

HONG KONG RETAIL MANAGEMENT ASSOCIATION LIMITED
香港零售管理協會有限公司

NOTICE OF THE 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting of Hong Kong Retail Management Association Limited (the “**Association**”) will be held at Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong and by Zoom video conference on Thursday, 8 October 2020 at 11:00 a.m.

AGENDA

1. TO RECEIVE AND ADOPT THE CHAIRMAN’S REPORT FOR THE YEAR 2019-2020.
2. TO RECEIVE AND ADOPT THE FINANCIAL ACCOUNTS OF THE ASSOCIATION FOR THE YEAR ENDED 31 DECEMBER 2019.
3. TO ELECT THE EXECUTIVE COMMITTEE MEMBERS OF THE ASSOCIATION FOR THE YEARS 2020-2022.
4. TO RE-APPOINT THE AUDITORS OF THE ASSOCIATION AND TO AUTHORIZE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.
5. TO CONSIDER ANY OTHER MATTERS OF WHICH [AT LEAST 14 DAYS’ NOTICE HAS BEEN GIVEN OR OF WHICH] NOTICE HAS BEEN GIVEN IN ACCORDANCE WITH SECTION 615 OF THE COMPANIES ORDINANCE (CAP. 622 OF THE LAWS OF HONG KONG).

By order of the Board

Hong Kong Retail Management Association Limited
香港零售管理協會有限公司



Annie Yau Tse
Chairman

Dated 7 September 2020

Registered office:

7/F., First Commercial Building
33-35 Leighton Road
Causeway Bay
Hong Kong

Notes:

1. A Full member entitled to attend, speak and vote at the above Meeting is entitled to appoint a proxy to attend, speak and vote at the Meeting on his behalf.
2. An Associate member entitled to attend and speak at the above Meeting is entitled to appoint a proxy to attend and speak at the Meeting on his behalf, but not to vote.
3. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy must be an individual Full member or the Authorized Representative of a Full member of the Association.
4. To be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited with the Association at 7/F., First Commercial Building, 33-35 Leighton Road, Causeway Bay, Hong Kong, not less than 48 hours before the time for holding the meeting. **Full members are recommended to return the proxy form to the Association on or before 30 September 2020 as the postal service may suffer a delay due to COVID-19.**
5. To reduce the risks associated with COVID-19, subject to the discretion of the Chairman of the above Meeting and except as stated below, **members will not be permitted to attend the physical meeting unless invited to do so by the Chairman of the Meeting, but may attend, speak and vote at the above Meeting by Zoom conference facilities.**
6. **Members of the Executive Committee who are also Full members or Authorized Representatives of Full members and Nominees may attend, speak at and vote at the physical meeting or may attend, speak and vote at the above Meeting by Zoom conference facilities.**
7. A link for participation at the above Meeting by Zoom will be sent to Members. Members who wish to attend the above Meeting by Zoom will be asked to register in advance as only registered members will be permitted to enter the Zoom meeting.

Kindly note that for Associate members, this Notice is for your reference only. Associate members are entitled to attend and speak at the above Meeting by Zoom conference facilities (and to appoint a proxy to attend and speak on their behalf) but they are not eligible to vote at the above Meeting.

7 September 2020

MEMORANDUM TO: Members of the Hong Kong Retail Management Association

SUBJECT: ELECTION OF THE EXECUTIVE COMMITTEE MEMBERS OF THE ASSOCIATION FOR THE YEARS 2020-2022 AT THE 2020 ANNUAL GENERAL MEETING

The Association is pleased to inform members that a total of 31 nominations have been received for the election of our 2020-2022 Executive Committee. Please kindly take note of the voting procedures as follows:

There are 28 places available to nominees on the Executive Committee. An election will be held to determine which of the nominees shall serve as members of the Executive Committee. This election will be held in accordance with the Articles of Association by secret ballot at the forthcoming Annual General Meeting (“AGM”).

