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 located in Switzerland"	YES	YES
	R	Redrafted	"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"	NO	YES
Corporate Affiliate		Redrafted	Additional employees of a Corporate Member	NO	YES
Individual	N	NA3(A)(1)(b)	"All Swiss citizens without restrictions or citizens of other countries, who are employed by a commercial establishment [as defined above]"	YES	YES
	R	Redrafted	"All non -Swiss citizens who are not employed by a commercial establishment [as defined above]"	NO	YES
Associate	N	NBL V(2)(2)	"Members accepted by a Regional BOD that do not qualify for national membership"	NO	YES
		NBL IV(2)	"Business associations when it is deemed appropriate to serve the objectives of SwissCham China"	NO	NO ⁶⁸
	R	Redrafted	Students	NO	YES
		New	Young professionals	NO	YES
Honorary	N	NA3(A)(1)(c)	"Personalities who have made great contribution to or earned lasting merits for either the trade relations between Switzerland and China or the Chamber"	NO	NO
	R	Redrafted	"Personalities who have made great contribution to or earned lasting merits for either the trade relations between Switzerland and China or the Regional Organization "	NO	NO

⁶⁵ According to Chinese law, Chinese nationals may not apply for Individual Membership, see Provisional Regulations for the Administration of Foreign Chambers of Commerce in China (14 June 1989), Art. 5(3).

⁶⁶ N = National; R = Regional.

⁶⁷ Voting rights.

⁶⁸ The Rules state that Associates may be recognized on a "non-member basis", National Bylaws, Art. IV(2),

Therefore we now propose the following **new drafting**:

"ARTICLE 4 - MEMBERSHIP

"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.

~~"SwissCham Beijing Regional Membership Constitution:~~

~~"(i) Members With Voting Rights:~~

~~"(aa) Corporate Membership: members with Swiss investment or offices in Switzerland. Members with Swiss investment or offices in Switzerland and in the process of setting up in China.~~

~~"(bb) Individual Members: all Swiss citizens or all others employed by Swiss-based or Swiss-invested enterprise.~~

~~"(ii) Members Without Voting Rights:~~

~~"(aa) Corporate Membership: members without Swiss investment or offices in Switzerland.~~

~~"(bb) Individuals: other citizens who are not employed by Swiss-based or Swiss-invested enterprise.~~

~~"(cc) Associate Membership: any person or institutions that likes to be affiliated with SwissCham.~~

~~"(dd) Honorary Membership: person(s) with great contribution for Swiss-China trade or for SwissCham.~~

"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.

"(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."

We believe that this new drafting is now clear and in the interest of the Chamber. Therefore we recommend you to approve it.

2008 Accounts⁶⁹

Introduction

The accounts are subject to a two-layers control. The Treasurer shall report at the RAGA.⁷⁰ The accounts have to be audited by the statutory Auditor, which shall also issue a report.⁷¹

The Auditor⁷² is appointed at the RAGA for the next statutory year. The Auditor which performed the 2008 audit is SJ Grand.

The audited accounts, the Auditor's notes and the Auditor's statement are reproduced in the appendices (Appendices "H", "J", "K").

Even though the statutory year runs from the last RAGA to the next, whereby the RAGA must be held in the first quarter of the year, the accounting year closes on 31st December. As a result the 2008 accounts cover the time period from 1 January 2008 through 31 December 2008 whereas the statutory year runs from 28 February 2008, date of the last RAGA, till 27 March 2009, date of this RAGA. The gap from 1 January 2008 till 28 February 2008 is covered by the 2008 audit whereas the gap between 1 January 2009 and 27 March 2009 will be covered at the next 2009/10 RAGA with the 2009 audit.

⁶⁹ Beijing Bylaws, Art. 6(b)(iii).

⁷⁰ National Articles, Art. 6(C)(4)(b).

⁷¹ Beijing Bylaws, Art. 9(1) and (2).

⁷² Beijing Bylaws, Art. 9(1). The appointment of an Honorary Auditor on top of the Auditor which the Rules did not request, has been abandoned at the last RAGA, see 2008/9 RAGA Package, p. 47.

2008 Accounts

Report by the Treasurer of SwissCham Beijing

Profit & Loss

2008 has been a year which saw a **strengthening of our financial situation**. The profit and loss statement shows a profit of CNY165'520 (the previous year showed a slight loss of CNY28'156). Actual revenues in 2008 were 4% higher than budgeted, while the actual expenses 6% lower.

As a result, the resulting net profit of CNY165'520 was roughly **four times higher** than the expected profit of CNY40'025. This represents about 12% of the annual income, and about 30% of the Chamber's equity.

Cash flow

Our cash balance at the beginning of the year was of CNY512'268. By the end of the year, we had liquid funds of CNY434'443, i.e., a decrease of 15%.

The **cash loss** despite a positive P&L can be explained as follows. The main reasons for the difference between the cash flow and the P&L are the following:

- the taxes of CNY80'860 for 2005-2007 were paid in 2008
- accounts payables for the Swiss Ball 2007 and The Bridge magazine 2007 were paid in 2008
- accounts receivables from 2007 which were received in 2008
- outstanding accounts receivables for projects of 2008
- outstanding accounts payables for projects of 2008
- four new computers and a server were bought

Balance sheet

Liquidity decreased as mentioned above. The only liabilities are accounts payable of CNY19'140. The Chamber has no other debt. Due to the purchase of new computers and a server last year, the net-book value of fixed assets increased to CNY44'953.

Revenues

Membership fees

The membership fees generated an income of CNY419'510. This basically was in line with the budgeted membership revenue of CNY421'750.

Regrettably, approximately **20% of the members did not pay** their fees despite relentless reminders. According to the Rules, they lost their membership. It is only thanks to new members that we actually met the budgeted membership fee revenues.

We urge you once again to pay your fees and to do so timely, as they represent about 35% of the Chamber's annual revenues.

Events

SwissCham Beijing made the bulk of its event profits from the Swiss Ball, the newly introduced Young Professional's Forum and a business event at the House of Switzerland. Because we are a non-profit organization, **only small profits could be generated** from business seminars and networking events. Yet in total the revenues from events were 16% higher than budgeted (CNY501'307 v. CNY434'000).

Products & Services

The Chamber decided not to produce a Directory in 2008 as the 2007-2008 Directory was published in November 2008 and because of the Games. Instead of a new Directory, an Olympic Special Publication, including a short listing of our members, was published. This publication brought a profit of about CNY188'000.

The Bridge Magazine made a small profit for the first time in 2008

The expectations of website revenues of CNY110'000 were not met, as we could not find the necessary sponsors. However, this loss was covered through the **higher income from the publications** mentioned above and profit from merchandizing (i.e. promoting our members' products for the Moon Cake Festival, Christmas and Chinese New Year).

Overall the total income from products and services (CNY424'121) met the budget of CNY443'300.

Expenses

The Management focused on a **tight control of the expenses**.

The expenses for events, promotions and goods were 6% lower than in the budget (actual CNY438'345 v. budget CNY 466'963).

The personnel costs were lower than budgeted as after the Events Manager's leave he was replaced by an unpaid intern. Furthermore the general and administration costs were 15% lower than budgeted.

Currently, the Management comprises of seven staff members, including three salaried employees and four unpaid interns.

Conclusion and recommendation

Two-thousand-eight was more profitable than expected. In my capacity of Treasurer I would like to thank our Executive Director, Michaela Scarpatetti, and her team for having worked extremely hard in order to achieve such a positive result, as well as Denis Schmid, Treasurer until 9 February 2009, for his efforts in guiding and supporting the Management to achieve this result. This 2008 result allows us to enter the year 2009 in good conditions.

The outlook for 2009, however, as a result of the current economic environment, looks more challenging, since sponsorship and advertising revenues in particular are likely to fall as a result of increased cost control amongst our members.

The Chamber's Auditor has reviewed the 2008 accounts and found that they present our financial situation fairly in all material aspects. There is, however, one "qualification statement" with regard to the 2005-2007 tax payment. The Auditor itself considers the final agreement with the tax authorities as conservative however. Therefore in our view this matter can be considered as settled.

To conclude I recommend you to approve the 2008 accounts.

Christoph Konrad
Treasurer ad interim, SwissCham Beijing⁷³

⁷³ Denis Schmid, who has served as Treasurer over the past term, resigned on 9 February 2009. Christoph Konrad was elected Treasurer ad interim until the RAGA. He has been serving as Director of the Board since the last RAGA.

2008 Accounts
Report by the Auditor of SwissCham Beijing

The Auditor of SwissCham Beijing is SJ Grand.⁷⁴ SJ Grand's audit has been certified by Beijing Deyuanxinheng Certified Public Accountants. See the audited accounts, the Auditor's notes and the Auditor's statement in the appendices (Appendices "H", "J", "K").

⁷⁴ SJ Grand is a Corporate Member.

2009/10 Budget⁷⁵
Report by the Treasurer of SwissCham Beijing

See the budget in the appendices (Appendix "L").

We present our members two budgets, one with and one without membership fees increase.

The reason is that in order to even make a small profit in the current challenging economic environment, the BOD believes that a membership fee increase is necessary. Other revenue sources, in particular sponsorship and advertising revenues, are most likely going to decrease substantially during the 2009/10 statutory year. As membership fees have not been increased since 2004, and given the inflation since then, the BOD is convinced that a membership increase is in the best interest of the Chamber.

As a result of various strategic discussions during the year (incl. the Holcim Initiative mentioned above⁷⁶), several members suggested to use the services of a more senior Executive Director. To date, no suitable candidate could be identified however, so that following the departure of the current Executive Director, this position will be left open for the time being. As the 2009 budget indicates, such position, if adequately salaried, would have to be sponsored by our members, as the Chamber does not have the financial means for such position.

Instead, in order to ensure continuity and increased professionalism, the current Deputy Executive Director, Batiste Pilet, will take over as General Manager and two strong interns will be converted into full time, salaried positions. Indeed in the past, the office of the Chamber has been suffering of excessive turnover with more than a dozen unpaid interns each year. The total salary sum will basically stay constant.

Apart from membership fees, our main revenue contributors are expected to be the Swiss Ball, the Directory and The Bridge magazine, as well as individual, sponsored events such as a golf tournament. Other events and activities, such as speeches, breakfast luncheons, etc., are basically run on a break even basis. From a strategic perspective, it could be considered that higher value events could also command higher entrance fees, which is not yet assumed for the purposes of this current budget.

.../...

⁷⁵ Beijing Bylaws, Art. 6(b)(iv).

⁷⁶ See above "Holcim Initiative", p. 24.

If the membership fee increase is approved by our members, we would expect a small profit for 2009; otherwise, we would expect a net loss. Our cash position as per year-end 2008 is in a healthy condition, but we would also want to manage cash flows in a tight manner so that, overall, we would hope to be able to maintain intact the cash cushion which the Chamber has been able to accumulate over the last few years.

Christoph Konrad
Treasurer ad interim⁷⁷

⁷⁷ See above note 73.

Membership Fees

Report by the Treasurer of SwissCham Beijing

The fees are decided by the Regional Organizations such as SwissCham Beijing. According to the Rules, the membership fees have to be approved by the RAGA.⁷⁸ The current fees are:

Corporate	CNY4,500
Corporate Affiliate	CNY500
Individual	CNY2,000
Associate	CNY1,000

As noted above in my Report on the 2009/10 Budget, the BOD is presenting our members two budgets, one with and one without fee increase. Accordingly increase proposed is the following:

"L" Corporate (100 staff or more) ⁷⁹	CNY7'500
"SM" Corporate (less than 100 staff)	CNY5'000
Corporate Affiliate	CNY1'000
Individual	CNY2'500
Associate ⁸⁰	CNY500

Your approval of this increase is therefore a precondition to your approval of the larger version of the budget. Please refer to the 2009/10 Budget Report as well as to Appendix "T" for details. I will also provide you with complimentary explanations during the RAGA.

