



HONG KONG INTERNET REGISTRATION CORPORATION LIMITED (HKIRC)

DIRECTOR NOMINATION FORM – DEMAND CLASS

(Nomination Deadline: 1 April 2020, before HKT18:00)

Candidate Information (Demand Class)

Full Name: _____

Title: Mr/Ms/Miss/Others, please specify _____

Address: _____

Email: _____

Mobile: _____

Optional: _____

Office Phone Number: _____

Fax: _____

- I hereby consent to be nominated as a Candidate standing for election to the Board of Directors of the HKIRC for the same Class of Membership as the Proposer and Seconder at the 2020 Annual General Meeting.
- I consent to act as a Director of HKIRC, if elected, and understand that the Director of HKIRC is a public servant under the Prevention of Bribery Ordinance in Hong Kong.
- I confirm I have attained the age of 18, am not an undischarged bankrupt and there has been no order disqualifying me from acting as a Director issued by any Court.
- I attach a copy of my HKID card/passport to prove my identity. I also understand that I have the option to show my HKID/passport to relevant staff at HKIRC's office instead.
- I agree that HKIRC can publish my name as a candidate on HKIRC's website after verification of this nomination form.
- I agree that HKIRC can send my profile and election platform** (not to exceed one A4 page) to members of the relevant class and HKIRC can post such information on HKIRC's website.
- I acknowledge and agree that the collection of the personal information by HKIRC is solely for the purpose of nomination and election processing. The Privacy Policy of HKIRC can be accessed at https://www.hkirc.hk/en/privacy_policy/. The information will be handled and retained in strict confidence.

Signed by Candidate: _____

Date: _____

*** Candidate is required to send the personal profile and election platform to membersenquiry@hkirc.hk before 16th April 2020. The personal profile and election platform shall be written in English and/or in Chinese, no more than one A4 page each in Microsoft Word (.doc) or Acrobat (.pdf) format. The maximum size of the email is 1 MB.*



HONG KONG INTERNET REGISTRATION CORPORATION LIMITED (HKIRC)

DIRECTOR NOMINATION FORM – DEMAND CLASS

Proposer Information (Demand Class)

Full Name:

_____ *(Please fill in company name if the Proposer is a corporate member)*

Name of Member's Representative*:

_____ *(for corporate member only)*

Address:

Email:

Mobile:

- I/We nominate _____ (name of Candidate), the Candidate named above on Page 1 of this form, to stand for election to the Board of Directors of the HKIRC for the aforesaid Class of Membership.
- *(For individual member and corporate member's representative)* I confirm I have attained the age of 18 and attach a copy of my HKID card/passport to prove my identity. I also understand that I have the option to show my HKID/passport to relevant staff at HKIRC's office instead.
- *(For individual member)* I hereby declare that I am residing in Hong Kong and I have met all the eligibility requirements of the membership class under Section B of the enclosed Guidelines for Nomination and Election of Directors and have sufficient competence to act in this capacity.
- *(For corporate member's representative)* I hereby declare that I am the authorized representative of the member and have full legal capacity and sufficient competence to act on behalf of the member. I also declare that the member has met all the eligibility requirements of the membership class under Section B of the enclosed Guidelines for Nomination and Election of Directors.
- I/We agree that HKIRC can publish my/our name as a Proposer on HKIRC's website after verification of this nomination form.
- I/We acknowledge and agree that the collection of the personal information by HKIRC is solely for the purpose of nomination and election processing. The Privacy Policy of HKIRC can be accessed at https://www.hkirc.hk/en/privacy_policy/. The information will be handled and retained in strict confidence.

Signed by Proposer:

_____ *(by the member's representative with company chop if the Proposer is a corporate member)*

Date:

Company Chop:

**Please refer to Paragraph 9 of the enclosed Guidelines for Nomination and Election of Directors*



HONG KONG INTERNET REGISTRATION CORPORATION LIMITED (HKIRC)

DIRECTOR NOMINATION FORM – DEMAND CLASS

Secunder Information (Demand Class)

Full Name:

_____ *(Please fill in company name if the Secunder is a corporate member)*

Name of Member's Representative*:

_____ *(for corporate member only)*

Address:

Email:

Mobile:

- I/We second the nomination of _____ (name of Candidate), the Candidate named above on Page 1 of this form, to stand for election to the Board of Directors of the HKIRC for the aforesaid Class of Membership.
- *(For individual member and corporate member's representative)* I confirm I have attained the age of 18 and attach a copy of my HKID card/passport to prove my identity. I also understand that I have the option to show my HKID/passport to relevant staff at HKIRC's office instead.
- *(For individual member)* I hereby declare that I am residing in Hong Kong and I have met all the eligibility requirements of my membership class under Section B of the enclosed Guidelines for Nomination and Election of Directors and have sufficient competence to act in this capacity.
- *(For corporate member's representative)* I hereby declare that I am the authorized representative of the member and have full legal capacity and sufficient competence to act on behalf of the member. I also declare that the member has met all the eligibility requirements of the membership class under Section B of the enclosed Guidelines for Nomination and Election of Directors.
- I/We agree that HKIRC can publish my/our name as a Secunder on HKIRC's website after verification of this nomination form.
- I/We acknowledge and agree that the collection of the personal information by HKIRC is solely for the purpose of nomination and election processing. The Privacy Policy of HKIRC can be accessed at https://www.hkirc.hk/en/privacy_policy/. The information will be handled and retained in strict confidence.

