

The Hebe Haven Yacht Club Limited

**Minutes of the Annual General Meeting of The Hebe Haven Yacht Club Limited
held at the HHYC Conference Hall, 1/F, Pak Sha Wan Centre, Pak Sha Wan, Sai Kung, at 7.30 pm on 9 November 2023 (Thursday)**

The meeting commenced at 7.34pm at HHYC Conference Hall, PSWC		
No.	Item	Action
1	Conduct of the General Meeting of Members	
1.1	Lumi system log in process - The General Manager Paul ARKWRIGHT (PA) guided all Members present how to log in to the Lumi application, and instructed Lumi to begin recording the meeting.	
1.2	Welcome and quorum - There were 34 Members personally present, 46 online and 16 present via proxy. The total number of voting Club Members personally present and online was in excess of a quorum. - Therefore, in his capacity as Commodore and meeting Chair, Donald W. JOHNSTON (“DWJ”) declared the meeting open and welcomed all present.	
1.3	Introductions - DWJ introduced those on the dais (DWJ, SP, AG, DC, BC, HJ, EL, and those in attendance: General Manager—Paul ARKWRIGHT (PA), Minute Taker—Katherine TUTSCHEK (KT), Auditor—Albert CHUI and Scrutineer—Winter WONG to all present and noted that all General Committee (“GenCom”) members were present at the meeting, with the exception of Mr Clayton Yu (CY). Officers attending in person Mr Sonny PAYNE (SP) Vice Commodore Mr Aaron A GOACH (AG) General Secretary Mr Daniel CHAN (DC) Honorary Treasurer Mr Eddy Kin Pong LO (EL) Rear Commodore—Operations Mr Harvey J JESSOP (HJ) Rear Commodore—Sail Training Ms Bridget CHAN (BC) Rear Commodore—Sailing GenCom members attending in person Mr David LAM (DL) Ms Frances L HURLEY (FH) Mr Joseph CP LAU (JL) Mr John KK LO (KKL) Mr Simon A ROBERTSON (SR) GenCom members attended online Mr Andrew BROWN (AB)	
1.4	Meeting format - DWJ explained that the meeting would handle the resolutions required by the Club’s Articles of Association (“AoA”) and the Hong Kong Companies Ordinance. - The meeting would be held in a hybrid format via Lumi Asia Limited (“Lumi”). Lumi would handle voter registration, vote collection and counting. - Online attendees could watch a live stream of the meeting and vote and submit written questions via the Lumi application. Attendees who were personally present would also vote using the Lumi application. - The Club had sent information to all Members in advance about how to attend online. - The meeting would be conducted in English, with simultaneous interpretation into Cantonese. - DWJ reminded those personally present to make sure that they stated their name and membership number before making comments or questions, to keep comments and questions brief, and to wait for Lumi staff to hand them a microphone before speaking (so that the interpreter and those online could hear the question).	
2	Special Awards (presented by HJ)	
2.1	Sanibel HARPER - Ms Harper was the “most improved sailor” this year at HHYC’s Sportsboat Clinic. - Cadet Member for ~4 years, recently aged 18 upgraded membership to Junior Member.	
2.2	Sophie Zhuowen SHAO - Ms Shao began sailing with the Sun Hung Kai Scallywag Foundation Programme, then moved into Hebe Dragons where she demonstrated great leadership, and joined Green Fleet in 2021. - She placed fifth in the HKODA National Dinghy Championships 2022 when she was just ten years old, in the top five in the Around Middle Island Race 2023, and 29 th in the HKODA Selection Regatta.	

2.3	<p>John SO</p> <ul style="list-style-type: none"> - Father of a Hebe Dragon sailor and former Captain of the Optimist fleet—for dedication in nurturing and encouraging the entire squad of sailors. - Served the Club for ~5 years, helping Alfie with managing communications. - Served as team leader for the Hong Kong squad that participated in the Asian championships in South Korea. 	
2.4	<p>Dorothea ZEPPEZAUER</p> <ul style="list-style-type: none"> - Dorothea Zeppezauer had been a very active member of the Sailing Development Committee and had taken on the role of lead parent for the Hebe Dragons team. Passionate to ensure the team's continued development, Dorothea played a crucial role in helping manage the team's overseas activities and training sessions. - Ms Zeppezauer was not present at the meeting; therefore, Membership Manager—Jessica YAU would ensure that she received her award. <p><i>7.50pm Sanibel Harper, Sophie Zhuowen Shao, and John So left the meeting.</i></p>	PA
3	Voting procedure (presented by AG)	
3.1	<p>Conduct of the meeting</p> <ul style="list-style-type: none"> - The AGM would be minuted, and a video and audio recording made of meeting proceedings. The purpose of the video and audio recordings was to observe the voting process and conduct in case of dispute and would not be used for any other purpose. - Only business notified to Members via the Notice of AGM could be dealt with at the AGM. - Eleven questions had been submitted 72 hours or earlier before the AGM. GenCom was not required to answer any other questions at the AGM but could take more questions if there was extra time. If a question required more time to answer than was possible at the AGM, GenCom would defer answering it to a later date. Only voting Members were entitled to ask questions. - AG confirmed that a simple majority (i.e. at least 50% of the total votes) was required for a resolution to pass. 	
3.2	<p>Lumi application tutorial</p> <ul style="list-style-type: none"> - AG asked Members to log in to the Lumi application via their computer, tablet, or mobile phone using the log-in link they received from Lumi prior to the meeting. - When a ballot was open for a resolution, the device would display voting options (“For,” “Against,” and “Abstain”), and the Member could press on their choice. - Members would have 60 seconds to make their choice, then the voting results would be displayed on the screen. - Members would do a test resolution before voting on actual resolutions to familiarise themselves with the system and troubleshoot any technical difficulties. <p>Questions received from Members on the Lumi App are summarised in Annex III.</p>	
3.3	<p>Test resolution</p> <ul style="list-style-type: none"> - The test resolution appeared on the screen and was open for voting. - Members finished voting, the ballot was closed, and the results were displayed on the screen. - Questions from Members about the test resolution logistics are summarised in Annex IV - Everyone present confirmed they had logged into the platform and there were no more questions. - AG reminded Members that if they left the meeting before finishing voting, they should log out of the application so no one else could vote on their behalf. 	
4	Resolution 1 - 2022 AGM minutes (presented by DWJ)	
4.1	<p>Number of Members registered and number of votes</p> <ul style="list-style-type: none"> - DWJ confirmed that the Scrutineer had submitted a report of the Members registered to vote. At the time of the report (7.27pm), there were 96 Members registered including those personally present, online and those represented by proxy—representing a total of 348 votes. 	
4.2	<p>Resolution 1</p> <ul style="list-style-type: none"> - DWJ confirmed that the minutes of the 2022 AGM had been circulated to Members with the Notice of AGM 2023. - Therefore, Kay PATTERSON (P-154) proposed that the minutes of the Annual General Meeting held on 10 November 2022 be approved, seconded by Mark HOUGHTON (H-173). - AG declared that the ballot was now open for voting on Members' devices, and that Members had 90 seconds to cast their vote. - AG confirmed that everyone had voted before closing the ballot. - The Scrutineer confirmed the vote count, and DWJ declared that the proposal had been approved. - (Resolution #1 per Annex I) 	DWJ
5	Resolution 2 - Commodore's Annual Report	