This increase is also in line (although slightly different) with that approved by the members of SwissCham Shanghai last year.

I hardly need to say that the BOD together with the Management have been displaying considerable efforts, in particular during the past three terms, for improving the value offered by the Chamber to its members whilst suffering of severe under financing at all times. Therefore we hope that you will acknowledge these efforts in order to permit us to meet your expectations.

Christoph Konrad
Treasurer ad interim⁸¹

⁷⁸ Beijing Bylaws, Art. 5.

⁷⁹ Staff in Mainland China.

⁸⁰ Including students and young professional. Detail requirements are left to the BOD discretion, see above pp. 34, 35.

⁸¹ See above note 73.

Appointments

As noted above, the RAGA has to appoint the **Auditor**. The Auditor is appointed upon recommendation of the BOD.⁸²

The BOD recommends to reappoint **SJ Grand** for the 2009/10 statutory year. For voting, please raise your hand and show your vote validation form.

We take this opportunity for expressing our gratitude to SJ Grand during the past statutory year.

⁸² Beijing Bylaws, Art. 9(1).

Elections

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.⁸³ The Beijing Bylaws were amended at the last RAGA in order to allow for four more Directors, i.e., eleven instead of seven members, not including the Honorary Member.⁸⁴

These comprise of five Office Holders and now six more Directors of the Board. The Office Holders are:

- President
- 2 Vice-Presidents
- Secretary-General
- Treasurer

In addition, the Embassy of Switzerland in China is Honorary Member of SwissCham Beijing⁸⁵ and is invited to sit from time to time on the its Board as Honorary Director.⁸⁶ The Embassy is usually represented by the Commercial Attaché.

In the past CCPIT⁸⁷ has been involuntarily misrepresented as Honorary Director of the Board, whereas it is the first and to date the only Honorary *Member* of SwissCham Beijing.⁸⁸ The BOD apologizes for this mistake and values CCPIT's Honorary Membership.

The Directors of the Board are elected at the RAGA⁸⁹ for one year.⁹⁰ The President is elected by the RAGA. The other functions are elected within the BOD.⁹¹

Typically, Directors of the Board are expected to attend 2/3rd of scheduled Board Meetings. Their attendance has to be announced before the election.

⁸³ Beijing Bylaws, Art. 7(1). See also National Articles, Art. 6(A).

⁸⁴ Beijing Bylaws, Art. 7(3)(b). See also 2007/8 RAGA Package, p. 32.

⁸⁵ Beijing Bylaws, Art. 6(2)(a).

⁸⁶ Beijing Bylaws, Art. 7(3)(b).

⁸⁷ China Council for the Promotion of International Trade. CCPIT is the largest government-approved foreign investment and international trade promotion agency in China, see <http://english.ccpit.org/>.

⁸⁸ Honorary Members are foreseen by the National Articles, Art. 3(A)(1)(d) and (5) and the Beijing Bylaws, Art. 4(2)(ii)(dd).

⁸⁹ National Bylaws, Art. VI(2).

⁹⁰ Beijing Bylaws, Art. 7(3)(a).

⁹¹ Beijing Bylaws, Art. 6(2)(e).

Until the last RAGA, the Office Holders only were prevented to stand for re-election if they did not attend 2/3rd of the Meetings.⁹²

At the last RAGA, this rule was extended to the whole BOD in an attempt to stimulate the BOD Meetings attendance.⁹³

In compliance with the Rules, the BOD made as of 16 January this year repeated **open calls for candidacy to the BOD** to all the members, see Appendix "C".⁹⁴ Members interested 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 Tuesday 24 March 2009 12pm (midnight time) latest.**

Your application will be posted online on the RAGA webpage of the Chamber's website. At the RAGA, you will be requested to shortly introduce yourself and explain your motivation in front of the assembly before the elections will be proceeded with.

The 2008/9 Board of Directors

The composition of the 2008/9 BOD was the following:

President	John Liebeskind (Global Law Office) ⁹⁵
Vice-President	Max von Zedtwitz (Tsinghua University)
Vice-President	Peter Troesch (Peach International)
Secretary-General	Clarisse von Wunschheim (Jones Day)
Treasurer	Denis Schmid (The Freight)
Director	Alex Sudan (SICPA)
Director	Klaus Ziegler (EU/EC Standardization)
Director	CHEN Yu Xing (T-Systems)
Director	Christoph Konrad (UBS)
Director	Felix Sutter (PwC)
Director	Ronald Szytura (Szytura Architects)
Honorary Director ⁹⁶	Krystyna Marty (Embassy of Switzerland)

As noted above, typically, Directors of the Board are expected to attend 2/3rd of scheduled Board Meetings. Their attendance has to be announced before the election. The Directors may not stand for re-election if they did not attend 2/3rd of the Meetings.⁹⁷

⁹² Beijing Bylaws, Art. 7(3)(c).

⁹³ See 2007/8 RAGA Package, p. 32.

⁹⁴ Beijing Bylaws, Art. 7(e).

⁹⁵ Individual Member.

⁹⁶ See above p. 51.

⁹⁷ Except the Honorary Director of the Board. See also above note 92.

SWISSCHAM BEIJING RAGA 2008/2009

The BOD members attendance during the 2008/9 statutory year is the following:

Name	F ⁹⁸	2/3 ⁹⁹	Invited ¹⁰⁰	Attended ¹⁰¹	Ratio	Threshold	Passed
John Liebeskind	P	Yes	10	8	81.82%	66.66%	YES
Max von Zedtwitz	VP	Yes	10	4	36.36%	66.66%	NO
Peter Troesch	VP	Yes	10	10	100.00%	66.66%	YES
Clarisse v. Wunschheim	SG	Yes	10	10	100.00%	66.66%	YES
Denis Schmid	T	Yes	10	6	60.00%	66.66%	NO
Alex Sudan	D	Yes	10	9	90.91%	66.66%	YES
CHEN Yu Xing	D	Yes	10	9	90.91%	66.66%	YES
Christoph Konrad	D	Yes	10	9	72.73%	66.66%	YES
Felix Sutter	D	Yes	10	7	72.73%	66.66%	YES
Klaus Ziegler	D	Yes	10	7	90.91%	66.66%	YES
Ronald Szytura	D	Yes	10	9	81.82%	66.66%	YES
Krystyna Marty	H	No	10	8	36.36%	N/A	N/A

Denis Schmid resigned on 9 February 2009 whereas Max von Zedtwitz will abstain to reapply; therefore the 2/3 rule is irrelevant in their cases. By now all the other Directors are entitled to reapply, subject to their attendance till the RAGA.

The average attendance is of almost 80%, which keeping in mind that there are four more Directors this statutory year is a remarkable improvement compared to the two past years of 2007/8 (62.25%) and 2006/7 (69.62%).¹⁰²

Election of the 2009/10 Board of Directors

BOD members are elected by secret ballot by simple majority of the represented members at the RAGA.¹⁰³

You have to elect up to **eleven Directors**, provided there are at least eleven candidates.

Please use the **Voting Ballot No. 1** attached (Appendix "N").

⁹⁸ F = Function; P = President; VP = Vice President; SG = Secretary-General; T = Treasurer; D = Director of the Board; H = Honorary Director of the Board.

⁹⁹ Two-third attendance rule.

¹⁰⁰ From the 2007/8 RAGA of 27 February 2008 not included until the BOD meeting of 11 February 2009 included. BOD meetings have been hold monthly except for December 2008.

¹⁰¹ Attendance includes partial attendance and attendance online as may have been the case.

¹⁰² The representative of the Embassy of Switzerland not included.

¹⁰³ Beijing Bylaws, Art. 6(f).

Elections

President of SwissCham Beijing

Once you will have elected the Directors of the Board, you will have to elect among them the **President of SwissCham Beijing**. The same rules apply.¹⁰⁴

You will be invited to do so at the same time you will elect the National Representatives, see below. Please use the **Voting Ballot No. 2** attached (Appendix "O").

¹⁰⁴ See above note 103.

Elections

National Board Representatives

The Rules request that Regional Organizations such as SwissCham Beijing nominate, among the members of their Regional BOD, candidates for the National Board of Directors, among whom one **Regional President** and additional **National Representatives**.¹⁰⁵ These candidates will then have to be elected by the National Annual General Assembly (NAGA), which this year will immediately follow the RAGA.¹⁰⁶ Thus this is a two-steps election: first regional, second national.

Therefore in principle you have to elect, among the SwissCham Beijing BOD member whom you just elected, **three National Representatives**.¹⁰⁷ The President of SwissCham Beijing may also be a National Representative and is usually the Regional President.¹⁰⁸

For the 2008/9 statutory year, SwissCham Beijing's National Representatives have been:

- | | |
|-------------------------------------|------------------|
| • Regional President ¹⁰⁹ | John Liebeskind |
| • National Treasurer | Max von Zedtwitz |
| • Vice-Chairman ¹¹⁰ | Peter Troesch |

However National Representatives are elected for three terms.¹¹¹ Peter Troesch is reapplying as Director of the Board of SwissCham Beijing at this RAGA. Since he has been elected National Representative last year, provided he is reelected as Director of the Board this year, he will not need to be reelected as National Representative this year.

¹⁰⁵ National Bylaws, Art. VII(3).

¹⁰⁶ National Bylaws, Art. VI(1).

¹⁰⁷ SwissCham Shanghai is also entitled to three National Representatives. Since 2006, SwissCham Guangzhou is entitled to one, National Bylaws, Art. VI(2). SwissCham Hong Kong is invited at the NBOD Meetings but formally has no seat since it is a legally separate organization.

¹⁰⁸ The Rules have been modified at the 2005 NAGA on 12 April 2006 for accommodating SwissCham Guangzhou which was created on this occasion following the opening of the Swiss Consulate in Guangzhou. They now foresee that SwissCham Beijing and SwissCham Shanghai shall each be represented by three Directors and SwissCham Guangzhou by one Director at the NBOD. National Bylaws, Art. VI(2).

¹⁰⁹ In addition John Liebeskind has served as National Chairman during the same period.

¹¹⁰ All the National Representatives but the National Chairman and the Treasurer are Vice-Chairmen, National Articles, Art. 6(C)(1)(b).

¹¹¹ National Articles, Art. 6(B)(3).

John Liebeskind and Max von Zedtwitz are not reapplying so that the question does not arise as far as they are concerned. Therefore if Peter Troesch is reelected you will need to elect two more National Representative among the newly elected Directors of the Board of SwissCham Beijing.

At the RAGA, or first-step level, the election shall follow the same rule as for the Regional BOD: National representatives are elected by secret ballot by simple majority of the represented members at the RAGA.¹¹² Please use the **Voting Ballot No. 2** attached (Appendix "O").

¹¹² Beijing Bylaws, Art. 6(f).

Directors Appreciation

The Board of Directors of SwissCham Beijing wishes to express its sincere appreciation to the following Directors who leave the Board at this RAGA.

John Liebeskind has been sitting on the BOD for four terms. Acting as Vice-President during the first one, he acted as President of SwissCham Beijing over the past three terms and concurrently served as Chairman of SwissCham China during the Olympic year. Thanks to his unparalleled efforts and dedication to our Chamber, SwissCham Beijing is now in a position to fulfill its mission. John has invested uncounted and unrewarded hours and days in order to lead the chamber to the current positive situation. We warmly thank him for his dedication and leadership over the past four years.

Denis Schmid has been serving for three terms as Director of the BOD. After acting as Secretary General in 2006/7 and 2007/8, he took over as Treasurer in 2008/9. Denis played a decisive role in supervising the management which from two in 2005 expanded up to eight staff as of 2006. As Treasurer, he rigorously controlled the costs and contributed to increase the profits as well as to improve accounting procedures. We are very grateful towards his lasting dedication and wish him good luck.