Signed by Secunder:

_____ *(by the member's representative with company chop if the Secunder is a corporate member)*

Date:

Company Chop:

**Please refer to Paragraph 9 of the enclosed Guidelines for Nomination and Election of Directors*



GUIDELINES FOR NOMINATION AND ELECTION OF DIRECTORS

Unless as executed by HKIRC, this form will be voided if any term in this form is changed. In case of dispute, the version holds by HKIRC shall prevail and HKIRC reserves the right of final decision.

This form may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Notwithstanding the foregoing, this form (including all counterparts (if any)) must be submitted to HKIRC in one lot by post or by hand (HKIRC Address: Unit 501, Level 5, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong - Attn: C.E.O.). For the avoidance of doubt, if this form (including all counterparts (if any)) are not submitted to HKIRC in one lot, the nomination will NOT be accepted or processed by HKIRC, and will be regarded as void.

The following information contains relevant extracts from the Memorandum and Articles of Association of HKIRC and other information relevant to the election procedure. Please visit <https://www.hkirc.hk/doc/M&A.pdf> to view the complete Memorandum and Articles of Association.

A. Eligibility for Nomination

1. Each Candidate shall be a natural person who has attained the age of 18 and is not an undischarged bankrupt.
2. Each Candidate shall be supported by two members from the same class of membership, one member as the “Proposer” and one member as the “Seconder”. Members can only nominate one or more Candidates which is equal to the number of vacancies to the Board of Directors for the relevant class. If a member nominates more candidates than the number of vacancies to the Board of Directors for the relevant class, HKIRC will only process the nominations which are received by HKIRC earlier in time as reasonably determined by HKIRC, up to and equivalent to the number of vacancies to the Board of Directors for the relevant class. Any additional nomination will be regarded as void and not be processed. For the avoidance of doubt, if more than one nomination is submitted to HKIRC in one lot, and such nominations in the lot would mean that a particular member has nominated more candidates than the number of vacancies to the Board of Directors for the relevant class, all the nominations made by that particular member in the said lot will be regarded as void and not be processed.
3. Each Candidate shall provide personal profile and election platform for posting on HKIRC website or/and sending to HKIRC members of relevant class.
4. A Candidate for election to the Board of Directors cannot stand for more than one class of Members at the same election.

B. Eligibility for Proposer and Secunder

5. Members acting as a Proposer or Secunder to a Candidate shall sign the Director Nomination Form as an indication of their support to the Candidate.
6. Both the Proposer and Secunder must be from the same class of membership as the class for which the Candidate is standing for.
7. Both the Proposer and Secunder must be a valid member. A valid member must have at least one .hk/ 香港 domain name in active status and is unexpired as of 15 May 2020.
8. HKIRC reserves the right to check the validity of membership of the Proposer and the Secunder whenever needed. Under such circumstances, the Proposer and the Secunder shall comply with the checking requirements of HKIRC. Any non-compliance will result in voiding of the nomination.
9. Member’s Representative must be the person registered in HKIRC’s Members Registration System.

C. Election and Voting

10. The election of Directors of HKIRC shall be conducted at an Annual General Meeting (“AGM”).
11. HKIRC may invite Members to nominate persons for election as Directors of HKIRC at any time before an election is due to take place.
12. If on the close of the nomination period, the number of Candidates standing for election to the Board of Directors for a class is equal to or less than the number of vacancies for such class, the nominated Candidates shall be elected automatically.
13. If the number of Candidates standing for election to the Board of Directors for a class is greater than the number of vacancies for such class, the election to the Board of Directors will be made by voting. HKIRC may invite Members to vote for the Candidates standing for election to the Board of Directors. Each member of a class is entitled to a number of votes which are equal to the number of vacancies to the Board of Directors for the relevant class. No member is allowed to cast more than one vote for each Candidate.
14. The Candidates receiving the greatest number of votes in their favour within their classes will be declared to be elected to the Board of Directors for such class. In the case of an equality of votes, the election shall be decided by drawing lots.
15. If the total number of Non-Appointed Directors (as defined under the Memorandum and Articles of Association of HKIRC) is less than 4, a by-election will be conducted to fill the vacancies within one month.

D. Notification

16. HKIRC will communicate with the Candidate, Proposer and Secunder by email in relation to the nomination. The Candidate, Proposer and Secunder shall have the full responsibility for the accuracy of the email address provided in this nomination form.
17. As internet communications may subject to interruption, transmission delay and error, HKIRC is not liable for any failures, malfunctions in communications facilities not under its control that may affect the accuracy or timeliness of internet communications sent or received by any party.

E. Governing Law and Submission to Jurisdiction

18. Any dispute relating to the nomination and election of Directors of HKIRC shall be resolved in accordance with the laws of Hong Kong and all parties to such dispute irrevocably submit to the exclusive jurisdiction of the Hong Kong courts.
19. If there is any inconsistency between the English version and the Chinese version, ***the English version shall prevail.***