5.1	<p>Annual Report of the Commodore</p> <ul style="list-style-type: none"> - DWJ confirmed that the Commodore’s Report had been circulated to Members in the 2022-2023 Annual Report and Accounts (blue booklet) that accompanied the Notice of the AGM. The report was taken as read, and a summary followed: <p>Lease of Pak Sha Wan Centre (“PSWC”)</p> <ul style="list-style-type: none"> - The Club had moved into PSWC, which had freed up more hardstand boat spaces and provided sufficient and compliant office space for staff. - By moving into PSWC, the Club was also able to clear away some unauthorised building works which is a requirement of renewing the Private Recreational Lease (“PRL”). <p>Garden Bar Annex reconfiguration and lift project</p> <ul style="list-style-type: none"> - At the 2022 AGM, Members had asked about the Garden Bar Annex and lift project in that GenCom had said the project would be started in FYE2023. It was clarified that while this was true, the project would not be finished in the same financial year. After the required planning and regulatory works were completed, the lift works would commence soon after. The Planning and Works Committee would give a recommendation to GenCom at the next GenCom meeting after reviewing the relevant tenders. <p>Private Recreational Lease renewal</p> <ul style="list-style-type: none"> - DWJ reiterated the importance of getting the Club’s PRL renewed. - The Club had enough money to pay the land premium and was doing well at fulfilling the PRL’s “opening-up” requirement. PSWC was also part of the Club’s efforts to get the lease renewed. - External socio-economic pressures were costing the Club some money, but this issue was affecting clubs and restaurants throughout Hong Kong, and the Club was doing well considering the current external climate. - DWJ noted that, apart from works directly associated with regulatory compliance, no additional building works would be carried out until the lease renewal was approved. <p>Population and GDP</p> <ul style="list-style-type: none"> - DWJ presented two graphs, one of population in Hong Kong and one of GDP per capita in Hong Kong from 2000 to 2023. - The graphs showed the population of Hong Kong had decreased in the past four years. As a result, Club membership had also decreased with the number of voting Members at the Club dipping in September 2022, January 2023 and August 2023. This trend was mirrored in many other clubs in Hong Kong, which had similarly experienced declines in membership. - The lack of population growth due to civil unrest and the pandemic also meant GDP per capita in Hong Kong had not grown since 2017. - Nightlife and restaurants across Hong Kong were still suffering, including the Club restaurant. - However, the population in Hong Kong was now starting to increase, albeit with a different demographic. DWJ believed the Club’s membership numbers were on the cusp of improving. <p>Annual staff separations</p> <ul style="list-style-type: none"> - DWJ presented a graph of the Club’s annual staff separations from January 2018 to November 2023. - Many companies in Hong Kong were having trouble retaining staff, and the Club was no exception. This had affected the Club’s ability to train staff and had implications for Club safety. - There were some points in the last year where 42% of Club staff had less than a year’s experience. As of November 2023, the number was at 25%, and the Club’s goal was to lower it 10 – 15%. The hiring situation in Hong Kong seemed to be stabilising and if the Club could maintain its current trend of staff retention it would further enhance its resilience. 	
5.2	<p>Treasurer’s Report (presented by DC)</p> <ul style="list-style-type: none"> - The report was taken as read. Highlights followed: - Financial results for 2022-2023 reflected the impact of COVID-19 and corresponding government restrictions imposed on the Club. - Cash generated from Club operations (EBITDA) decreased from HK\$3.7 million in FYE 2022 to HK\$2.8 million in FYE 2023. - The operating margin decreased from 6.2% in FYE 2022 to 4.6% in FYE 2023. - The Club was trying very hard to maintain its recurring income to cover recurring expenses, and DC hoped this would continue in FYE2024. - The Club’s deficit increased significantly from HK\$0.5 million in FYE 2022 to HK\$2.9 million in FYE 2023 as a result of factoring in depreciation for several large capital expenditure projects in FYE 2023. - These issues could be addressed in three ways: (i) by maintaining positive operating cash flow in Club operations by way of prudent financial discipline; (ii) stringent budget and budgetary controls on revenue and costs; and (iii) enhanced KPIs to ensure everyone at all levels complies with targets for FYE 2024. 	
5.3	<p>Written Questions</p> <ul style="list-style-type: none"> - The Officers then addressed eleven written questions that had been submitted by Members prior to the AGM: 	

Q1 | As membership continues to drop, together with Club revenues, what new initiatives are being considered in order to attract new members and grow the existing membership base?

A1 | PA: There are three ways to deal with it.

- *The first way is by improving what the Club offers to potential Members, as well as current ones.*
 - This will also help retain current Members. To this end, the Club had already established relationships with yacht clubs in Shenzhen, established a new local reciprocal relationship with Club Lusitano, and was planning to set up more reciprocal clubs overseas.
 - The Club would utilise PSWC to hold PVOL theory courses, with practical PVOL training on boats at HHYC. PA was keen to hold more Member and community events at PSWC and welcomed Members' suggestions on such.
 - Prices had been reduced for 44% of menu items and alcohol prices were now competitive with all other yacht clubs and local outlets. The Club would also offer more Member discounts at local stores.
 - GenCom was working on enhancing Club facilities. This would take some time, but the restaurant, washrooms, balcony, and slipway were already finished, and the restaurant chairs were nearly finished. More storage space would be created in the Garden Bar, and an ocean view sightline would be re-opened.
 - Waiting lists for boat facilities had also been drastically reduced.
- *The second way involved attracting new members while and after improving the Club's offerings.*
 - To this end, the Club had hired a Membership Officer to assist Jessica in coordinating membership drives (two had already been held), and the PR team, Sailing Centre, and Membership team were all working to attract new members, particularly those in the 20-30 range. Therefore, the Club had reduced entrance fees for the 21-30 age group.
- *The third way was to widen the Club's reach to the local community.*
 - The new Marketing Officer was fluent in Mandarin, which would be useful for cross-border and local events.
 - Five community vendors had already been scheduled to hold events at the Club at the end of November 2023.