Max von Zedtwitz served as Vice-President for two terms. At the same time, he also acted as National Treasurer. Thanks to his ties with the academic circles both in Switzerland and in China, he also contributed to the development of SwissCham's partnerships in this field. We thank him for his support and wish him all the best.

Clarisse von Wunschheim has been elected as Director of the BOD at the last RAGA. She served as Secretary-General throughout this term. As such, she was mainly in charge of the Management which she actively supported and represented on the BOD. Both the BOD and the Management are grateful for her engagement and send her their best wishes.

Michaela Scarpatetti has been acting as Executive Director over the past two terms. Hired from Switzerland, she started on 1 July 2007. Ever since she has been relentlessly leading the Chamber's Management and striving for implementing the BOD's strategy despite consistently inadequate HR, financial and material resources. Michaela will be remembered by her staff, the BOD, our members and our partners as a pleasant counterpart. The BOD and the Management form their sincere wishes for a successful continuation.

Sponsors Appreciation

SwissCham Beijing wishes to acknowledge and expresses its appreciation to the many companies, other organizations and individuals that supported the Chamber in 2006 with **financial donations** or donations in the form of **goods or services**. These sponsors are:

Financial Sponsors

AER Networks	Nestle
Abacare	Orange
ABB	Pekin Fine Arts
AGS Four Winds	PricewaterhouseCoopers
Austrian Airlines	RedBang
Beijing Chinese Language School	Ricola
Bystronic	Rutgers
Callyandi	Schindler
Canadian International School Beijing	Securiton
Commune by the Great Wall	SGS
Deloitte	SICPA
House of Switzerland	Swiss International Airlines
IQAir	SwissRe
JVK	Swissôtel
LEM Electronics	UBS
Lindt & Sprüngli	United Family Hospitals
Lucerne Tourism	Zurich Insurance
Lucerne trade promotion	Zurich Kantonalbank
Lufthansa	

For goods and services sponsors, see next page.

Goods and Services Sponsors

Bull	Moevenpick
Canadian International School Beijing	Nespresso
Capital Club	Nestlé
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CH-ina	Pullman South
Cohiba Atmosphere	Raffles
Commune by the Great Wall	Sinofile
Crown Plaza Sun Palace	SJ Grand
Embassy of Switzerland	Strait Vodka
Hidden China	Swatch Group
Holcim	Swisseau
JVK	Swiss International Air Lines
Leica	Swissôtel
Lindt & Sprüngli	Swiss Society Beijing
MQ Wines	Victorinox

Invitation to the Regional Annual General Assembly of SwissCham Beijing 2008/9

Dear Member:

In compliance with Article VII(1) of the Bylaws of SwissCham China and Article 6(2)(b) of the Bylaws of SwissCham Beijing, the Board of Directors of SwissCham Beijing is pleased to invite you to the

2008/9 Regional Annual General Assembly of SwissCham Beijing.

The RAGA will take place on

Friday 27 March 2009 at 5pm sharp at Swissôtel in Beijing.

Registration as from 4:30pm. You must register for being able to vote. The Voting Bureau will close at 5:00pm. Late arrivals can attend but not vote.

The details of the hotel are: 2 Chaoyangmen Beidajie, tel: (10) 6553 2288, <http://beijing.swissotel.com>. A detailed program is attached.

Please fill in and fax the participation form attached. In order to reach the quorum and enable the RAGA to sit, **please return the proxy attached if you cannot or are not sure to attend.**

Thank you for supporting SwissCham Beijing.

For the Board of Directors of SwissCham Beijing:

Clarisse von Wunschein
Secretary-General, SwissCham Beijing

APPENDIX "B"

Participation and Proxy Form
2008/9 Annual Regional General Assembly of SwissCham Beijing and
Annual National Assembly of SwissCham China of 27 March 2009

Please detach, fill in and fax the following page to (10) 6432 3030. We appreciate your early confirmation.

1 Check "1a" OR "1b" AND fill in as appropriate:

1a I am an INDIVIDUAL MEMBER. My name is:

.....

1b I represent a CORPORATE MEMBER. The name of my company is:

.....

and my name is:

.....

2 Check "2a" OR "2b":

2a I will attend in person. (Move to 4)

2b I will not attend or I am not sure to attend and give my proxy vote to: (Move to 3)

3 IF you checked "2b", check "3a" OR "3b" AND fill in as appropriate:

3a another person whose name is:

.....

3b the Board of Directors of SwissCham Beijing

4 Sign:

.....

5 Fax to (10) 6432 3030

You have completed the registration. Thank you.

John Liebeskind

From: SwissCham BEI Yvan SPRUNGLIN [events@bei.swisscham.org]
Sent: 16 January 2009 15:29
To: SwissCham BEI Yvan SPRUNGLIN
Subject: SwissCham BEI > Invitation to the next General Assembly and call for elections

Dear Members:

I have the pleasure to inform you that the next **Regional Annual General Assembly (RAGA) of SwissCham Beijing** will take place on **Friday 27 March 2009 at Swissôtel Beijing**.

The Beijing RAGA will be immediately followed by the **National Annual General Assembly (NAGA) of SwissCham China**. As you know, the location of the NAGA rotates every year among SwissCham China's branches. Since it took place in Shanghai last year, it will be held in Beijing this year.

A formal invitation will be sent to you timely for both events.

SwissCham Beijing members are represented by a **Board of Directors (BOD)** of ten. These Directors are elected every year by the RAGA.

Besides, SwissCham Beijing is running five **Committees** grouping and representing our members per industry. Each Committee is represented by a Panel of three representatives. These representatives are appointed by the BOD.

I encourage you to apply for either position in order to support the activities of SwissCham Beijing as well as to ensure the representativeness of our members. The applications of Chinese members, SMEs, women and young professionals are also encouraged.

Detailed information is available on our website at <http://www.swisscham.org/bei/>.

Please send your expression of interest to our General Manager, Batiste Pilet, at batiste.pilet@bei.swisscham.org or call him on 8531 0015. Applications are treated confidentially.

Best regards,

John Liebeskind
President, SwissCham Beijing
Chairman, SwissCham China

RULES

PART 2 - SWISSCHAM CHINA NATIONAL RULES

PART 2.1 - SWISSCHAM CHINA NATIONAL ARTICLES OF ASSOCIATION

(Swiss Chinese Chamber of Commerce China)

("NATIONAL ARTICLES")

Last modified by resolution of the National General Assembly of 14 April 2006.

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 Chinese Chamber of Commerce” (hereinafter referred to as “the Chamber” or “SwissCham”).

(2) This Chamber is established in accordance with the relevant laws and regulations of People’s Republic of China.

(3) The Chamber has its registered office at 20th Floor, Star City Tower C, 10 Jiuxianqiao Road, Beijing 100016, China.

(4) The business year of the Chamber is the calendar year, from January 1 to December 31.

ARTICLE 2 - OBJECTIVES AND ACTIVITIES OF THE CHAMBER

The Chamber is a non-profit generating, non-governmental organization. The objectives and activities of the Chamber are conducted within the legal framework of the People’s Republic of China and should not damage the public interests and safety of the society:

(a) To promote business relations between companies in Switzerland and the People’s Republic of China (hereinafter referred to as “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 present Articles of Association;

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SWISSCHAM BEIJING

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

ARTICLE 3 - MEMBERSHIP OF THE CHAMBER⁴

SECTION A - CATEGORIES

(1) Membership comprise four (4) categories:

- (a) Corporate Membership;
- (b) Individual Membership;
- (c) Honorary Membership.

(2) Corporate Membership:

- (a) 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 located in Switzerland qualify as corporate members;

(3) Individual Membership: All Swiss citizens without restrictions or citizens of other countries, who are employed by a commercial establishment as defined in Article 3 paragraph 1.1 of the present Articles of Associations, as individual members.

(4) Honorary Membership: Personalities who have made great contribution to or earned lasting merits for either the trade relations between Switzerland and China or the Chamber as honorary members.

SECTION B - COMMENCEMENT OF MEMBERSHIP

⁴ This section had been tentively modified by the National General Assembly of 12 April 2006 but that modification was rejected by the Ministry of Civil Affairs, see 1st edition of these Rules (v4).

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(1) The Board of Directors of the Chamber shall decide on the admissibility of an applicant to membership or for a change in classification of membership by simple majority.

(2) The person who applies for membership shall submit an application in written form.

(3) If the Board of Directors approves an application for membership, the applicant shall become a member of the Chamber only upon payment of membership dues as stipulated in Article 5.

SECTION C - TRANSFER AND TERMINATION OF MEMBERSHIP

(1) Membership in the Chamber shall not be transferred.

(2) Membership in the Chamber terminates upon death, resignation or termination, dissolution and bankruptcy of business of that Member, or upon decision by simple majority made by the Board Directors of the Chamber. That member shall, within fourteen (14) days after the termination of membership, pay off membership dues and other obligations in arrear to the Chamber.

SECTION D - EXCLUSION OF MEMBERSHIP

Any member of the Chamber with voting right may bring motion to the Board of Directors for its decision by simple majority on the exclusion of a member who so conducted as:

(a) To aggrieve any other member of the Chamber purposely in the light of adequate evidence.

(b) To cease business in case of corporate membership, or its parent corporation or its Chinese representative office or affiliates cease business due to investigation and sanctions incurred under local laws; and in case of individual membership, to be prosecuted by jurisdiction and incur criminal liabilities due to his or her intention or fault.

(c) To impair the reputation or interest of the Chamber by other acts violating these Articles of Association.

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ARTICLE 4 - RIGHTS AND OBLIGATIONS OF MEMBERS OF THE CHAMBER

(1) All members of the Chamber shall have the right to participate in General Meetings. Every member except honorary member has one vote in the General Meeting. Corporate members shall vote through representatives. However, members of the Chamber shall have no voting rights unless their membership dues are paid for the past years and for the current year in full.

(2) All members of the Chamber shall access to consultancy and other services provided by the Chamber in the field of Swiss-Chinese trade and commerce. Members may also obtain publications issued by of the Chamber, such as periodicals, instructions, etc. free of charge. However, where detailed and time consuming expert opinions are involved, appropriate compensation shall be paid to the Chamber to cover costs and expenditure.

(3) Every member of the Chamber except the honorary members shall pay membership dues. The sum thereof shall be proposed by the Board of Directors, approved by the General Meeting, and notified to members at beginning of every business year. The membership dues shall be paid within one (1) month after receipt of the notification.

(4) The members are required to assist the Chamber in achieving its objectives.

(5) The members shall observe the Articles of Association and the By-laws of the Chamber, and the decisions of the organs of that Chamber.

ARTICLE 5 - GENERAL MEETING OF THE CHAMBER

SECTION A - ORDINARY AND EXTRAORDINARY GENERAL MEETINGS

(1) The General Meeting shall be the principal organ of the Chamber. There are Ordinary General Meetings and Extraordinary General Meetings.

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

(3) Extraordinary General Meetings shall be convened:

(a) if the Board of Directors so decides, or

(b) if at least ten percent (10%) of the total number of Voting Members submit a written application to the Board stating the reasons to convene them.

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SECTION B - THE ORDINARY GENERAL MEETING

Apart from its statutory functions, the Ordinary General Meeting:

- (a) Adopts reports by the Chairman of the Chamber, the Presidents of each region, the Treasurer and the Honorary Auditor.
- (b) Elects office holders to the Board of Directors;
- (c) Elects an Honorary Auditor, who shall not be Member of the Board of Directors;
- (d) Approves the annual membership fees of the Chamber, proposed by the Board of Directors;
- (e) Decides on motions, with the exception of those concerning applications of admission.

