



Discovery Bay Hillgrove Village Owners' Committee
Annual General Meeting 2018-2019

held on 30 October 2018, 8:00 pm at Multi-purpose Hall, Discovery Bay Office Centre,
Discovery Bay

Mr G H Koo of City Management (CM) opened the meeting by welcoming everyone present and declared the Meeting duly convened with the necessary quorum of owners being present or represented by proxy.

Mr Edwin Rainbow the Village Owners' Committee (VOC) Chairman welcomed the owners present and invited the representatives of VOC and the Renovation Working Group (RWG) to deliver a summary of the preparation and evaluation works done over the past two years for the renovation exercise, followed by a presentation of the detailed scope of work and tender analysis conducted by Messrs Ho and Partners the consultants. The summary and consultants' reports were presented in the Meeting.

1. Resolution of Renovation of Hillgrove Village

Before the voting, CM introduced the procedure of election and stated that all resolution put to the vote of the meeting should be decided on a show of hands unless a poll was demanded by at least one owner entitled present / present in person at the meeting in accordance to the sub-deed of Hillgrove Village. After asking the floor, there was an owner requesting to vote by poll. Thus, this agenda item was conducted by poll.

To resolve by simple majority the main scope of work of the renovation in the amount of \$31,508,727 and the appointment of Fulam Construction Engineering Company Limited (the lowest bidder) as the main contractor for Hillgrove renovation.

The owners or duly authorized representatives present then took a vote with the following result:

No.	Vote	Percentage
For	578	97.80%
Against	13	2.20%
Abstained	12	Not included in the base

It was resolved to appoint Fulam Construction Engineering Company Limited to carry out building renovation work in Hillgrove.

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To resolve to carry out each of the following 8 optional items:

The owners or duly authorized representatives present took a vote with the following result:

To carry out optional Items	For	Against	Abstained
Repainting work at internal wall and ceiling at services rooms and staircase	81.35%	18.65%	Not included in the base
Repainting work to metal items at services rooms and staircase	83.53%	16.47%	Not included in the base
Lift interior renovation and improvement work	88.16%	11.84%	Not included in the base
Replacement of existing steel doors with stainless steel doors at services rooms	76.44%	23.56%	Not included in the base
Ground floor lift lobby improvement work	88.95%	11.05%	Not included in the base
Independent flushing water stop cocks	86.00%	14.00%	Not included in the base
Lighting improvement work with LED lamps at typical floor lobbies	88.48%	11.52%	Not included in the base
Refurbishment of lift landing doors at typical floor lobbies	88.48%	11.52%	Not included in the base

It was resolved that all optional items would be carried out.

2. Outgoing VOC Chairman's Message

Before the election, Mr Edwin Rainbow being the retiring Chairman was invited to give a speech on behalf of the outgoing Committee.

Mr Rainbow had seen VOC enjoyed excellent relations with CM on the renovations on the maintenance of the Village, all emergencies were handled professionally and a number of small requests for improvements had been completed before the following Meeting. However, managing traffic coming into Hillgrove seemed never to have been properly controlled. He commented that it was not an easy problem to resolve in view of the exceptional pressure on parking space. Casual dumping of contractors' materials and tidiness of the estate were also something that returned often to the agenda. What had most upset the VOC was that certain complaints were repeated time and time again at the meetings.



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In particular about the question on the progress of a long outstanding debt recovery, the VOC was fortunate to have two accountants and they had worked well together and with CM to ensure a robust financial position. Unfortunately, the long outstanding debt from 2003 and discovered in 2014 had not (known to the VOC) been recovered. By members' calculation, and the reading of the Deed of Mutual Covenant, a sum owed by an owner amounted to HK\$524,641.72 when it was discovered by the VOC in November 2014. The VOC had tried very hard to recover this debt to help fund the renovation and the matter was raised at every VOC meeting since it was discovered. Big difficulties arose when issues exceeded the responsibility of estate manager - he was reduced to a messenger between the VOC and his senior managers. The VOC, and hence the Hillgrove Owners, were effectively not represented [on such matters] by the estate manager. Indeed, this VOC found that they were obstructed by their manager on important expectations that they had of the DMC - Deed of Mutual Covenant which they have all signed [as owners]. The outgoing Committee understood that the estate manager was in a difficult position, but the inescapable fact was that, in the view of the committee and with good reason, the Village had been poorly and unfairly managed, according to the DMC.

At some point of time during the meeting, an owner suggested moving forward to the election of new VOC. However, a previous VOC member would like Mr Rainbow to continue his report (the dialogs being conducted in Cantonese) and immediate support was received from the floor.

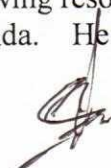
Mr Rainbow explained to the owner (above) that this Meeting was the only opportunity he had to speak to a large group of Owners on behalf of the VOC. In view of poor communications, he would use this opportunity to talk about communication and took the opportunity to circulate HILLGROVE QUORUM REGISTER form (as per attachment) explaining that CM could not provide the chairman with contact details, apparently for reasons of data protection and privacy. He further explained that he had written 49 times to Owners on the QUORUM LIST. He had the members pass the form around with the promise that the email would not be misused and that that they would not be passed to a new chairman without requesting permission.