Follow-up question from a Member:

- Q1a | Kay PATTERSON (P-154): I feel the Club should charge non-Members more to use Club dining facilities or offer Members a reduced rate. Parents of Cadets and guests of Members can currently pay by Octopus and pay the same rate as Members. There is no benefit of paying for a membership.
- A1a | PA: would look into this idea for the Club restaurant. There are already different prices for Members and non-Members at the Sailing Centre and for Club merchandise. The Club also no longer allows non-Member parents of Cadets to use Club dining facilities.
- All vendors for programmes held at the Club must provide a discount to Members who join the programme. Non-Members joining programmes in PSWC no longer have access to other Club facilities. The Club now encourages them to become a Member.

PA

5.4

- Q2 | With the investments made in PSWC, it has been obvious to many Members and indeed potential Members that the F&B areas of the Club, exclusively have suffered neglect. There has been little to no significant change within the footprint of the restaurant and bar areas. The bar itself remains furniture to prop up new marketing concepts with mostly beverages and wine, plus support bottled water and attendant drinking glasses. Had a House Committee been formed with interests into F&B, this area would have been subject to ideation and improvement.
- A2 | PA: The first task was to renovate and enhance the Restaurant. Roofing leaks were fixed, as well as flooring repairs and a complete overhaul and replacement of the air conditioning. The footprint will likely change during Regatta Deck construction. In the meantime, a better Members' area will be created in the Garden Bar so Members can exist more comfortably with the training activities held there.
- The bar counter is now clear of marketing materials, and there is a suggestions book for Members. I look at the comments daily and will keep Members abreast of action taken.
- Members can give feedback to the F&B Committee on anything they think the Restaurant and bar needs, or anything around the Club that needs repairing.

5.5

- Q3 | I propose that a House Committee be created and supported as a General Committee with a foothold into the Club's F&B management. Currently, there is much concern about food quality and menu pricing, together with general costings in alcohol, particularly wines and wine bottle pricing. HHYC far exceeds pricing limits seen in other legacy yacht clubs.
- A3 | PA: While this comment had validity in the past, the Club had already made substantial changes to lower F&B prices. HHYC now had the cheapest alcohol prices among comparable clubs. This does not help Club revenue, but it should entice more Members to spend more.
- I have already touched on the F&B Committee and the GM follows up on every item of feedback, and reports such to GenCom, with actions tasked to the F&B Department and/or Housekeeping whenever applicable.

Follow-up comments from a Member:

- Stuart PRYKE (P-138): Thank you for organising the re-varnishing of wooden furniture, fixing the

	<p>decking and putting a physical comment book in the bar.</p> <ul style="list-style-type: none"> - There should be a House Committee, part of which should focus on F&B, with an F&B Management representative present too. - The bar and Restaurant are the heart of the Club and their furnishings and interior design needs to be revamped to appeal to new Members. - The Club does not have a pool, gym, nor multiple restaurants or bars. We should learn from other small legacy clubs and offer different sports to attract new Members, otherwise the Club may sink. - I recommend reconstructing the flags and changing the name of the Rear Commodore of Sail Training to the Rear Commodore of Sports Training, to encompass a wider range of watersports besides sailing. 	<p>ALL</p> <p>ALL</p> <p>ALL</p> <p>ALL</p>
<p>5.6</p>	<ul style="list-style-type: none"> - Q4 It is the concern from many Members that overstaffing and the costs this creates impactively on HHYC is having a deeply pernicious effect on our Club. Overspending appears to have prevented both cosmetic investments in the social areas of the Club and prevented new initiatives from being developed. For many years, I have proposed HHYC parallels that of our other legacy Clubs and follow their examples into dragon boats, outrigger paddling, and coastal rowing. The paucity of interest shown by GenCom and the attendance to remaining “traditional,” is now costing us greatly, as a Club in dire need of new Members and crossover Members. - A4 SR: At the beginning of 2023, GenCom tasked me with heading an ad hoc committee to research the viability of forming a rowing and paddling group. However, there are so many different rowing and paddling options that the ad hoc committee needs time to conduct more research. We expect to introduce different rowing or paddling sports in 2024. <p>Follow-up comments from a Member:</p> <ul style="list-style-type: none"> - Stuart PRYKE (P-138): The Club has been looking at sports development for roughly five years already. The Club should offer coastal rowing, outriggering, paddling, and dragon boats, as other clubs do. It needs to have a more modern outlook and should strive to be the best small legacy club in Hong Kong. - I suggest the Club form a working group with RHKYC and ABC to look at paths forward. 	<p>SR</p>
<p>5.7</p>	<ul style="list-style-type: none"> - Q5 In trimming Club costs, undoubtedly to be controversial, those promoted into the General Committee, including Flag Officers, now need to get a better grip on the direction this Club is taking. We rank as the smallest legacy yacht club in Hong Kong and yet we have the highest per Member staff costs ratios. Staff management are privy to the Club menus and all staff are fed on a twice daily basis. By removing these privileges and bringing the Club into “industry convention,” where staff pay for their own food, the rear kitchen area will be available for fridge and food storage. Similarly, staff kitchen preparations can be removed from the kitchen staff and allow them to attend to improved concentrations towards Members’ F&B. - A5 PA: With regards to staff costs, when I started as General Manager staff morale was relatively low. After COVID-19 ended, staff turnover increased, and the Club was using many part-time employees (“PTEs”). The quality of service from PTEs was low relative to full-time employees (“FTEs”), and there were many complaints from Members about service quality. - I addressed these issues with the Human Resources Committee (“HRCOM”), and worked to boost staff morale, quality of service, training (including safety training), staff retention, as well as to increase the number of FTEs and offer more opportunities for career advancement at the Club. - To retain staff, the Club had to offer them competitive salaries, and this was done in a measured way. It is expensive to train staff—so we want to retain them and well-trained FTEs are better equipped and able to serve the Club and Members than are PTEs. - With regards to complimentary staff meals, eleven management staff are given a limited allowance to eat at the Club restaurant once a day. On rare occasions when working overtime, they are permitted two meals, but I always sign off on the second meal to make sure this is not abused. - Sixteen team leads have a lower F&B allowance and eat at their desks rather than in the Restaurant. Seventy-nine other staff members get shared ‘family meals’ served back of house and they eat in the staff canteen or at their desks. - Providing meals for staff does not take away from kitchen staff’s ability to serve Members. Serving Members is their priority. - The rear corridor is mainly for storage with a small area to serve staff meals—staff do not dine in this corridor. The new building plans include better space for food storage. - Staff meals are a small concession that help with staff retention and morale. <p>Follow-up questions and comments from Members:</p> <ul style="list-style-type: none"> - Q5a Christopher Charles HANSELMAN (H-258): There is another issue you are not addressing regarding staff development. There were loyal staff already at the Club and you usurped them. You showed the long-serving Filipino staff no loyalty until pressure was put on you from long-term Members. You replaced them with younger PTEs. How is this a good strategy? - A5a PA: Since 2021, the Club has offered staff better career advancement, competitive salaries, and a more robust training system. This has resulted in fourteen previous staff members—who had previously left the Club—returning to work again at the Club. The packages the Club offers its long-term employees now better reflects how we value their loyalty. - Q5b Kay PATTERSON (P-154): How many staff members does the Club currently employ? - A5b PA: There are currently 97 staff at the Club. There were previously 72, but the Club was struggling to manage with that number. 	

