

## CHINA SILICON VALLEY BUSINESS DEVELOPMENT

### Special Meeting of the Board of Directors

September 7, 2014  
10:00 am Pacific Standard Time  
20807 Stevens Creek Blvd, Cupertino, CA 95014

Directors Present: Victor Wang  
Stephanie Xu  
Thomas M. Shoesmith

Directors Absent: None

Present by Invitation: None

Tom Shoesmith, as the Secretary of the Corporation, welcomed those in attendance and called the meeting to order. The Directors asked Mr. Shoesmith to keep the minutes of the meeting.

#### 1. **NOTICE OF MEETING**

Mr. Shoesmith noted that he had given notice of this Special Meeting of the Board by email to all the directors more than 48 hours before the Meeting. All Board members were present at the meeting.

#### 2. **APPROVAL OF MINUTES**

Mr. Shoesmith distributed copies of Minutes of the Special Meeting of the Board on September 3, 2014. Several changes were suggested and Mr. Shoesmith was instructed to circulate revised Minutes.

#### 3. **INVITATION TO JOIN BOARD OF DIRECTORS**

The Directors noted that at the Special Meeting of the Board on September 3, 2014, the Board determined to expand the number of directors to five, leaving two vacancies on the Board of the Corporation. The Directors exchanged ideas as to who might be best to invite to fill these vacancies. The Board members unanimously agreed to meet again telephonically on Monday, September 8, 2014, to continue discussion on this item.

#### 4. **ADOPTION OF CSV POLICY MANUAL**

Mr. Shoesmith presented a draft Policy Manual for CSV, as requested by the Board at its last meeting. A copy is attached to these Minutes. After discussion, upon motion duly made and seconded and unanimously carried, it was:

RESOLVED, that the draft Policy Manual circulated by Mr. Shoesmith be adopted by the Board; and

RESOLVED FURTHER, that the Policy Manual be a “living document” subject to consideration, reconsideration and amendment at any time, and that it should be posted on the CSV website.

**5. CORRECTION OF ERRONEOUS PRESS REPORT**

The Board noted that an article had appeared in the Chinese-language press stating that CSV and a third party had signed an agreement on August 30, 2014. In fact, the agreement was signed between SinoSV, a private company owned by Mr. Wang. The Board agreed that the reporter who wrote the erroneous article should be informed of the incorrect statement.

**6. DATE OF NEXT MEETING**

As previously noted, the next Regular Meeting of the Board will be held at 5:30 p.m. on Wednesday, September 24, 2014, at the offices of Pillsbury Winthrop LLP, 2550 Hanover Street, Palo Alto, CA. This is an open meeting and volunteers and members of the public are cordially invited to attend.

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There being no further business to come before the meeting, on a motion duly made and seconded and unanimously carried, the meeting was adjourned.

Dated: September 7, 2014

/s/

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Thomas M. Shoesmith  
Secretary of the Meeting

## CHINA SILICON VALLEY

### POLICY MANUAL

(revised September 2014)

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This Policy Manual is approved by the Board of Directors of China Silicon Valley Business Development, a California Non-Profit Public Benefit Corporation (“we” or “CSV”). This Policy Manual will be posted on the our website. Comments and suggestions are welcome.

1. **Mission Statement:** CSV is committed to promoting investment and business communication and cooperation between China and the Silicon Valley. China Silicon Valley’s programs for its members and the community include the following:
  - Work with Silicon Valley city governments to drive increased investment and job growth by facilitating talent, technology and business exchange and investment between cities and businesses in China and their Silicon Valley counterparts.
  - Provide a one-stop network of service providers for government relations, legal, tax, consulting, networking, talent, real estate, etc. to facilitate Chinese government, businesses and individuals to invest, establish a factory or R&D center or other business activities in the Silicon Valley.
  - Build an extensive network of business partners from diversified industries in the Silicon Valley to carry out these activities.

China Silicon Valley receives its funding from membership and sponsorship including city governments, corporations and professional firms.

China Silicon Valley carries out its programs and administrative operations through its volunteers. A three member Board of Directors oversees the operations of the organization.

