



## Minutes of the 1/2015 Extraordinary General Meeting Thai – Hong Kong Trade Association

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### Time and Place

The meeting was held on Thursday, April 9, 2015 at 17:30 hours at the office of the Association, Sathorn Square, 9<sup>th</sup> Floor, Room 906, 98 North Sathorn Road, Silom, Bangrak, Bangkok.

### Members Present

#### Ordinary Members:

1. Jads Comm Ltd.	Mr. Danny Yu
2. Cargo Class Co., Ltd.	Mr. Margo Chan
3. IntlSunrise (Thailand) Co., Ltd.	Mr. That Shuphaphong
4. GM Jewelry International Ltd.	Ms. Christy Yeung
5. Hong Kong Trade Development Council	Ms. Duangrat Pongchaichoke
6. One World Learning	Mr. Alex Au
7. Asia-Pacific Risk Consultants (Thailand) Ltd.	Ms. Thanyaluk Preechatiwon
8. McWalden & Bailey Co., Ltd.	Mr. Florean Luarean
9. McWalden & Bailey Co., Ltd.	Ms. Paorampa Tinarach
10. Lorenz & Partners Co., Ltd.	Mr. Roland Falder
11. Target Crown Development Ltd.	Mr. Danny Yu (By Proxy)
12. Tozen Industrial Co., Ltd.	Mr. Margo Chan (By Proxy)
13. Meyer Industries Incorporation	Mr. Danny Yu (By Proxy)
14. CWS Global Coatings Co., Ltd.	Mr. Danny Yu (By Proxy)
15. Cyberdict Technology Ltd.	Mr. Danny Yu (By Proxy)
16. PBS Law Ltd.	Mr. Danny Yu (By Proxy)
17. United Thai Shipping Corp., Ltd.	Ms. Christy Yeung (By Proxy)
18. Ventury Co., Ltd.	Mr. That Shuphaphong (By Proxy)
19. Kasikorn Bank PCL.	Ms. Duangrat Pongchaichoke (By Proxy)

#### Affiliate Members:-

#### In Attendance:

1. Thai – Hong Kong Trade Association	Ms. Natcha Pokhaiyahirun
2. Thai – Hong Kong Trade Association	Ms. Piyanan Jaiyai

## **Preliminary Proceedings**

With 19 members present of which 19 were Ordinary Members, representing more than one-fourth of the Ordinary Members, a quorum was constituted under the By-Laws of the Thai – Hong Kong Trade Association (the “Association”). Mr. Danny Yu, President of the Association took the chair and declared the meeting duly convened. The meeting proceeded with the following business on the Agenda.

### **Agenda 1: Approval of Amendment of paragraph 5 of Article 17 of the Articles of Association as follow:**

The President informed the meeting that as a result of the resolution in 2014-15 6th BOD Minutes on March 25, 2015 at the Pecking Restaurant, paragraph 5 of Article 17 of the Articles of Association need to be changed to the wording proposed in the Agenda as follows:

“Subject to the provisions of Sections 19 and 33 of the Trade Associations Act B.E. 2509, a retiring Director is eligible for re-election. However no one can be elected as a Director for more than four (4) consecutive terms. A Director who retains his/her office for four (4) consecutive terms cannot be re-elected unless a period of one (1) year has elapsed. **This ceiling shall not apply to the case of a Director in the position of President, Vice President or Treasurer in his/her fourth (4th) term. Such President, Vice President or Treasurer shall be eligible for election as Director by the General Meeting for a further fifth (5th) term; and if he is appointed by the Board to serve for the fifth (5th) term in the position of President, Vice President or Treasurer, then he/she shall be eligible for election as Director by the General Meeting for a final (6th) term. No one can be elected as President, Vice President or Treasurer for more than four (4) consecutive terms in the same position.**”

For the purpose of eligibility for re-election and continuous office all previous terms served shall be counted irrespective of the length of the term except for the term of a person appointed by the Board to fulfill a vacancy under Article 19. In such case the person so appointed shall be deemed not to have served a term in his office for the purpose of eligibility for re-election and continuous office.

**Resolution:** The meeting unanimously approved that paragraph 5 of Article 17 of the Articles of Association shall be amended to the wording as set above and that the full Article 17 shall be as follows:

### **17. Constitution and Election of the Board of Directors:**

There shall be a Board of Directors to administer the Trade Association in line with its objectives and to represent the Trade Association in any activities involving third parties. The Board of Directors shall consist of at least eight persons and not more than twelve persons.

Unless prescribed otherwise by that particular General Meeting, election of Directors shall be made by ballot through nomination of Ordinary Members for the post to be submitted by the Ordinary Member to the General Meeting and such nomination shall be seconded by at least two other Members. The Member(s) or its representative(s) who receives the highest count of votes in the respective order shall be appointed Directors by the General Meeting in the number prescribed in the preceding paragraph and in accordance with the resolution adopted by that particular General Meeting. Votes will be cast again for persons who receive tie-votes in the last ranking order of nominees specifically for such tie-votes only. If such process again produces another tie-votes, the matter shall then be resolved by the drawing of lots.

Directors shall select, among themselves, a person to assume each post of President, Vice President, Treasurer, and other posts as considered appropriate by the Board. The President shall be a person with the right of permanent residence in Hong Kong.

The Trade Association's Directors shall retain their office for a term of one (1) year. Such term shall start on the day after the election by the General Meeting and end on the day of the first General Meeting in the following calendar year which is convened for the purpose of the election of Directors.

Subject to the provisions of Sections 19 and 33 of the Trade Associations Act B.E. 2509, a retiring Director is eligible for re-election. However no one can be elected as a Director for more than four (4) consecutive terms. A Director who retains his/her office for four (4) consecutive terms cannot be re-elected unless a period of one (1) year has elapsed. This ceiling shall not apply to the case of a Director in the position of President, Vice President or Treasurer in his/her fourth (4th) term. Such President, Vice President or Treasurer shall be eligible for election as Director by the General Meeting for a further fifth (5th) term; and if he is appointed by the Board to serve for the fifth (5th) term in the position of President, Vice President or Treasurer, then he/she shall be eligible for election as Director by the General Meeting for a final (6th) term. No one can be elected as President, Vice President or Treasurer for more than four (4) consecutive terms in the same position.

For the purpose of eligibility for re-election and continuous office all previous terms served shall be counted irrespective of the length of the term except for the term of a person appointed by the Board to fulfill a vacancy under Article 19. In such case the person so

appointed shall be deemed not to have served a term in his office for the purpose of eligibility for re-election and continuous office.

**Agenda 2: Notice for Annual General Meeting No. 1/2015 (Tuesday, 28th April 2015)**

The President informed the meeting that Annual General Meeting No. 1/2015 of the Thai-Hong Kong Trade Association will be held on Tuesday, 28<sup>th</sup> April 2015 from 18:00 - 21.00 hrs. at the Evergreen Laurel Hotel Bangkok, Evergreen Hall, 2<sup>nd</sup> Floor. And The President invited members to attend as this is a good opportunity for all voting members to discuss THTA related issues and to elect a new Board of Directors who will lead THTA on your behalf throughout 2015.

**Agenda 3: Other Business**

There being no other business, the President thanked the members for their attendance.

The meeting was adjourned at 18.00 hrs.

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**Mr. Danny Yu**

**President**

**Thai – Hong Kong Trade Association**