	<ul style="list-style-type: none"> - Q5c Stuart PRYKE (P-138): I polled Members a while ago, and the consensus was that a lot of food at the Club was not fit for consumption, just passable. Not many businesses give staff free food, so why should HHYC? The need for morale is in the past. Eliminating staff meals would free up space for fridges, freezers, and storage for Members' food. - A5c PA: The vast majority of other clubs in Hong Kong provide meals for staff, and this is standard for businesses that serve F&B. The budget for family meals is HK\$40 per person per meal at one meal per day—so this does not have a large financial impact on the Club and is a small thing that helps show staff that the Club cares. - So far as space goes, staff food is served on a trolley and takes up a tiny footprint. This area cannot be used for storage long-term anyways because it will have to be torn down and returned to the Government during the road widening. - Q5d Mr Pryke: I mean during the next couple years before the building is torn down. - A5d DWJ: We will lose the space in six months. We will discuss these issues at GenCom. - Q5e David CAMPBELL (C-068): How do HHYC's staffing numbers compare with other yacht clubs given the membership numbers and the numbers of restaurant options and facilities? - A5e PA: I will calculate those numbers and circulate them. - Q5f Sean BAYLIS (B-303): Who hired the 97 staff members and what do they do? - A5f PA: HR and I hired them and they all have very specific functions. It used to take a long time to get things done because there was a staff shortage. Each staff member has an important role and is necessary to keep the Club running smoothly and facilities in good repair for Members. I will circulate more detailed information after this meeting. 	<p>PA/ALL</p> <p>PA</p> <p>PA</p>
5.8	<ul style="list-style-type: none"> - Q6 Why does the Club still not have a Dockmaster? Can the General Manager advise where this position was advertised and why has the HHYC website vacancy site not included all available positions? - A6 PA: Kelly YEUNG left in February 2023 because of frequent verbal abuse from Members. I arranged for her transfer to the Sailing Centre to try and retain this talent, but that role did not suit her skillsets and she decided to leave. - In April 2023, Louis LAU transferred into the role from the Marine Department, but the role was also too challenging for him and he left after just two months. - Since 1 June 2023, we have been recruiting on various platforms (Recruit, JobsDB, Jobmarket, parttime.hk, moovup.com, and social media) and through staff networks, but still have not found anyone willing to do it. - It is an important role, so in the interim, the security team handles these dockmaster responsibilities. <p>Follow-up question from a Member:</p> <ul style="list-style-type: none"> - Q6a Kay PATTERSON (P-154): What action has been taken for Members who have been abusive? - A6a AG: I was not involved in the aforementioned incidents, but the Club currently has a zero-tolerance policy for abuse to staff, and all incidents of abuse are dealt with according to Club Bye-laws and AoA. 	
5.9	<ul style="list-style-type: none"> - Q7 The amount for depreciation of the Club's assets is stated at HK\$5,688,777 compared to HK\$4,162,412 in the previous year. What part of the 2022-2023 figure (if any) was influenced by a remaining lease term, compared with the straight-line policy set out on page 11 of the Auditor's Report? - A7 DC: Two capital expenditure projects were carried out in FYEs 2022 and 2023, namely the washroom refurbishment (~HK\$4.6 million) and office renovation (~HK\$0.65 million). - These are building improvements and would be influenced by the remaining lease term. The construction costs will be depreciated for up to five years until the end of the lease term in 30 June 2027. 	
5.10	<ul style="list-style-type: none"> - Q8 Revenue from government subsidies (anti-epidemic fund) is stated at HK\$2,260,000. What is the government subsidy revenue expectation for the 2023 - 2024 year, and to what extent is this budgeted? - A8 DC: No announcement has been made of a government subsidy for 2023 - 2024, so we have not budgeted for any. 	
5.11	<ul style="list-style-type: none"> - Q9 It is estimated (by me) that the true deficit for 2022-2023 was between HK\$4 million and HK\$5 million on a realistic depreciation and without the benefit of government subsidies. What is the current (mid-term) forecast estimate for the surplus for the 2023-2024 year? - A9 DC: The mid-term forecast estimate (i.e. actual figures from 1 April 2023 to 30 September 2023 and the forecast for the rest of the term (1 October 2023 to 31 March 2024)) is that there will be a deficit of HK\$7.87 million after allowing for depreciation (i.e. cash flow from operations (EBITDA)). If depreciation is excluded, it would be a HK\$0.85 million deficit. 	
5.12	<ul style="list-style-type: none"> - Q10 What measures do the General Committee intend to investigate or implement to bring the Club back to its mandated operating surplus (realistic depreciation included) of between 9 and 12%? - A10 DC: We will employ prudent financial discipline to increase revenue and reduce costs. We reviewed the mandate to generate a surplus in early 2023, and it was pointed out that the mandate included depreciation (a non-cash item) and could result in an untenable imposition on Members when depreciation escalated. 	