SECTION C - PROCEDURES OF THE GENERAL MEETING

- (1) The General Meeting shall be convened by the Board with notice to the members. The notice shall be dispatched at least twenty (20) days prior to the time of the General Meeting.
- (2) The Chairman or the Vice Chairman of the Chamber shall act as Chairman of the General Meeting.
- (3) The General Meeting shall proceed in accordance with the pre-determined agenda. Any member of the Chamber may submit written request to the Board for additional item to the agenda provided such request are made at least forty eight (48) hours prior to the General Meeting.
- (4) The General Meeting convened through due process with at least twenty percent (20%) of the members with voting right present or represented by proxies constitutes a quorum provided at least ten percent (10%) of members with voting right from each region as defined in Art. 7 Sec. E of this Articles of Association shall be present or represented. The Chairman of the General Meeting has the casting vote where a tie occurs.
- (5) The General Meeting may hold secret voting where need arises.
- (6) Any member may vote through proxy, provided a written authorization letter is presented.

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(7) The General Meeting shall be recorded in the form of minutes of meeting which shall be kept at the seat of the Chamber for members' consultation.

ARTICLE 6 - BOARD OF DIRECTORS OF THE CHAMBER

SECTION A - DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors is in charge of management and representation of the Chamber. The duties of the Board comprise in particular:

- (a) To promote the objectives of the Chamber and to ensure that it fulfils its duties;
- (b) To lay down by-laws and general guidelines for the management of the Chamber and submit them to the General Meeting for Approval;
- (c) To represent, to promote and to protect the interests of the Chamber's members;
- (d) To report to the General Meeting of the Chamber;
- (e) To admit new members to the Chamber or approve changes of in membership category;
- (f) To exclude members from the Chamber whose behaviour is grossly detrimental to the interests and objectives of the Chamber or who intentionally violate the regulations of these Articles of Association;
- (g) To propose the membership fees schedule for the Chamber and have it approved by the Ordinary General Meeting;
- (h) To appoint persons as needed to assist in achieving the objectives of the Chamber;
- (j) To appoint committees or subcommittees as needed, and delegate duties or powers as needed;
- (k) To fulfil all the tasks of the Chamber which do not belong to the lawful or statutory rights or obligations of the General Meeting or the Chairman or President of each region.
- (l) To adopt the budget proposed by the Treasurer or President of each region.
- (m) To establish, if the necessity arises, an Advisory Board.

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SECTION B - COMPOSITION OF THE BOARD

(1) The Board of Directors of the Chamber shall be composed of at least six (6) members whom shall be elected by the General Meeting.

(2) Every region set-up by the board in accordance with the Sec. E of this Articles of Association hereunder shall be represented by at least one member delegated to the Board.

(3) The term of Directorship is three (3) years and continuous term is permitted. In case of Board members abandoning their seat on the Board during a term the Board shall appoint another person as director provided it submits the appointment to next General Meeting for approval.

SECTION C - OFFICE HOLDERS WITHIN THE BOARD OF DIRECTORS OF THE CHAMBER

(1) The office holders amongst the Members of the Board of Directors shall consist of:

(a) A Chairman, to be voted by the Members of the Board;

(b) Vice Chairmen, the number of which to be decided by the Board of Directors depending on the number of members and regions as determined by Sec. E of this Articles hereunder required by the Chamber's presence and activities.

(c) A Treasurer;

(d) Contingent further office holders.

(2) The duties of the Chairman of the Board consist in:

(a) Convening and taking charge of meetings of the Board;

(b) Representing the Chamber in all civil activities and exerting powers with respect thereto, especially undertaking lawsuit in name of the Chamber.

(3) The Vice Chairman of the Board assist the Chairman in fulfilling the duties. In the absence of the Chairman, one of the Vice Chairmen shall act as the Spokesman/woman of the Board of the Chamber.

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(4) The Treasurer to be elected by the Board shall make reports upon request to the Board and under supervision thereof take charge in:

- (a) Managing properties and keeping the accounts of the Chamber, including effecting over due payments;
- (b) Submitting to the General Meeting fiscal report and auditorial items of relating to the last business year.

(5) Compensation for duties performed by the Chairman, Vice-Chairmen and other Members of the Board shall be decided by the General Meeting.

SECTION D - MEETING OF THE BOARD

(1) A meeting of the Board shall be convened by the Chairman upon a written request by at least one third of all the members of the Board for so doing. The Chairmen must convene the meeting of the Board within fifteen (15) days from receipt of such written request.

(2) At least half of all members of the Board constitute the quorum. In the case that quorum fails to be established, the meeting of the Board shall be convened within the next fifteen (15) days.

(3) Every member of the Board has one vote in the meeting. The Chairman has a casting vote when a tie occurs.

(4) In case of absence by individual member of the Board, a proxy in written form should be served and delivered to the Secretary of the Meeting prior to the meeting to be held.

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

SECTION E - EXECUTIVE COMMITTEE

(1) Each region shall have its own Executive Committee and independence in the organization of daily management and activities for its local members. The territorial coverage of an individual region should be decided by the Members of the Board.

(2) Each regional Executive Committee may elect its president who is in charge of that Executive Committee. The President of regions shall submit a report to the General Meeting every year stating activities of that region.

(3) Executive Committee may, if need arises, employ employees.

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ARTICLE 7 - FINANCE

(1) The Chamber has the right to accumulate financial assets and to make use of them . The Chamber's funds and assets consist of the following :

- (a) Membership contributions;
- (b) Reimbursements for costs incurred by the Chamber when rendering services;
- (c) Subsidies and other grants from third parties;
- (d) Incomes from interest accrued on securities and other properties owned by the Chamber;
- (e) Other legal financial resources.

(2) The Board of Directors shall dispose of the Chamber' s financial resources in accordance with the budget approved by the Board and in agreement with the Chairman of the Chamber and Presidents of each region. Where the Chamber receives special purpose grants, they may only be used for the intended purposes.

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

(4) If the Chamber is dissolved, any assets remaining after settlement of liabilities and not dedicated to any special purposes shall, by decision of an Extraordinary General Meeting, be transferred to an institution or a project which promotes Swiss-Chinese economic relations, or that serves for humanitarian or educational purpose.

(5) The Chamber may establish bank accounts.

ARTICLE 8 - LIABILITIES

Liabilities shall be met exclusively from the Chamber's assets. No member of the Board of Directors, of the executive staff or of the Chamber may be held personally liable.

ARTICLE 9 - RECORD

The record of the General Meeting and the meeting of the Board shall be kept by the Chairman or any person designated by the Chairman. The Chairman

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shall also take charge of or designates other person to keep documents, statistic and commercial books of the Chamber, and other properties of the Chamber of the similar kind.

ARTICLE 10 - ACCOUNTING BOOKS

(1) The income or expenditure of the Chambers and the activities relating to such income or expenditure, together with the assets and liabilities of the Chamber shall be recorded in the accounting book. The accounting book shall be kept at the registered business place of the chamber, or at other place considered appropriate by the Board.

(2) The accounting books shall be open to members of the chamber for inspection subject to reasonable limitations laid down by the General meeting of the Chamber with regard to the time or method of such inspection.

ARTICLE 11 - HONORARY AUDITOR

The Chamber's accounts must be audited every year by an Honorary Auditor proposed by the Board of Directors and elected at the Ordinary General Meeting for a period of one year. The Honorary 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 Board and submitted to the General Meeting.

ARTICLE 12 - ARBITRATION

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

ARTICLE 13 - AMENDMENTS TO THE ARTICLES OF THE CHAMBER

These Articles of Association of the Chamber may be amended by decision of a General Meeting on the proposal of the Board of Directors or following a written motion by at least one tenth of the Voting Members of the Chamber. Any decision to alter or to make additions to these Articles of Association shall require a two-thirds majority of the Voting Members present or represented at a General Meeting.

ARTICLE 14 - BY-LAWS OF THE CHAMBER

The Board of Directors may draft, alter, add to and repeal By-Laws of the Chamber, as long as they do not conflict with this Articles of Association of the

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Chamber. The By-Laws and any amendment thereto shall only become effective upon approval by a simple majority of the Voting Members present or represented at a General Meeting. The members of the Chamber shall be notified of any changes in the By-Laws.

ARTICLE 15 - DISSOLUTION OF THE CHAMBER

(1) The Chamber may only be dissolved by a decision of an Extraordinary General Meeting exclusively convened for this purpose.

(2) The invitation to attend the Extraordinary General Meeting which is to decide upon the dissolution of the Chamber must specifically indicate the purpose of the meeting and have been mailed at least six (6) weeks prior to the meeting. After dissolution, the assets and property would be handled in accordance with Article 7.4.

ARTICLE 16 - FINAL PROVISION

(1) These Articles of Association is written in Chinese and English versions. In case of conflict, the Chinese version shall prevail.

(2) These Articles of Association is with the Ministry of Civil Affairs as of December 2005, per the approved resolution by the SWISSCHAM General Assembly Meeting held on April 18, 2005

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PART 2.2 - SWISSCHAM CHINA NATIONAL BYLAWS

(Swiss Chinese Chamber of Commerce China)

("NATIONAL BYLAWS")

Version of 12 March 2004. Amended on 12 April 2006.

ARTICLE I - DEFINITIONS

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

The Swiss Chinese Chamber of Commerce (hereinafter referred to as "SwissCham China" or "the Chamber") is the legally established chamber of commerce concerned with Sino-Swiss economic and trade relations in the People's Republic of China ("PRC").

The Articles of Association (hereinafter referred to as "the Articles") are the basic rules with regard to the founding and organization of the Chamber as approved on 22 December 2000 by the PRC's Ministry of Civil Affairs. They apply to all Members and Organizations within the Chamber.

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

The National Board of Directors (hereinafter referred to as "NBoD") is the executive body of the Chamber.

The National General Assembly ("National GA" or "NGA") includes all members of the Chamber and is the supreme body of the Chamber. (It is referred to as "General Meeting" in the Articles.)

Organizations or Chapters are the regional Organizations within the Chamber.

The Regional Board of Directors ("Regional BoD") is the executive body of an Organization. (It is referred to as "Executive Committee" in the Articles.)

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The Regional Bylaws is a set of practical regulations and guidelines based on the Articles and the National Bylaws written to ensure the smooth operation of an Organization.

The Regional General Assembly ("Regional GA") includes the members of an Organization and is the supreme body of an Organization.

ARTICLE II - NAME, SEAL, FORMAL DOCUMENTS

Section 1. SwissCham China shall have a seal, a reproduction of which is attached (Exhibit 1).

Section 2. The Chamber's structure, proceedings and decisions are established by means of a set of formal documents:

(a) Legal documents (approved by PRC authorities):

(i) Business Licence;

(ii) Articles;

(iii) Chairperson and members of the NBoD;

(b) Formal documents (approved by the Chamber's organs):

(i) National Bylaws approved by the NGA;

(ii) Minutes of the NGA meeting;

(iii) Minutes of the NBoD meetings ;

(iv) Auditors reports;

(v) Acknowledgement of receipt of the Chairperson.

The seal, legal and formal document shall be held by the Chair and be duly handed over to the newly elected Chairperson.

The handover is formalized by an acknowledgement of receipt of the seal and the complete set of formal documents signed by the newly elected Chairperson.

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ARTICLE III - ORGANIZATIONS

Section 1. SwissCham China recognizes the diversity of business activities in China and serves its members locally through its Regional Organizations.

Section 2. Organizations are established upon request of a regional group of SwissCham China Members and by decision of the NBoD. This decision shall be approved by simple majority at the next NGA meeting.

Section 3. Within the framework of the Articles and these Bylaws, Organizations may establish their Regional Bylaws.

These Regional Bylaws' shall be consistent with the Articles and National Bylaws. The NBoD shall confirm such consistency and the NGA shall validate them by simple majority vote.

Section 4. Each Organization contributes an equal amount of money to cover the annual administrative expenses accrued by the Chamber according to the budget approved by the NGA.

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

For consolidation purposes, the Organizations shall establish their financial statements according to the chart of accounts established by the NBoD.

The National Treasurer shall establish or amend the chart of accounts subject to prior consultation with the Treasurer of each Organization.