All members are cordially invited to attend the 2020 AGM but only Full members are eligible to vote in the secret ballot or at the AGM. The details of the AGM are as follows:

Date of AGM : Thursday, 8 October 2020
Time : 11:00 a.m.
Venue : Salon Rooms, 5/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong and by Zoom video conference

To reduce the risks associated with COVID-19, members (other than members of, or represented on, the Executive Committee, Directors and Nominees) are being invited to attend the 2020 AGM by Zoom video conference only. Details for registration and the link for participation are being sent separately.

Full members may vote in the secret ballot as follows.

Please note that this year, a Full member who is not a member of, or represented on, the Executive Committee may only vote in the secret ballot:

- by postal ballot; or
- by appointing a member of the Executive Committee or a Nominee who is attending the 2020 AGM at the physical venue referred to above or the Chairman of the Meeting as their proxy.

1. **Postal Ballot:** A Full member may complete the attached ballot form and return it to the Association. Please cast your vote for a nominee by ticking the box in the first column of the form against his/her name. You may **vote for up to twenty-eight (28) nominees**. The completed form must be signed by a person duly authorized to sign on behalf of the Full member.

Valid forms duly received in time by the Association will be deposited in the ballot box for the vote at the AGM. **To take advantage of the postal balloting method, Full members are recommended to return the ballot form to the Association on or before 30 September 2020 as the postal service may suffer a delay due to COVID-19.** Please note a ballot form shall take effect unless it is received by the Association by hand or by mail not less than 48 hours before the time for holding the AGM.

2. **Submission of Ballot Form at the AGM:** A Full member may appoint any member of the Executive Committee or a Nominee who is attending the physical 2020 AGM at the venue referred to above or the Chairman of the Meeting (each an “**Attending Member**”) as his/its proxy to attend the physical Meeting and submit a ballot form on his/its behalf. Each Attending Member may bring a completed ballot form for himself or the Full member he represents, and one for each Full member for which he is authorized as proxy to submit a ballot form, to the AGM for depositing in the ballot box. Further blank ballot forms will also be available at the AGM as needed. Each form may be completed and signed by any person who is duly authorized by the Full member to complete the form, or by the Attending Member authorized as proxy for such Full member to submit a ballot form, and may be deposited by the relevant Attending Member in the ballot box at the AGM.

If a Full member appoints a person other than an Attending Member to be his/its proxy to attend the Meeting by Zoom video conference, such proxy will be able to vote on other matters at the Meeting but will not be able to participate in the secret ballot. In such circumstances, the Full member should submit a postal ballot.

A Full member must not both submit a postal ballot and authorize an Attending Member as proxy to submit a ballot at the meeting. If more than one form is deposited by or on behalf of a Full member in the ballot box, all the votes of that member in the ballot will be void and rejected.

The results of the ballot will be counted at the AGM unless the Chairman of the AGM determines that the count shall take place at a later time or date.

The 28 nominees with the highest number of votes shall be deemed elected as the Executive Committee Members for the years 2020-2022.

If no person can be determined as entitled to one or more places on the Executive Committee due to a tie in the voting, a further ballot or ballots shall be held in respect of the tied nominees in such manner as the Chairman of the AGM may determine until nominees have been duly elected for all the relevant places on the Executive Committee. Any question arising in relation to the procedure for, or the validity of votes cast in, the ballot or any further ballot, shall be determined by the Chairman of the meeting whose decision shall be final and conclusive.

If you have any questions regarding this year's arrangements, please contact Ms. Column Chu of the Association at 2866 8311.

NOTE:

Please note that voting at the AGM is restricted to Full members ONLY. For ASSOCIATE MEMBERS, this circular is for your reference only.

ASSOCIATE MEMBERS are welcome to attend the AGM by Zoom conference facilities but are NOT eligible to vote at the AGM and therefore should not complete or send in the any ballot form.