	<ul style="list-style-type: none"> - The original objective of the mandate in 1997 was to generate enough cash to build reserves to cover the cost of Club rectification and enhancement works. - However, going forward, the mandate should be reviewed and a decision made on whether to focus on EBITDA rather than surplus. - At the beginning of 2023, DC told GenCom he believes the Club can aim to maintain a 10-15% EBITDA surplus. This can be used as another measure for Club performance. <p>Follow-up comments from a Member:</p> <ul style="list-style-type: none"> - Mark ASHTON (A-076): In the Treasurer's Report on slide 29 there was an encouraging statement recognising that the Club and General Committee needed stricter financial controls. At the 2022 AGM, a former commodore said that the costs of the Club were dangerous at that time. I believe this was an appropriate assessment. GenCom must account for depreciation. If the Club doesn't have a surplus that accounts for depreciation, there will not be money to fix equipment when it breaks. - The government subsidy in 2023 was an unexpected windfall. If the Club had not received the subsidy, it would have had a HK\$5 million true deficit in 2023. - Members were wise to mandate a surplus of 10%. The Club needs to address HK\$10 million to get back on proper footing so it can build for its future. - The Club should form a finance sub-committee formed by experienced Club members with appropriate backgrounds to strengthen the financial control at the Club. - The Club should also hold regular forums so fewer questions need to be handled at the AGM. 	<p>DC</p> <p>ALL</p> <p>ALL</p>
5.13	<ul style="list-style-type: none"> - Q11 The Club has experienced a decline in the numbers of Full or Senior Associate Members from approximately 1,100 reported in 2014-2015 to only 900 today. The Report states that subscription paying Members under the age of 40 is a paltry 4% of total membership. In the light of the obvious implications on revenue and the vibrancy of the Club: What measures do the General Committee intend to undertake or to propose to membership to address this problem? - A11 AG: GenCom is constantly wrestling with this issue, but I am happy to hear about PA's membership and marketing initiatives and am confident in these new and fresh proposals. - I am also very happy and optimistic about the young Special Award winners at the beginning of this meeting. Providing a better pathway for Members, including pathways other than sailing, is what was intended by the new AoA. - The China Cup in Shenzhen is also an encouraging step forward. BC did an excellent job. We should view ourselves as a Greater Bay Club rather than just a Sai Kung Club and have broader membership goals in terms of where Members are from. - An applicant from Mainland China was recently approved as a Member of the Club. This is a step in the right direction. - GenCom will continue to monitor KPIs. <p>Follow-up questions and comments from Members:</p> <ul style="list-style-type: none"> - Q11a Stuart PRYKE (P-138): Which new proposals are you talking about? - A11a AG: I was referring to the proposals PA mentioned earlier in the meeting. GenCom will work with PA on these proposals and will benchmark HHYC with other clubs, even those who are not direct competitors but who offer other watersports such as rowing. - Hong Kong's population is aging, but a lot of young people from the Mainland are moving here, so the Club should broaden its target base for Members. - Mr Pryke: Hopefully Members will see progress has been made in moving the Club in a broader and more modern direction by the next AGM. The Club has great leadership who are capable of achieving it. - Q11b Lesley ANDERSON (A-134): Are we able to quantify in financial terms what the Club spends in manhours and resources on the 24 Hour Race? Conversely, what are the financial benefits to the Club? - A11b PA: The Sailing Centre hired a total of eight PTEs for the 24 Hour Race and F&B hired thirty. There were a total number of 3,737 manhours (2-3 shifts of staff), with a total cost of ~HK\$88,000. - There has never been any financial benefit to the Club for running the 24 Hour Race. In fact, the Race ran a small deficit of HK\$60,000 last year and HK\$69,000 this year. - However, the Club gets great PR from the event; it is good for the Club's corporate social responsibility and sustainable development goals; it helps the community, and it helps the Club fulfill the Culture, Sports and Tourism Bureau's (CSTB) "opening-up" requirements. - The 24 Hour Race has never been about profit; rather, it focuses on charitable objectives. <p>Comment from a Member:</p> <ul style="list-style-type: none"> - Kay PATTERSON (P-154): Many younger Members co-own or co-share boats. The Club could look at creating a membership category to include people like this. This could help the Club recruit more Members in their thirties. 	<p>ALL</p>
5.14	<p>Resolution 2</p> <ul style="list-style-type: none"> - Simon ROBERSTON (R-148) proposed that the Annual Report of the Commodore be adopted, seconded by Kay PATTERSON (P-154). - The proposal was approved. 	

	(Resolution #2 per Annex)	
6	Resolution 3—audited financial statements, GenCom Report and Independent Auditor’s Report	
6.1	<p>Resolution 3</p> <ul style="list-style-type: none"> - The audited financial statements, Report of the General Committee, and the Independent Auditor’s Report for the year ended 31 March 2023 had been circulated to Members with the Notice of AGM and were taken as read. - Frances HURLEY (H-272) proposed that the audited financial statements with the Report of the General Committee and Independent Auditor’s Report for the year ended 31 March 2023 be adopted, seconded by Kay Patterson (P-154). - The proposal was passed. <p>(Resolution #3 per Annex)</p>	
7	Resolution 4—Auditor FYE 2024	
7.1	<p>Resolution 4</p> <ul style="list-style-type: none"> - Simon ROBERSTON (R-148) that the appointment of Wong Brothers CPA Limited as the Auditor of the Club for Financial Year ending 31 March 2024 is approved, seconded by James MCLAREN-PEARSON (M-304). - The proposal was passed. <p>(Resolution #4 per Annex)</p>	
8	Resolution 5—annual audit fee	
8.1	<p>Resolution 5</p> <ul style="list-style-type: none"> - Mark HOUGHTON (H-173) proposed that the annual audit fee of HK\$86,700 be approved, seconded by Inge STROMPF-JEPSEN (S-186). - The proposal was passed. <p>(Resolution #5 per Annex)</p>	
9	Resolution 6.1—Rear Commodore—Operations	
9.1	<p>Resolution 6.1</p> <ul style="list-style-type: none"> - There was no opposition to each of the four Officers of GenCom whom were all nominated by the Nominating Committee (. As such, there was no proposer and seconder required for proposals 6.1 through 6.4. - The proposal was displayed and voted on. - The proposal that Eddy Kin Pong LO be elected as the Rear Commodore—Operations of the Club was approved. <p>(Resolution #6.1 per Annex)</p> <p>Question from a Member:</p> <ul style="list-style-type: none"> - Q Peter LONGE (L-555): Has the Club done any market research on what an auditor costs for a club of this size? - A DWJ: Yes, we have done the research, but do not get quotes every year. 	DWJ
10	Resolution 6.2—Rear Commodore—Sailing	
10.1	<p>Resolution 6.2</p> <ul style="list-style-type: none"> - The proposal that Bridget Yuk Lin CHAN be elected as the Rear Commodore—Sailing of the Club was approved. <p>(Resolution #6.2 per Annex)</p>	
11	Resolution 6.3—Rear Commodore—Sail Training	
11.1	<p>Resolution 6.3</p> <ul style="list-style-type: none"> - The proposal that Harvey JESSOP be elected as the Rear Commodore—Sail Training of the Club was approved. <p>(Resolution #6.3 per Annex)</p>	
12	Resolution 6.4—Honorary Treasurer	
12.1	<p>Resolution 6.4</p> <ul style="list-style-type: none"> - DWJ explained that the current Treasurer, Mr Daniel CHAN, was co-opted and he was also a Category “B” Officer—who, in the transition arrangements, were only elected for a one-year term. For both these reasons, he needed to be voted on at the 2023 AGM. - The proposal that Daniel CHAN be elected as the Honorary Treasurer of the Club was approved. <p>(Resolution #6.4 per Annex)</p>	
13	Resolution 7.1—GenCom Member	