Section 6. Each Organization shall submit to the NBoD 45 days before the date of the NGA the following documents:

- (i) Report on activities conducted and attended by members of the Organization;
- (ii) explanation of accounts;
- (iii) Assets & Liabilities and Profit & Loss reports;
- (iv) Fixed Assets lists;
- (v) General Ledger;

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(vi) Membership list, including a Membership Fee Paid list to ascertain voting rights;

(vii) One supporting document for every entry in the General Ledger;

(viii) Budget for the new business year.

ARTICLE IV - CO-OPERATION, ASSOCIATES

Section 1. SwissCham China recognizes the value and importance of close co-operation with the Swiss-Chinese Chamber of Commerce, Zurich, and its regional Organizations in Switzerland.

Section 2. The BoD and the Regional Executive Committees may recognize business associations (“associates”) on a non-member basis when it is deemed appropriate to serve the objectives of SwissCham China.

ARTICLE V - MEMBERSHIP

Section 1. Applicants address the SwissCham China’s application form, a reproduction of which is attached (Exhibit 2), to the respective Regional BoD. Honorary Members shall not be required to make applications.

Section 2. On behalf of the NBoD the Regional BoD shall decide on the admissibility of an applicant to membership or on a change in classification of membership by simple majority.

Members accepted by a Regional BoD that do not qualify for national membership shall be listed as “National Associates” without voting rights

Section 3. An application may be refused without giving any reason, but where an application has been refused, any member in good standing of the respective region may file a motion to admit the applicant at the next Regional GA meeting. Such resolution must be approved by two-thirds of the members present at the meeting.

Section 4. Members have the right to attend all activities of any Organization at Members’ conditions.

Section 5. Visiting members of the Swiss-Chinese Chamber of Commerce, Zurich, or of its regional Chapters, have the same rights as members described in section 4, with the exception of voting rights at the National and Regional GA’s.

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Individual members of the Swiss-Chinese Chamber of Commerce, Zurich, or of its regional Chapters, taking residence in the PRC and having paid their annual fees in Switzerland can enjoy membership status in an Organisation, with the exception of any voting rights until the next Regional General Assembly of such Organisation. This privilege does not apply to corporate members.

Section 6. Members shall pay an annual membership fee to their respective Organization. The annual membership fees of an Organization can vary but shall not exceed the limits of the fee range approved by the NGA. Any change in the amount of the annual membership fee is subject to the amendment rules and procedures set forth in the the applicable Regional Bylaws.

Section 7. 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 Regional GA meeting. The respective Organization's treasurer shall send out payment reminders at least twice and report the status of unpaid membership fees at every meeting of the Regional BoD.

Section 8. Updated member lists are filed with the Regional BoD and the National BoD.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The Organizations shall nominate candidates for the NBoD to the NGA for election.

Section 2. The Organizations in Beijing and Shanghai shall each be represented by three directors, the Organization in Guangzhou by one directors on the NBoD. All activities, representation, public appearance and use of the title "chairperson (or vice chairperson) of the NBoD of SwissCham China" are mandate-based and subject to prior formal approval by the NBoD.⁵

Section 3. The chairperson of the NBoD shall in principle alternate between nominees of the different Organizations every two years, unless a Regional BoD whose turn it is forfeits its right to nominate its candidate and the Chair is elected with a two-thirds majority by the NGA.

The President of a Regional BoD shall not be nominated for Chair of the NBoD, unless such nomination is confirmed by a two-thirds majority at the NGA.

⁵ Modified by the National General Assembly of 12 April 2006, see 1st edition of these Rules (v4).

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Section 4. The NBoD shall meet at least once every semester during each business year, each time under the auspices of a different Organization, on a rotating basis.

Section 5. In case of negligence of duty, violation of Chinese laws and/or regulations or any other activities detrimental to the SwissCham China and the Swiss Business Community in China, any NBoD member may be dismissed by a vote of dismissal of at least three-quarters of all NBoD members.

ARTICLE VII - REGIONAL GENERAL ASSEMBLY AND REGIONAL BOD

Section 1. Each Regional BoD shall call at least one annual Regional GA meeting to discuss and decide on regional affairs in accordance with its own Bylaws.

Section 2. Each Regional BoD will be elected by its respective regional GA.

Section 3. Each Regional GA shall at least elect a regional President and one or more candidate(s) to the NBoD.

Section 4. An open bidding process, including at least all members, shall be conducted prior to any award of contracts beyond the amount of RMB 50'000.-. The NBoD or the Regional BoD or the committees reporting to the Regional BoD shall approve any such award of contracts.

Regional and NBoD members 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 BoD member bid and had the opportunity to counter-offer.

ARTICLE VIII - NATIONAL GENERAL ASSEMBLY

Section 1. The ordinary NGA meeting of SwissCham China shall take place each time under the auspices of a different Organization, on a rotating basis.

Section 2. A member will have voting rights at the NGA provided:

(a) s/he personally attends the NGA meeting and both of the following cumulative conditions have been met:

(i) The member has been confirmed by the National Board of Director based on the list provided by the Regional BoDs;

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(ii) The member has paid all his dues in full before the NGA meeting for the year the NGA meeting is closing, as evidenced by the Regional Treasurer Accounts, including the Membership Fee Received list.

(b) He/she⁶ appoints a proxy by means of a written and signed original authorization letter to be presented by the proxy at the NGA meeting. Such proxy letter shall specify the nature of the meeting and its date, the member to be represented and the member acting as proxy.

It is the NBoD responsibility to duly establish the representation of members at the NGA meeting and to announce each representation before any voting.⁷

ARTICLE IX - FINAL PROVISIONS

Section 1. The National Bylaws and any amendment thereto shall only become effective upon approval by a simple majority of the voting Members present or represented at the NGA.

Section 2. These National Bylaws shall come into effect once approved by the SwissCham China NGA held on March 19, 2002.

⁶ Modified by the National General Assembly of 12 April 2006, see 1st edition of these Rules (v4).

⁷ Modified by the National General Assembly of 12 April 2006, see 1st edition of these Rules (v4).

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PART 3 - SWISSCHAM BEIJING REGIONAL RULES

PART 3.1 - SWISSCHAM BEIJING REGIONAL BYLAWS

Swiss Chinese Chamber of Commerce Beijing

("BEIJING BYLAWS")

(Swiss Chinese Chamber of Commerce Beijing)

Last modified by resolution of the Annual General Assembly of 28 February 2008.

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 offices at Room 100, CIS Tower, 38 Liangmaqiao Road, Chaoyang District, Beijing 100125, People's Republic of 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 Bylaws.⁸

ARTICLE 1 - STATUS, NAME AND OFFICE⁹

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.

⁸ Non-material amendments subject to the approval of SwissCham Beijing's BOD before the 2008/9 RAGA.

⁹ Ibid.

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ARTICLE 3 - TERRITORY

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

ARTICLE 4 - MEMBERSHIP¹⁰

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.

SwissCham Beijing Regional Membership Constitution:

(i) Members With Voting Rights:

(aa) Corporate Membership: members with Swiss investment or offices in Switzerland. Members with Swiss investment or offices in Switzerland and in the process of setting-up up in China.

"(bb) Individual Members: all Swiss citizens or all others employed by Swiss-based or Swiss-invested enterprise.

(ii) Members Without Voting Rights:

(aa) Corporate Membership: members without Swiss investment or offices in Switzerland.

(bb) Individuals: other citizens who are not employed by Swiss-based or Swiss-invested enterprise.

(cc) Associate Membership: any person or institutions that likes to be affiliated with SwissCham.

¹⁰ This provision was amended at the 2007/8 RAGA/NAGA, see 2007/8 RAGA Package, pp. 31-2. Approved by the RAGA of 28 February 2008, it was further provisionally approved by the NAGA of 14 March 2008 subject to the condition that a revised draft of this article shall be submitted to the approval of the 2008/9 NAGA, see Minutes, item 11. Since this amendment will have ceased to be effective at the 2008/9 NAGA, this is the former version effective until the 2007/8 NAGA.

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(dd) Honorary Membership: person(s) with great contribution for Swiss-China trade or for SwissCham.

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 body 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 5¹¹ 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

(iv) Program and budget for the next period

(v) Candidacies call to the Board

¹¹ 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.

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(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 6¹² 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 11¹³ Members, which does not include honorary Board members, as relevant.

(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

¹² Ibid., p. 33 and clerical error: "6", not "VI".

¹³ Ibid., p. 32.

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Board Members may not stand if they did not attend 2/3rd of scheduled Board Meetings.¹⁴

(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.

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.

¹⁴ Ibid.

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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 PROVISIONS¹⁵

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

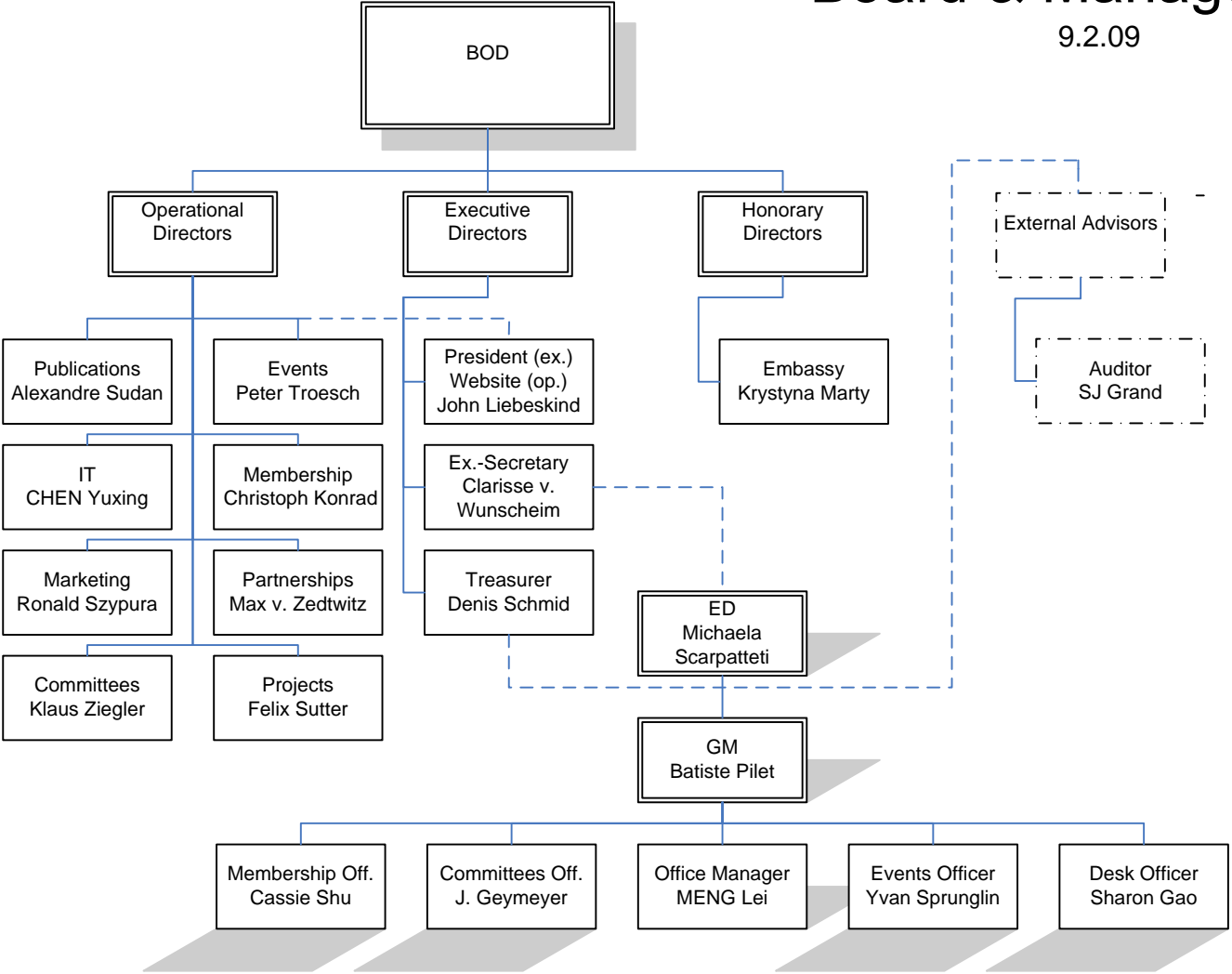
They have last been amended at the Meeting of the Chamber of 28 February 2008.