2. **Board of Directors.** We are governed by a Board of Directors (the “Board”) in accordance with our Articles of Incorporation and Bylaws. Article 3.4 of our Bylaws currently provides the number of directors must be no less than three and no more than five.
  - 2.1 **Regular Meetings of the Board of Directors.** The Board will hold a Regular Meeting, as contemplated by Article 4.3 of our Bylaws, once a month. Unless otherwise resolved or agreed, the meetings will be held on the [last] [Wednesday] of each month, at [5:30 pm], at [the offices of Pillsbury Winthrop Shaw Pittman LLP, 2550 Hanover Street, Palo Alto, CA].
  - 2.2 **Open Meetings.** The first regular Board meeting in each calendar quarter will be open to volunteers and other members of the public.
  - 2.3 **Annual Meeting.** The first Regular Meeting in each calendar year will be our Annual Meeting, as required by Article 4.1 of our Bylaws. The Annual Meeting will be an open meeting of the Board.
  - 2.4 **Regular Agenda.** At each open meeting of the Board, a financial report will be presented by CSV’s outside accountant, showing all receipts and expenditures of CSV in the relevant period of time.

- 2.5 Special Meetings of the Board. Special meetings of the Board may be called by any director on 72 hours' advance notice. Notice of special meetings must be given in accordance with Articles 4.4 and 4.8 of our Bylaws. Unless approved by the Board, special meetings are not open to volunteers or the public.
3. Communications Policy. *[to be discussed]*
4. Cooperation with Other Organizations.
- 4.1 General Policy. CSV encourages other organizations to co-sponsor, co-brand, co-host or co-organize events with CSV, where those events are determined by the Board as advancing the mission of CSV. Any such cooperation must be carried out in accordance with this Policy Manual. The provisions of this Section 4 are intended as minimum requirements; if a sponsor of an event with which CSV agrees to cooperate (a "Cooperation Opportunity") is willing to provide greater participation than set out here, the Board will gladly entertain such an offer.
- 4.2 Board Approval. Any Cooperation Event, any third party's use of the CSV name or logo, and any public indication of CSV's endorsement of an event, must be approved in advance by the Board by resolution or in writing. Any request for such approval must state clearly how CSV's cooperation will be characterized (e.g., "co-branded," "co-sponsored," "co-hosted," "co-organized," etc.) and both CSV and the authorized sponsor of the Cooperation Opportunity will only characterize their cooperation using the characterization approved by the Board.
- 4.3 Collateral Materials. At any Cooperation Opportunity, CSV's logo and endorsement must be clearly identified in any invitations and collateral materials. The Cooperation Opportunity must clearly identify the Event organizer and may not state or imply that CSV is the host or organizer. Any collateral materials (brochures, flyers, invitations, emails) which feature the CSV logo or indicate its endorsement or co-sponsorship must be approved in advance by the Board or its designee.
- 4.4 CSV Website and Communications. Any Cooperation Opportunity must be clearly identified as such, and not as a CSV-organized event, on the CSV website and in any other materials or communications published by CSV which mention the Event. Each such mention must be accompanied by the following:
- "This event is being organized by *[name of organization]* and not by China Silicon Valley. CSV has agreed to co-sponsor this event because we believe the event will help advance our mission to promote investment and business cooperation between China and Silicon Valley."
- 4.5 Expenses, Support and Resources. Unless approved in advance by the Board, no financial or other support or resources of CSV will be extended or may be used by the organizer or sponsor of a Cooperation Opportunity in connection with the Event. The organizer or sponsor of a Cooperation Opportunity may ask persons who may be volunteers of CSV to assist with an Event, but only if each such person is notified in advance, as follows, in writing:
- "This event is being organized by *[name of organization]* and not by China Silicon Valley. CSV has agreed to allow its name to be used as a "co-sponsor" or other similar reference because CSV believes this event can help advance the mission of China Silicon Valley. As a volunteer of CSV, you are under no obligation to volunteer or assist with this event, but you are of course free to do so if you wish."

- 4.6 Attendance at Events. China Silicon Valley will be afforded the right to have at least [three] representatives attend any Cooperation Opportunity without charge. One such representative will be afforded the right to make introductory remarks at the Event to describe CSV, its mission, and its co-branding of the Event.