13.1	<p>Resolution 7.1</p> <ul style="list-style-type: none"> - There were six candidates for five non-Officer positions on GenCom; therefore proposals 7.1 - 7.6 were contested votes. - All of the candidates had been recommended by the Nominating Committee; therefore, there was no need for a proposer and seconder for proposals 7.1 - 7.6. - A notice listing the nominated candidates had been circulated to Members and was taken as read. No Members in attendance at the AGM objected to this. - Kay PATTERSON was a former Group "A" GenCom member, and DL was co-opted to replace her when she resigned. Therefore, he stood for re-election at the 2023 AGM along with the other five candidates. - DWJ explained that the four successful candidates with the most votes at the 2023 AGM would become Group "B" GenCom members, and the candidate with the least votes would become a Group "A" GenCom member. - DWJ reminded Members that they could vote for just one candidate, up to a maximum of five candidates, but should not vote for all six candidates as there were only five positions available. - Members could vote "For," "Against," or "Abstain," but the result would be decided solely by the number of "For" votes. - The results of proposals 7.1 - 7.6 would be announced after the ballots for all six proposals were closed. - The proposal that Carol BIDDELL be elected as a member of the General Committee was approved. <p>(Resolution #7.1 per Annex)</p>	
14	Resolution 7.2—GenCom Member	
14.1	<p>Resolution 7.2</p> <ul style="list-style-type: none"> - The proposal that David CAMPBELL be elected as a member of the General Committee was not approved. <p>(Resolution #7.2 per Annex)</p>	
15	Resolution 7.3—GenCom Member	
15.1	<p>Resolution 7.3</p> <ul style="list-style-type: none"> - The proposal that Frances HURLEY be elected as a member of the General Committee was approved. <p>(Resolution #7.3 per Annex)</p>	
16	Resolution 7.4—GenCom Member	
16.1	<p>Resolution 7.4</p> <ul style="list-style-type: none"> - The proposal that David LAM be elected as a member of the General Committee was approved. <p>(Resolution #7.4 per Annex)</p> <p>Member questions:</p> <ul style="list-style-type: none"> - Q1 William KWAN (K-105): If I vote "For" for five candidates, and "Against" for the sixth candidate, will my ballot be void? - A1 SP: No, it will only be voided if you vote "For" for all six candidates. - Q2 Joseph CHAN (C-155): Right now there is a separate ballot for each candidate rather than all the candidates being listed on the same ballot. If I were to vote "For" for all six candidates, would the system know I had voted for one too many? Would the six ballots all be spoilt the same way a paper ballot would be, or would the system only void the vote you cast for the sixth candidate? - A2 SP: The system would know you voted for all six candidates, but unlike a paper ballot, it will not void your ballot or subtract your "For" votes from the final tally. However, this does not affect who wins or loses because your vote did not favour one candidate over another. It is a minor difference between the paper and online system. 	
17	Resolution 7.5—GenCom Member	
17.1	<p>Resolution 7.5</p> <ul style="list-style-type: none"> - The proposal that Simon ROBERTSON be elected as a member of the General Committee was approved. <p>(Resolution #7.5 per Annex)</p>	
18	Resolution 7.6—GenCom Member	
18.1	<p>Resolution 7.6</p> <ul style="list-style-type: none"> - The proposal that Michael SHARP be elected as a member of the General Committee was approved. <p>(Resolution #7.6 per Annex)</p> <p>Member question:</p> <ul style="list-style-type: none"> - Q1 SR: What happens in case of a draw? 	

	- A1 SP: We debated this before the AGM. The Chairman has a casting vote in the case of a draw, as provided for by the AoA.	
19	Resolution 8.1—Life Member	
19.1	<p>Resolution 8.1</p> <ul style="list-style-type: none"> - DWJ and GenCom decided to ask all Members to vote on Life Members rather than the Commodore or GenCom making the decision themselves. - Information about both nominees had been distributed to Members and was taken as read. - DWJ noted that CB had recused herself from all discussion and voting pertaining to this nomination in GenCom. - The proposal that Carol BIDDELL (B-280S) be elected as a Life Member of the Club was approved. <p>(Resolution #8.1 per Annex)</p>	
20	Resolution 8.2—Life Member	
20.1	<p>Resolution 8.2</p> <ul style="list-style-type: none"> - The proposal that Chun Keung CHAN (C-448) be elected as a Life Member of the Club was approved. <p>(Resolution #8.2 per Annex)</p> <p>Member question:</p> <ul style="list-style-type: none"> - Q1 a Member asked whether all the candidates could be put on the same ballot next time rather than having individual ballots for each one. - A1 DWJ and SP confirmed that this was definitely possible and would be done for the 2024 AGM. - Q2 Joseph CHAN (C-155): Tonight is the first hybrid AGM. Would the Club study the results of the meeting to see how many Members attended remotely and how everything went? - A2 DWJ: The Auditor would prepare a routine report on the voting problems and procedures, and the Club will conduct their own evaluation of whether the Club should continue to conduct hybrid meetings or return to paper. <p><i>Post-meeting note: see Annex II for attendance records—in-person, online and via proxy.</i></p>	DWJ
21	Special Awards cont'd (presented by DWJ and SP)	
21.1	<ul style="list-style-type: none"> - Special Awards recognise service to the Club. <p>Mark ASHTON</p> <ul style="list-style-type: none"> - DWJ presented an award to Mr Ashton in recognition of the excellent work he had done as Club Historian. 	
21.2	<p>Aadarsh Natteri MANGADU</p> <ul style="list-style-type: none"> - Mr Mangadu was one of the most enthusiastic new Members GenCom had seen and was highly praised by other Members. He volunteered frequently and did a large range of tasks for the Club. - As Mr Mangadu was attending the AGM online, Jessica YAU would see to it that he received his award. 	
21.3	<p>Kay PATTERSON</p> <ul style="list-style-type: none"> - DWJ presented an award to Ms Patterson in recognition of her services on the General Committee. 	
21.4	<p>Elizabeth SHARP</p> <ul style="list-style-type: none"> - DWJ presented an award to Mrs Sharp for going above and beyond the call of duty when problems arose. 	
21.5	<p>Sara HOUGHTON</p> <ul style="list-style-type: none"> - SP awarded the Vice Commodore's Cup to Sara HOUGHTON in recognition of her being an active volunteer whose enthusiasm had helped to nurture the next generation of sailors. - As Mrs Houghton was not personally present at the meeting, Mark HOUGHTON accepted the award on her behalf. 	
21.6	<p>Kay RAWBONE</p> <ul style="list-style-type: none"> - DWJ presented the Commodore's Cup to Lady Rawbone in recognition of the wonderful work she did with Sailability at the Club. - Lady Rawbone thanked HHYC for its support and gave credit to Mike Rawbone as well. 	
22	Closing remarks (presented by DWJ)	
22.1	<ul style="list-style-type: none"> - GenCom would look at whether or not to hold another hybrid AGM. - Preparing for an AGM took a lot of work, and preparations started in July. The AGM went well, but DWJ hoped future AGMs could finish faster and would troubleshoot the process. - DWJ thanked everyone who helped to make the AGM happen, including Jessica and other staff who 	