¹⁵ Non-material amendments subject to the approval of SwissCham Beijing's BOD before the 2008/9 RAGA.

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Board & Management

9.2.09



Paid employee

Unpaid intern

Swiss Chinese Chamber of Commerce Beijing

BALANCE SHEET

AS OF 31 December 2008

ASSETS	Beijing Office		LIABILITIES AND CAPITAL	Beijing Office	
	2008.12.31	2007.12.31		2008.12.31	2007.12.31
CURRENT ASSETS			CURRENT LIABILITIES		
Cash on hand	8,473.40	14,352.13	Short term loans		
Cash in bank	425,969.98	497,915.95	Notes payable		
Short term investments			Accounts payable		
Notes receivable			Deposits from customers		
Accounts receivable	66,360.00	24,682.00	Other payable		104,000.00
Other receivable	50.00		Accrued payroll	5,236.00	
Less: Provision for bad debts			Welfare & benefit payable		
Receivable-net book value	66,410.00	24,682.00	Tax payable	13,904.34	80,859.80
Deposits to suppliers			Other payments		
Allowance receivable			Accrued expenses		
Inventories	2,040.00	2,108.00	Other current liabilities		
Deferred and prepaid expenses			Total current liabilities	19,140.34	184,859.80
Other current assets					
Total current assets	502,893.38	539,058.08	LONG TERM LIABILITIES		
LONG TERM INVESTMENTS			Long term loans		
Long term investments			Debentures payable		
Less: Provision for loss on long-term investment			Accounts payable due after one year		
Long term investments-net book value			Other long term liabilities		
FIXED ASSETS			Total long term liabilities		
Fixed assets-cost	123,820.57	78,120.57			
Less: accumulated depreciation	78,866.90	69,132.41	DEFERRED TAX:		
Fixed assets-net book value	44,953.67	8,988.16	Deferred tax credit		
Disposal of fixed assets					
Construction in progress			Total liabilities	19,140.34	184,859.80
Total fixed assets	44,953.67	8,988.16	SHARE CAPITAL EQUITY		
INTANGIBLE ASSETS AND OTHER ASSETS			Capital received		
Intangible assets			Capital surplus		
Long term deferred and prepaid expenses			Surplus reserve		
Other assets			Undistributed profit	528,706.71	363,186.44
Total intangible assets and other assets			Includes: Net profit of this year	165,520.27	-28,156.00
DEFERRED TAX			Total share capital equity	528,706.71	363,186.44
Deferred tax debit					
TOTAL ASSETS	547,847.05	548,046.24	Total liabilities and capital	547,847.05	548,046.24

Swiss Chinese Chamber of Commerce Beijing

CASH FLOW STATEMENT

By the year ended of December 2008

	ITEMS	Beijing Office			ITEMS	Beijing Office	
		2008.1-12	2007.1-12			2008.1-12	2007.1-12
	TOTAL CASH IN	1,307,061.71	1,020,637.93		TOTAL CASH OUT	1,384,886.41	861,616.88
	Include:				Include:		
1	Membership Fee	419,509.51	367,321.93	1	Events, Promotion, and Purchasing	542,277.34	277,162.05
2	Events	482,306.97	382,988.53	2	Wages and Salary	573,548.17	443,930.72
3	Products & Service	401,443.09	266,676.16	3	General & Administrative	108,514.11	135,626.06
4	Others	3,802.14	3,651.31	4	Fixed Assets	45,700.00	1,300.00
				5	Effect of changes in foreign exchange rate on cash	3,194.79	3,598.05
				6	Tax and Late fee	111,602.00	
				7	Deposit	50.00	
					Net Cash Flow from January 1st to December 31st, 2006	-77,824.70	159,021.05

Swiss Chinese Chamber of Commerce Beijing

Audit Report for 2008

Deyuanxinheng Audit (2009)001

If there is any conflict of meaning between the Chinese and English versions,
the Chinese version will prevail.

Beijing Deyuanxinheng Certified Public Accountants Firm.

Audit Report

Deyuanxinheng Audit (2009)001

To Swiss Chinese Chamber of Commerce,

We have audited the accompanying financial statements of Swiss Chinese Chamber of Commerce Beijing (hereafter "the Chamber"), which comprise the balance sheet as of December 31, 2008, the profit and loss statement and cash flow statement for the year then ended.

Management's Responsibility for the Financial Statements

The Chamber's management is responsible for the preparation of these financial statements in accordance with related accounting regulations. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Certified Public Accountant's Responsibility

Our responsibility is to express an opinion on these statements based on our audit. We conducted our audit in accordance with Chinese Auditing Standards for the Certified Public Accountants. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing audit procedures to obtain evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Chamber's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Reserve item

The Chamber should pay **RMB 124,490.52** for the business tax and the overdue

payment of 2005-2007 and it paid **RMB 80,859.80** of tax in November, 2008. In this way, **RMB 43,630.72** is less paid than the estimated amount. Therefore, after the adjustment made by the Chamber, the undistributed profit for the beginning of 2008 was increased by RMB 43,630.72 and the taxes payable was decreased of RMB 43,630.72

Opinion

In our opinion, except for that conservative opinion mentioned above, 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 December 31, 2008 and the results of operations and cash flows of the Chamber for the year then ended.

The limitation of the report

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

The supplementary documents

1. The balance sheet as of December 31st, 2008
2. The profit and loss statement for the year 2008.
3. The cash flow statements for the year 2008.
4. The explanation of audit report.

Beijing Deyuanxinheng Certified Public Accountants Firm.

January 5th, 2009

The Explanation of Audit Report

As entrusted by yours, we conducted the audit on your balance sheet as of December 31st, 2008, profit and loss statement and cash flow statement for the year ended of 2008. The following is the disclosure of your financial situation.

1. General financial situation

The Financial statements which were audited only include Beijing office. As of December 31st, 2008 the total Assets is RMB 547,847.05, the total Liabilities is RMB 19,140.34, and the total Net Assets is RMB 528,706.70. The total revenue of 2008 is RMB 1,384,739.71, the total expenses and cost of 2008 is RMB 1,183,219.44, and the net profit of 2008 is RMB 165,520.27

2. Note on financial statement

2.1. Monetary fund:

The monetary fund recorded in the account of Dec 31st, 2008 is RMB 434,443.38 .The details are following

ITEM	2008.12.31	Original Currency
Cash on hand	8,473.40	RMB
Cash in bank	394,965.01	RMB
Cash in bank	31,004.97	USD
Total	434,443.38	

2.2. Accounts receivable

The accounts receivable recorded in the account of Dec 31st, 2008 is RMB 66,360.00

Commune by the Great Wall Kempinski	12,680.00	Sponsorship for special issue of Olympic Publication & membership card.
Nestle	15,360.00	Sponsorship for special issue of Olympic Publication
United Family Hospital	11,640.00	Sponsorship for Bridge
French chamber	4,000.00	Event revenue

Phoenix Place	15,000.00	Event revenue
LEM	7,680.00	Sponsorship for special issue of Olympic Publication
Total	66,360.00	

2.3. other receivable

The other receivable of RMB 50.00 recorded in the account of Dec 31st, 2008 are the deposit of water voucher.

2.4. Inventories

The inventories of RMB 2,040.00 recorded in the account of Dec 31st, 2008 are the T-shirts in the quantity of 30.

2.5. Fixed assets

The original cost of fixed assets recorded in the account of Dec 31st, 2008 is RMB 123,820.57, the accumulated depreciation is RMB 78,866.90 and the net value is RMB 44,953.67. The fixed assets mainly include computers, office equipments and furniture.

2.6. Wages payable

The wages payable of RMB 5,236.00 recorded in the account of Dec 31st, 2008 are the bonus of employee's

2.7. Tax Payable

According to tax regulation, all revenues of the Chamber except for the Membership fee are subject to Business Tax at the rate of 5%. The advertisement income is subject to the Culture Construction fee at the rate of 3% of. The tax payable recorded in the account of Dec 31st, 2008 is RMB .The details are following:

ITEM	2008.12.31
Business tax	11,321.30
Individual income tax	2,583.04
Total	13,904.34

3. Explanation on special item

According to the requirements of tax regulation, all revenues of the Chamber except for the Membership fee are subject to Business Tax at the rate of 5% and the advertisement revenue are subject to cultural construction fee at the rate of 3%. Because the Chamber didn't pay the relevant tax before the year 2007, the total tax payable and delay interest was **RMB 124,490.52** for 2005-2007.

Before the Chamber paid the relevant tax and delay interest in November 2008, the revenue and the cost for 2005-2007 were reviewed, and the basis for tax

payment has been updated. Finally the relevant tax and the delay interest were fixed at **RMB 80,859.80**. The discrepancy between this amount and the result of 2007 is **RMB 43,630.72**

The detailed list for such discrepancy is as follows, and the Chamber increases the undistributed profit for the beginning of 2008 by RMB 43,630.72 and decreases the tax payable correspondingly.

Year	Relevant tax and delay interest in 2007	Relevant tax and delay interest in 2008	Difference
2005	47,459.99	12,433.17	35,026.82
2006	50,751.06	45,089.92	5,661.14
2007	26,279.47	23,336.71	2,942.76
Total	124,490.52	80,859.80	43,630.72

SwissCham Beijing - Budget 2009

2008 Annual Regional General Assembly of SwissCham Beijing of 27 March 2009

All figures in CNY	with membership fee increase		without membership fee increase		2008A
	2009B	Change %	2009B	Change %	
Membership	513'522	22%	433'105	3%	419'509
Events	369'000	-26%	369'000	-26%	501'307
Products and services	301'500	-29%	301'500	-29%	424'121
Other revenues	3'000	-21%	3'000	-21%	3'802
Total revenues	1'187'022	-12%	1'106'605	-18%	1'348'739
Cost of events	228'000	-32%	228'000	-32%	332'932
Cost of promotion and services	156'000	48%	156'000	48%	105'413
Personnel costs	602'700	4%	602'700	4%	581'367
General & administrative	116'400	7%	116'400	7%	108'514
Depreciation	19'734	103%	19'734	103%	9'734
FX loss	3'500	10%	3'500	10%	3'195
Business tax for 2009 / 2008 respectively	38'795	-8%	38'795	-8%	42'064
Total expenses	1'165'129	-2%	1'165'129	-2%	1'183'219
Net profit / (loss)	21'893	-87%	(58'524)	-135%	165'520
+ Depreciation added back	19'734	103%	19'734	103%	9'734
- Increase/ (+ decrease) of accounts receivable	(6'590)	-84%	(6'590)	-84%	(41'738)
+ Decrease of inventories	-	-100%	-	-100%	68
+ Increase / (- decrease) of current liabilities	(26'640)	-84%	(26'640)	-84%	(165'720)
= Cash from operating activities	8'397	-126%	(72'020)	124%	(32'136)
Cash beginning of year	434'432	-15%	434'432	-15%	512'268
+ Cash from operating activities	8'397	-126%	(72'020)	124%	(32'136)
- Cash used in investing activities	(30'000)	-34%	(30'000)	-34%	(45'700)
+ Cash from financing activities	-	0%	-	0%	-
= Cash end of year	412'829	-5%	332'412	-23%	434'432

APPENDIX "M"

Votes Validation Form
2008/9 Annual Regional General Assembly of SwissCham Beijing and
Annual National Assembly of SwissCham China of 27 March 2009

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

Example for two votes:

VOTING MEMBER NAME:

NUMBER OF VOTES:

2

APPENDIX "N"

Voting Ballot No. 1

**Election of the 2009/10 Board of Directors of SwissCham Beijing
2008/9 Annual Regional General Assembly of SwissCham Beijing of 27
March 2009**

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 seven (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).