The VOC had learned a lot from the experience, for example:

- It was implicit in the DMC that CM had to manage properly for all the Owners; and
- But because CM had failed to recover the debt and to use the legal advice the VOC obtained independently, the Hillgrove Owners were left with only the option being to organize independently to seek a fair remedy. The VOC may have to do this again in the future.

The problem for any VOC was that CM was not empowered to manage unfairly, but they are empowered to decide what is proper management according to the DMC. The DMC, therefore allows the Manager to obstruct, and this is what happening to this VOC.

So the retiring Chairman Mr Rainbow said he had requested the following resolution for this owners' meeting but CM failed to include the request in the agenda. He therefore asked to display the resolution on the screen for owners' reference.



Resolve that the Hillgrove owners:

- *Support the Hillgrove VOC in their efforts to review, communicate and properly interpret the PDMC and the Hillgrove Sub-DMC and to encourage City Management to enforce the same, properly, and in the interests of all owners, AND*
- *Endorse any legal opinions to be sought independently by owners in the interests of the owners in the past or in the future.*

Mr Rainbow suggested moving forward to the election.

Mr Kenneth Chan of CM intervened confirming some of what Mr Rainbow had said but adding some points of mitigation towards Mr G H Koo and in defense of CM.

Points agreed:

- confirmed communication problems and he would welcome a meeting with the VOC to see what could be done to improve;
- confirmed the estate manager was a messenger and could not be held responsible for his answers; and
- would work with the estate manager on why there were problems with the publishing of the minutes.

In defense of CM:

- CM was only an agent;
- The DMC was thirty years old; and

Mr Rainbow corrected the statements by explaining that the legal advice had cost him HKD18,000 and it argued in 57 paragraphs in favor of compound interest. He suggested that people read the DMC themselves to see if they found it was compound interest. This legal advice stood but had not been used by CM. He emphasized that the Small Claims Tribunal decision was only about recovering HKD18,000.

Mr Kenneth Chan announced that the outstanding debt had now been collected but not the interest.

Mr Rainbow finished the report and CM proceeded to the election of new VOC.

3. Election

CM announced that according to the Sub-Deed of Mutual Covenant (Sub-DMC) of Hillgrove, the VOC was composed of a Chairperson, a Vice-Chairperson and not less than five (5) members for a term of one year. The main purpose of the VOC was to discuss matters relating to the village. Every VOC meeting should have at least three (3) members present in order to meet the quorum. There would be at least six meetings with representatives from CM in a year. All meetings should be minuted and

copies of minutes would be displayed on notice boards within the Village. In addition, the Chairman would represent Hillgrove Village as a member of the City Owners' Committee (COC) which would meet at least four times a year to discuss matters relating to Discovery Bay as a whole.

CM introduced the procedure of election and stated that all resolution put to the vote of the meeting should be decided on a show of hands unless a poll was demanded by at least one owner entitled present / present in person at the meeting in accordance to the sub-deed of Hillgrove Village. After asking the floor, there was no request to vote by poll. Thus, this agenda item was conducted by a show of hand.

3.1 Election of Chairperson

CM announced that there was one candidate, Mr Edwin Rainbow who had indicated his consent for election of the post of VOC Chairperson. The candidate was proposed and seconded by the owners present or duly authorized representatives. As there was no further nomination, CM declared the nomination closed and Mr Edwin Rainbow was elected automatically as the VOC Chairperson for the ensuing year.

3.2 Election of Vice-Chairperson

CM announced that there was one candidate, Ms Janice Fung who had indicated her consent for election of the post of VOC Vice Chairperson. The candidate was proposed and seconded by the owners present or duly authorized representatives. As there was no further nomination, CM declared the nomination closed and Ms Janice Fung was elected automatically as the VOC Vice Chairperson for the ensuing year.

3.3 Election of Committee Members


CM further advised that there were thirteen (13) candidates who had indicated their consensus for election of the post of Committee members and asked the floor if there was any further nomination. As there was no further nomination, CM then declared the nomination closed and the candidates were as follows:

No	Name	Proposed	Seconded
1	Ms Alice Li	Yes	Yes
2	Mr Chung Kwok Wah	Yes	Yes
3	Mr Edmund Fan	Yes	Yes
4	Mr Edwin Tam	Yes	Yes
5	Fine Faith Limited – Mr Dominic Ho	Yes	Yes
6	Mr John Antweiler	Yes	Yes
7	Ms Kimberly Keng	Yes	Yes
8	Ms Lo Yuk Shan Connie	Yes	Yes
3	Mr Martyn Keen	Yes	Yes
10	Mr Michael McGuire	Yes	Yes
11	Ms Nikki Wepener	Yes	Yes
12	Straba Company Limited – Mr Nigel Reid James Hamilton	Yes	Yes
13	Mr Yiu Leslie Sheun Lai	Yes	Yes

Having been proposed and seconded by the owners present or duly authorized representatives, it was suggested having all the thirteen (13) candidates elected en bloc. The owners or duly authorized representatives present unanimously agreed to the suggestion. CM declared that the above-mentioned candidates were elected en bloc as Committee members for the ensuing term.

CM thanked everyone for attending the meeting and declared the AGM adjourned.

The Annual General Meeting was closed at 9:30 pm.


Chairperson