	<p>put in long hours, PA, and GenCom members on the dais for preparing answers to questions.</p> <ul style="list-style-type: none">- As Members attending online could not partake of refreshments after the meeting, Accounts would credit each Member's account with a HK\$100 voucher as a token of the Club's appreciation for attending. The value of the voucher was roughly equivalent to the cost per head for Members who were personally present.- PA thanked DWJ for all his hard work.- DWJ rang the bell and declared the AGM closed.- Refreshments were served.	
	<p>There being no further business, the meeting closed at 11.13pm.</p>	

Mr Don Johnston
Commodore

Mr Aaron Goach
Honorary Secretary

ANNEX I
ANNUAL GENERAL MEETING HELD ON 9 NOVEMBER 2023
RESOLUTIONS

Resolution #1

THAT the minutes of the Annual General Meeting held on 10 November 2022 be approved.

Proposer: Kay PATTERSON (P-154); Seconder: Mark HOUGHTON (H-173)
PASSED (For: 244; Against: 17; Abstain: 11)

Resolution #2

THAT the Annual Report of the Commodore be adopted.

Proposer: Simon ROBERTSON (R-148); Seconder: Kay PATTERSON (P-154)
PASSED (For: 250; Against: 15; Abstain: 6)

Resolution #3

THAT the audited financial statements with the report of the General Committee and Independent Auditor's Report for the year ended 31 March 2023 be adopted.

Proposer: Frances HURLEY (H-272); Seconder: Kay PATTERSON (P-154)
PASSED (For: 234; Against: 22; Abstain: 6)

Resolution #4

THAT the appointment of Wong Brothers CPA Limited as the Auditor of the Club for Financial Year ending 31 March 2024 be approved.

Proposer: Simon ROBERTSON (R-148); Seconder: James MCLAREN-PEARSON (M-304)
PASSED (For: 250; Against: 5; Abstain: 22)

Resolution #5

THAT the annual audit fee of HK\$86,700 be approved.

Proposer: Mark HOUGHTON (H-173); Seconder: Inge STROMPF-JEPSEN (S-186)
PASSED (For: 238; Against: 10; Abstain: 18)

Resolution #6.1

THAT Eddy Kin Pong LO be elected as the Rear Commodore--Operations of the Club.

Nominated by Nominating Committee
PASSED (For: 241; Against: 20; Abstain: 9)

Resolution #6.2

THAT Bridget Yuk Lin CHAN be elected as the Rear Commodore--Sailing of the Club.

Nominated by Nominating Committee
PASSED (For: 239; Against: 16; Abstain: 10)

Resolution #6.3

THAT Harvey JESSOP be elected as the Rear Commodore--Sail Training of the Club.

Nominated by Nominating Committee
PASSED (For: 229; Against: 36; Abstain: 11)

Resolution #6.4

THAT Daniel CHAN be elected as the Honorary Treasurer of the Club.

Nominated by Nominating Committee
PASSED (For: 243; Against: 10; Abstain: 23)

Resolution #7.1

THAT Carol BIDDELL be elected as a member of the General Committee.

Nominated by Nominating Committee
PASSED (For: 164; Against: 0; Abstain: 0)

Resolution #7.2

THAT David CAMPBELL be elected as a member of the General Committee.

Nominated by Nominating Committee
NOT PASSED (For: 118; Against: 0; Abstain: 0)

Resolution #7.3

THAT Frances HURLEY be elected as a member of the General Committee.

Nominated by Nominating Committee
PASSED (For: 148; Against: 0; Abstain: 0)

Resolution #7.4

THAT David LAM be elected as a member of the General Committee.

Nominated by Nominating Committee
PASSED (For: 206; Against: 0; Abstain: 0)

Resolution #7.5

THAT Simon ROBERTSON be elected as a member of the General Committee.

Nominated by Nominating Committee
PASSED (For: 129; Against: 0; Abstain: 0)

Resolution #7.6

THAT Michael SHARP be elected as a member of the General Committee.

Nominated by Nominating Committee
PASSED (For: 128; Against: 0; Abstain: 0)

Resolution #8.1

THAT Carol BIDDELL (B-280S) be elected as a Life Member of the Club.

Nominated by General Committee
PASSED (For: 146; Against: 52; Abstain: 44)

Resolution #8.2

THAT Chun Keung CHAN (C-448) be elected as a Life Member of the Club.

Nominated by General Committee
PASSED (For: 153; Against: 72; Abstain: 35)



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10 November 2023

Dear Members

Results of Resolutions proposed at the Annual General Meeting (AGM) on 9 November 2023

We are pleased to announce that the AGM of the Club was successfully convened on 9 November 2023. The results of the resolutions voted on and the Officers and other members of the General Committee duly elected to serve for 2023-2024 are as follows:

Agenda Item	Resolution	Outcome
1.	To approve the minutes of the previous AGM held on 10 November 2022.	Passed
2.	To receive and adopt the report of the Chairperson.	Passed
3.	To receive and adopt the audited financial statements together with the report of the General Committee and Independent Auditor's Report for the year ended 31 March 2023.	Passed
4.	To approve the appointment of Wong Brothers CPA Limited as the auditor of the Club for Financial Year ending 31 March 2024.	Passed
5.	To approve the remuneration of Wong Brothers CPA Limited in the amount of HK\$86,700.	Passed

Under agenda items 6.1-6.4 and 7.1-7.6, the following members were elected by poll to serve for the General Committee 2023-2024:

Officers

Rear Commodore - Operations
Rear Commodore - Sailing
Rear Commodore – Sailing Training
Honorary Treasurer

Names

Eddy Kin Pong LO
Bridget Yuk Lin CHAN
Harvey JESSOP
Daniel CHAN

General Committee Members

(in alphabetic order)

Names

Carol BIDDELL
Frances HURLEY
David LAM
Simon ROBERTSON
Michael SHARP

Group (A or B)

B
B
B
B
A

Under agenda items 8.1 and 8.2, the following members were elected Life members of the Club:

- (i) Carol BIDDELL (B-280S)
- (ii) Chun Keung CHAN (C-448)

Thank you to all those members who have attended the meeting in person/online and also to those who have voted through proxy.