1	
2	
3	
4	
5	
6	
7	
8	
9	
10	
11	

APPENDIX "O"

Voting Ballot No. 2

Election of the 2009/10 President of SwissCham Beijing and of National Board Representatives

2008/9 Annual Regional General Assembly of SwissCham Beijing of 27 March 2009

See "Elections" above for explanations. The vote is also secret. Please use this ballot. Among the Directors of the Board of SwissCham Beijing whom you elected in the former round (Voting Ballot No. 1), you now have to elect the President of SwissCham Beijing and three National Representatives. The President of SwissCham Beijing may also be a National Representative. **Use one ballot per vote, i.e., if you have two votes, use two ballots.** Illegible or otherwise ambiguous marks will not be counted.

PRESIDENT OF SWISSCHAM BEIJING:

.....

NATIONAL REPRESENTATIVE 1:

.....

NATIONAL REPRESENTATIVE 2:

.....

NATIONAL REPRESENTATIVE 3:

.....

Minutes of the Annual General Assembly (RAGA) of SwissCham Beijing

Statutory Year 2007/2008

Date and time: 28 Feb 2008, 6:30 p.m.

Venue: Swissôtel Beijing

Chair: John Liebeskind, President, SwissCham Beijing

Minutes Taker: Max von Zedtwitz, Vice-President, SwissCham Beijing

John Liebeskind (JL) opens the RAGA opens at 6:42 p.m. due to the delay of certain honorary guests caught in traffic.

1. Introduction and Administrative Matters

1.1. Quorum

Francesca Musiani (FM) accepted without objections as Vote Counting Officer.

FM: 74 members have voting rights.

50% quorum equals minimum 37 votes.

Registered votes: 15

Third-party votes: 3

Proxies to the Board of Directors (BOD): 33

Total votes present: 51, i.e. quorum is met and the RAGA may proceed.

1.2. Introductory speech by H.E. Ambassador Dante Martinelli

The Ambassador delivers a welcome speech.

1.3. Preliminary Remarks

JL makes preliminary remarks.

- The RAGA will refer to and follow the RAGA Package
- Generally “2007” means from RAGA 2007 to RAGA 2008
- Budgetary 2007 is 1.1.2007 to 31.12.2007
- He plans to complete this meeting within 1h30

1.4. Introductory Speech by John Liebeskind, President of SwissCham Beijing

JL highlights three points for this RAGA:

- 2006 as a year of losses recovery; 2007 as a year of consolidation; 2008 as a year of development
- Board reforms
- Lobbying

1.5. Preliminary Approvals

Max von Zedtwitz (MZ) approved without objection as minute taking officer.

Agenda (RAGA Package and MS PowerPoint presentation) approved without objection, no additions suggested.

RAGA Minutes of last year (March 2007) approved without objection (JL mentions that a mistake was made then with respect to counting votes).

2. Activity reports

(The reports are included in meeting handout.)

JL delivers his Activity Report on year 2007/2008, and tentative report 2008.

CZ (Christina Zhang) delivers the Treasurer’s Report for 2007.

SJG (SJ Grand) delivers the Auditor’s Report for 2007, stating that the accounts are correct.

SWISSCHAM BEIJING RAGA MINUTES 2007/2008

TK (Thomas Keel) delivers the Honorary Auditor's Report for 2007, stating that the accounts are correct.

CZ delivers the 2008 the Budget Report, stating that it is expected to be a turnaround year.

JL states that there are no changes to the membership fees, although changes may be foreseen for 2008/9.

3. Approvals and Discharge

- President's 2007 Activity Report approved by 45 votes.
- President's 2008 Tentative Program Report approved by 45 votes.
- Treasurer's 2007 Report approved by 45 votes.
- Treasurer's 2008 Budget approved by 45 votes.
- Auditor's 2007 Report approved by 45 votes.
- Honorary Auditor's 2007 Report approved by 45 votes.
- Discharge of the 2007/2008 BOD approved by 45 votes.

4. Amendments Proposals to the Bylaws

JL introduces the proposed amendments to the Beijing Bylaws.

On amendments to the Membership Bylaws:

- Olivier Glauser asks what happens to Swiss citizens employed by non-Swiss companies, to which JL responds that those applications may be treated as exceptions.
- Another member raises the question that there may be subjectivity in assessing/approving those exceptions, to which JL responds that this subjectivity exists but the Board shall exercise its discretion in all fairness and in the best interest of the Chamber.
- CW (Clarisse von Wünschheim) reiterates Olivier Glauser's point, adding that in this case she would not be able to vote, and questions her eligibility as an applicant to the Board of Directors (BOD), to which JL responds that (a) this is in accordance with Chinese Law, and (b) there is no Chamber's rule that prevents non-voting members to become a member of the BOD and to vote within the BOD in their capacity of Director.
- Christoph Moellers acknowledges that that the new rules are well motivated but too complex, but does not suggest better or different rules. JL states that the proposed changes were communicated a month ago, and no new proposals/changes were suggested.

SWISSCHAM BEIJING RAGA MINUTES 2007/2008

- Oliver Glauser asks for clarification of his earlier question, to which JL replies that in his case (Swiss citizen employed by non-Swiss company), he would be likely accepted as an individual member on exception.
- JL reiterates that the proposed changes are intended to prevent companies avoid corporate fees by applying through employed individuals for individual memberships.

On the expansion of the Regional Board and its attendance: No questions raised.

On the corrections of two typos: No questions raised.

- Proposed changes to “memberships” in the Bylaws approved.
- Proposed changes to “board expansion” in the Bylaws approved.
- Proposed changes to “board attendance” in the Bylaws approved.
- Proposed changes to “first typo” in the Bylaws approved.
- Proposed changes to “second typo” in the Bylaws approved.

5. Appointments

SJ Grand reappointed as 2008 Auditor without objection.

No Honorary Auditor appointed for 2008 as there is no basis in the Rules of the Chamber and only introduces additional complexity. No questions or objections are raised with respect to this proposal which does not need approval since the former practice had no basis.

6. Elections

6.1. Step 1: Board of Directors

JL states that six new BOD members need to be elected, given that new BOD members were approved by the proposed changes to the Bylaws and two BOD members retire.

JL and DS (Denis Schmid) fulfill the attendance rule of 2/3, MZ does not. JL proposes that an exception is granted to MZ to allow his reappointment.

On this occasion, he introduces the proposal made by SwissCham Shanghai to extend the Chairmanship of SwissCham China with SwissCham Beijing for one more year in 2008 in order to meet the Olympic Games and mentions that the BOD has pre-selected MZ as candidate to National Chairmanship.

SWISSCHAM BEIJING RAGA MINUTES 2007/2008

Exception of the 2/3 rule to MZ approved by voting. MZ is cleared to reapply for BOD membership.

Individual introductions by all candidates:

1. Chen Yuxing of T-Systems
2. Kurt Kaltenecker of ABB (not present, has withdrawn his candidacy)
3. Christoph Konrad of UBS
4. Alexandre Sudan of SICPA
5. Felix Sutter of PwC
6. Ronald Szypura of Szypura Architects
7. Peter Troesch of Peach Int'l
8. Clarisse von Wünschheim of Jones Day
9. Klaus Ziegler of EU Delegation
10. John Liebeskind (individual Swiss attorney at law)
11. Denis Schmid (of The Freight, not present, but reapplies)
12. Max von Zedtwitz of Tsinghua University

Elected:

1. Chen Yuxing elected with 46 votes.
2. Christoph Konrad with 44 votes.
3. Alexandre Sudan with 46 votes.
4. Felix Sutter with 46 votes.
5. Ronald Szypura with 44 votes.
6. Peter Troesch with 44 votes.
7. Clarisse von Wünschheim with 45 votes.
8. Klaus Ziegler with 45 votes.
9. John Liebeskind with 44 votes.
10. Denis Schmid with 44 votes.
11. Max von Zedtwitz with 46 votes.

6.2. Elections Step 2: President of SwissCham Beijing and National Representatives

The President of SwissCham Beijing must now be elected among the newly elected BOD.

Besides three National Representative must be elected. JL must be re-elected as National Representatives are to be re-elected every two years and JL's term is over in 2008. Peter Troesch (PT) must be elected as he has been just elected to the BOD. MZ must not be re-elected as he was re-elected on the BOD and his term is three years (2007-2010). Hence, only JL and PT stand for election. MZ introduces these candidates, and no other candidates present themselves.

SWISSCHAM BEIJING RAGA MINUTES 2007/2008

- John Liebeskind re-elected as President SwissCham (Beijing) with 42 votes
- Peter Troesch elected as national representative with 41 votes

7. Appreciations

On behalf of SwissCham Beijing JL praises the contribution of:

- Cyrill Eltschinger, former President SwissCham Beijing 2003-2006 and former Chairman of SwissCham China 2006-2008
- Christina Zhang, Treasurer in 2007
- Simon Jin, Vice-President in 2007
- Joseph Müller (represented by David Saudan, Director of the Board) from 2005 to 2007
- Evelyn Kisslig (Executive Director 2006-2007)
- Andrea Jacomelli, Executive Director Ad Interim and Deputy Executive Director in 2007

8. Closing

JL pronounces the RAGA closed at 9:09 p.m.

Beijing, 28 February 2008

John Liebeskind
President, SwissCham Beijing
Chairman of the RAGA

Max von Zedtwitz
Vice-President, SwissCham Beijing
Minutes Taker of the RAGA

Events

Events organized, supported or attended by SwissCham Beijing in 2008/2009 included:¹

28 February 2008

RAGA 2007/2008 – Regional Annual General Assembly – Beijing

Swissotel

32 participants (total)

13 March 2008

Ambassador's Briefing

Capital Club

47 participants (total)

14 March 2008

NAGA 2007/2008 - National Annual General Assembly –SHANGHAI

Hilton Hotel Shanghai

26 March 2008

Corporate Credit Risk Management in China

Kerry Center Hotel

Co-organized with several foreign chambers of commerce

26 March 2008

Inter-Chamber Networking

Song Music Bar

Co-organized with the German and the French Chamber

184/60 participants

28 March 2008

Luncheon with Roger Pfund

Kempinski Hotel

10 participants (total)

4-6 April 2008

Expat Show Beijing

¹ Events which SwissCham Beijing attended but which have not been organized or co-organized by the Chamber are mentioned in italic. Unless specified otherwise the number of participants are mentioned in the order total/SwissCham.

China World Trade Center

9 April 2008

Golf Instruction

PGA Golf Academy

Organized by Peach International

10 participants

16 April 2008

Inter-Chamber Networking

Hilton Zeta Bar

Co-organized with the Italian Chamber and the Canada China Business Council

100/38 participants

28 April 2008

Seminar on E-Business in China

Swissôtel

Co-organized with the French Chamber

40/19 participants

15 May 2008

Swiss Community Day at Roger Pfund's Exhibition

Today Art Museum

Organized by the Embassy of Switzerland

22 May 2008

Official Reception of the Solar Taxi in Beijing

WRSA Courtyard

Organized by the Embassy of Switzerland

26 May 2008

Benefit Concert for the Victims of the Earthquake in Sichuan

Renaissance Beijing Hotel

Organized by the Musicians of the Beijing Symphony Orchestra

30 May 2008

SME Working Group "Advertising and Media Challenges in China"

Capital Club

Co-organized with the Benelux Chamber.

30/9 participants

17 June 2008

Francophone Inter-Chamber Networking

Hilton Zeta Bar

Co-organized with French and Benelux Chamber and the Canada-China Business Council

100/ 47 participants

25 June 2008

International Interns and Young Professionals Evening

Club Obiwan

Co-organized by Hutong School, Obiwan, Bencham, Young French Chamber and supported by SwissCham

26 June 2008

Breakfast Seminar “The New Enterprise Bankruptcy Law”

Capital Club

Co-organized with the Italian Chamber

25/13 participants

16 July 2008

Inter-Chamber Networking

Swissôtel Beijing

Co-organized with the Singapore, Malaysian and Australian Chambers

170/45 participants

1 August 2008

Swiss National Day Celebration

House of Switzerland

Organized by the Swiss Society Beijing

400 participants (total)

5 August 2008

Swissinfo Luncheon

House of Switzerland

Organized by Swissinfo

5 August 2008

Pre-Olympic Inter-Chamber Cocktail

JW Marriot Loong Bar

Co-organized with the Benelux and German Chambers

7 August 2008

SwissCham Business Luncheon "The Beijing Olympics from a Swiss Perspective"

House of Switzerland

57 participants (total)

7 August 2008

Olympic Family

Swissôtel Beijing

Organized by the City of Lausanne and the Canton de Vaud

250 participants (total)

8 August 2008

Lunch with Adolf Ogi

House of Switzerland

Invited by Mr. Adolf Ogi

8 August – 24 August

Omega Residence

China Club

Organized by Omega, supported by SwissCham

9 August 2009

Official Reception of the President of Switzerland, Mr. Pascal Couchepin

House of Switzerland

Organized by the Embassy of Switzerland

12 September 2008

Official Visit of Federal Councillor Samuel Schmid

Embassy of Switzerland

Organized by the Embassy of Switzerland

12 September 2008

CCPIT Mid-Autumn Festival Evening

Guild Hall of the China Chamber of International Commerce

Organized by the China Council for the Promotion of International Trade

17 September 2008

Inter-Chamber Networking

Hotel G

Co-organized with the Italian and Malaysian Chambers

100/50 participants

25 September 2008

Breakfast Seminar "The New Anti-Monopoly Law"

Hilton Beijing

Co-organized with the American Chamber of Commerce

50/9 participants

15 October 2008

International Interns and Young Professionals Evening

Club Obiwan

Co-organized with Hutong School, Obiwan, Bencham, Young French Chamber
and supported by SwissCham

16 October 2008

Presentation for the Delegation of the Swiss Federation of Architects

Song Studio

24 October 2008

First Annual Women in Business Conference

Landmark Hotel

Organized by Yming Consulting and supported by SwissCham

6 November 2008

Breakfast Seminar “Transfer Pricing Documentation Rules”

Grand Millennium Beijing

Co-organized with the European and French Chambers

40/15 participants

8 November 2008

Swiss Ball

Swissôtel Beijing

Co-organized by Swiss Society Beijing (SSB)

285 participants (total)

4 December 2008

Breakfast Seminar “Mobility Solutions: Trends & Developments”

Novotel Xinqiao Beijing

Co-organized with the French Chamber

15/6 participants

9 December 2008

Breakfast Seminar “The New Swiss Schengen Visa”

Hilton Beijing

Co-organized with the Embassy of Switzerland and the Swiss Business Hub

24 participants (total)

15 December 2008

Young Professionals’ Forum

Crowne Plaza Sun Palace Beijing

Sponsored by Crowne Plaza Sun Palace Beijing and Phoenix Place

52 participants

17 December 2008

Annual Foreign Chambers Chairmen Dinner

Capital Club

Organized by AmCham and supported by SwissCham

18 December 2008

Inter-Chamber Christmas Mixer

Drei Kronen 1308

Co-organized with the German Chamber

50/22 participants

13 January 2009

Tianjin Business Networking

Hotel Nikko Tianjin

Co-organized with Tianjin Networking Club, Tianjin Expats Website and various Chambers of Commerce

130/17 participants

13 January 2009

New Year Business Reception

Daxilou Beijing

Organized by Chaoyang District Government

15 January 2009

New Year Inter-Chamber Networking

Pangu Hotel

Co-organized with the European Chamber and the China-Canada Business Council

215/45 participants

19 January 2009

Swisscham Beijing Strategy Session

Swissôtel Beijing

Organized and sponsored by Holcim

12 February 2009

Breakfast Seminar “Restructuring in China”

Grand Millennium Beijing

Co-organized with the Italian Chamber

26 February 2009

Breakfast Seminar “Working Capital Optimization”

Crowne Plaza Sun Palace Beijing

16 March 2009

Ambassador's Briefing

Capital Club

the swiss chamber of
commerce in beijing

in a nutshell

2008



who are we?

a foreign trade actor >

SwissCham is one of the actors of the Swiss foreign trade promotion. It is the only Swiss chamber of commerce officially registered in Mainland China. It is part of a network of China-related Swiss chambers of commerce.

internal organization >

SwissCham China is an umbrella organization with a coordination role. Local branches include SwissCham Beijing, SwissCham Shanghai and SwissCham Guangzhou. Branches are represented by a Board of Directors (BOD) which may delegate the Chamber's management to an Executive Director in charge of the Chamber's office.

network partners >

SwissCham China collaborates with other independent China-related Swiss chambers of commerce in China and in Switzerland including the Swiss Chamber of Commerce in Hong Kong (SCHK) and the Swiss-Chinese Chamber of Commerce (SCCC) in Switzerland (Zurich, Geneva and Lugano).

external partners >

SwissCham further collaborates with external partners including the Embassy of Switzerland in China in Beijing as well as its Consulates-General in Shanghai and Guangzhou, the Swiss external trade promotion agency OSEC and its Swiss Business Hubs (SBH) in Beijing, Shanghai and Guangzhou, and numerous other Swiss, Chinese and other foreign organizations including the China Council for the Promotion of International Trade (CCPIT) (the "Chinese OSEC") and the European Chamber of Commerce in China (EUCCC).

connect > exchange > lobby > promote > service

what do we do?

connect >

We connect our members to the Swiss business community in China including Swiss, Chinese and other foreign companies and organizations as well as with the Swiss and Chinese authorities in China and in Switzerland by systematically passing them related information through our media including e-mail, Committees, events, our website www.swisscham.org and our printed media.

exchange >

We offer our members a chance to exchange their experience with the partners to whom we connect them and benefit from theirs through our business and social events, industry-focused Committees and online discussion Forums.

lobby >

We represent our members common interests towards their Swiss and Chinese institutional partners in China and Switzerland namely through industry-focused Committees.

promote >

We give our members a chance to promote their business in China and in Switzerland through our media including our yearly Directory of members, our quarterly magazine The Bridge, our website www.swisscham.org and our events.

service >

We offer our members exclusive services including visa assistance, translation and interpretation, delegations organizations, etc. Our members also benefit of numerous discounts with selected partners such as airlines, hotels, insurances, etc. thanks to their membership card.

connect > exchange > lobby > promote > service

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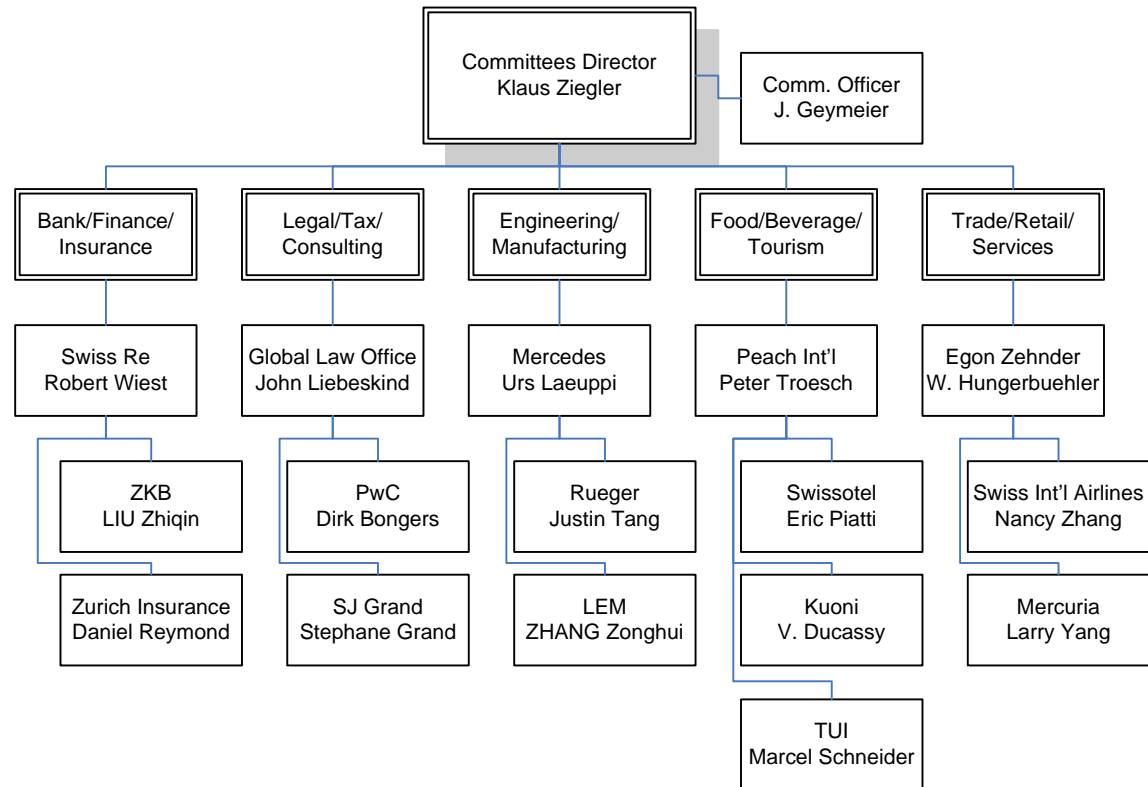
contact us

Michaela SCARPATETTI, Executive Director
SwissCham Beijing
[T] +86 10 8531 0015
[M] +86 137 1845 3195
[E] info@bei.swisscham.org
[W] www.bei.swisscham.org

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Committees

25.2.09



Setting the scene...

Current fee levels / categories in SwissCham China

Membership fee in RMB	Guangzhou	Shanghai	Beijing
Corporate	2500		4500
With less than 100 employees		3500	
With more than 100 employees		6000	
Corporate Associate (non CH-companies)			
With less than 100 employees		3500	
With more than 100 employees		6000	
Corporate Affiliate (additional members of Corporate companies)			500
Individual	1200	1800	2000
Associate		1800	1000
New: Young professional		500	

SCCC Zurich:

large corporate (>CHF 50m turnover)
 medium corporate (>CHF 5m turnover)
 small corporate (<CHF 5m turnover)
 individuals

CHF 2,000 (RMB 12,000)
 CHF 750 (RMB 4,500)
 CHF 350 (RMB 2,100)
 CHF 300 (RMB 1,800)

Comparison with other Beijing Chambers

Key question: cap on AmCham/EuroCham level, or can we go higher because we have less members?

◆ AmCham	US corporate membership	RMB 8,000
	SME membership	RMB 8,000 (other benefits)
	Entrepreneur membership	RMB 5,000
	Individual (voting right)	RMB 8,000
	Young/Senior profess. (w/o vote)	RMB 2,000
◆ EU Chamber	Large (worldwide >1,000 staff)	RMB 12,000
	Medium (worldwide >500 staff)	RMB 6,000
	Small (worldwide <500 staff)	RMB 4,000
	(plus concept of “national membership”)	
◆ Italian CC	Supporting member	RMB 5,000
	Ordinary member	RMB 2,500
◆ French CC	Corporate, depending on size	RMB 2,000 – 12,500
	Individual	RMB 2,700
	Jeune Entrepreneur	RMB 1,100
◆ German CC	Principal membership	RMB 9,000
	Small (less than 500 staff in BJ)	RMB 6,000
	Representative only	RMB 4,000
	Additional corp membership	RMB 1,500
	Private membership	RMB 1,500