Regards,

Paul C. Arkwright
General Manager
The Hebe Haven Yacht Club Limited



ANNEX II

ANNUAL GENERAL MEETING HELD ON 9 NOVEMBER 2023

2023 AGM Attendance List

Members attending in person:

1	ASHTON, MARK
2	AU, WAI YEE STELLA
3	BAYLIS, SEAN DAVID
4	CHIU, KUI WAN, ANTHONY
5	CHAN, KAM HUEN JOSEPH
6	CHU, KWOK WAI STEVE
7	COWE, IAN DAVID MCNAB
8	CHAN, YIU MAN DANIEL
9	CONNOLLY, DAN
10	CHAN, CHUN KEUNG
11	CHAN, YUK LIN BRIDGET
12	CRONEY, ANDREW PETER
13	CHOW, DONOVAN MARK
14	CHAN, KIN HUNG ARAN
15	CASEY, BENJAMIN NICHOLAS
16	DEKREY, STEVEN JOHN
17	DENTRY, JENNIFER ELLEN
18	EARLE, GREGORY DOUGLAS
19	GOACH, AARON ARTHUR
20	GIBLIN, CATHERINE
21	HOBAN, KEVIN JOHN
22	HOUGHTON, MARK GORDON
23	HIBBERT, GERRY A
24	HANSELMAN, CHRISTOPHER CHARLES
25	HURLEY, FRANCES LEE
26	JOHNSTON, DONALD WILLIAM
27	JESSOP, JAMES HARVEY
28	KWAN, CHI MING WILLIAM
29	LEUNG, HAK CHUNG
30	LI, HO LEUNG CHARLES
31	LEUNG, YIU MAN
32	LAU, CHUN PANG JOSEPH
33	LO, KAM KUEN JOHN
34	LO, KIN PONG
35	LAM, DAVID
36	LEUNG, SINE YEE EVA
37	LEUNG, KAI MAN STEPHEN
38	MILLARD, TONY
39	MCLAREN-PEARSON, JAMES MALCOLM
40	PRYKE, STUART DAVID
41	PAYNE, SONNY
42	PATTERSON, KAY
43	PETTIT, SIRENA MARY
44	ROBERTSON, SIMON ANTHONY
45	RAWBONE, KAY
46	STROMPF-JEPSEN, INGE
47	SHARP, MICHAEL KENNETH
48	SHEARD, ANDREW
49	WONG, CHUN TUNG PETER

Members attending online:

1	ANDERSON, LESLEY FIONA
2	CONWAY, ADAM
3	CAMPBELL, DAVID
4	DAUGHTON, GERALD
5	KAM, WAI HUNG
6	KWOK, KIM HUNG ERIC
7	LAW, SHIU MEI CYNTHIA
8	LEUNG, KWOK FAN
9	LI, MING MICHAEL
10	MULLER, MICHAEL
11	MOK, SAI KWONG PETER
12	SCHEMBRI, JOSEPH
13	WILLIAMS, NATASHA LEIGH
14	WOO, KAM FOR KELVIN
15	WONG, KWOK YUNG NELSON
16	YEUNG, YAT SING
17	BROWN, ANDREW BOWDEN
18	WONG, MAN CHUN HOLECHUN
19	HARRIS, MARTIN JOHN
20	LONGE, PETER THOMAS
21	MANGADU, AADARSH NATTERI
22	VAN DER VLIET, MARCEL
23	WU, SAI HOI
24	XIONG, FANGZHI JAMIE

Members attended by proxy:

1	BIDDELL, CAROL ANNE
2	CHOI, HUNG NGAI
3	CHAU, SZE KAI SKY
4	ELITE 2013 VESSEL CO LTD
5	RIVER GLORY LIMITED
6	FRANCIS, DAVID NIGEL
7	FU, HOI FUNG
8	GALL, CHRISTOPHER LEONARD VAUGHAN
9	HANSEN, PETER OTTO
10	HUI, JOR WAH
11	HYDE, ANDREW MARK
12	KU, KA TAT BENEDICT
13	LI, CHEUK MING
14	LEI, WA
15	LAU, CHUN HUNG
16	LIU, SHIU CHEONG
17	LAU, FUNG SHEK ANGUS
18	WONG, IP CHO
19	WOO, KAM FOR KELVIN
20	WONG, SHUN MING
21	WOO, THOMAS
22	YANG, HO LAM DAVID
23	YU, CLAYTON
24	YU, HO TING

Annex III

Questions received from members about use of Lumi App

- Q1 | Sean BAYLIS (B-303): How can proxies view the proxy votes they hold?
A1 | AG: Proxies should have received an email with their proxy votes in it.
- Q2 | Joseph CHAN (C-155): How can we check whether Members attending online can connect?
A2 | Gary from Lumi: Lumi can monitor which users are online on their platform. The Auditor also has access to this platform. There are currently 54 Members connected online.
- Q3 | Joseph CHAN (C-155): Can I watch the live broadcast of the meeting online while I attend on-site? I don't see it on my device.
A3 | AG and SR confirmed it was working on their devices. Lumi helped Mr Chan with his device, and Mr Chan confirmed the issue was resolved.
- Q4 | Peter WONG (W-213): How do I make two separate votes for myself and my proxy when there is only one button on the screen?
A4 | Gary from Lumi: Proxy votes are pre-encoded into the system according to proxy instructions. Members cannot override proxy instructions. If the proxy instructions indicate a specific vote for a resolution, then the Member acting as a proxy just presses a button on their device to confirm the pre-set choice. If it is a discretionary proxy vote, then the Member acting as a proxy can make their selection. The vote a Member makes for their proxy is separate from the vote they make for themselves. SR added that the proxy votes which were entered into the Lumi system had been checked by the Auditor and confirmed to be consistent with Members' proxy instructions. Ms Winter WONG confirmed all proxy instructions were input into the Lumi system.
- Q5 | Kay PATTERSON (P-154): My device does not have a QR reader.
A5 | Staff from Lumi brought her a new tablet.
- Q6 | Catherine GIBLIN (G-166S): I am the proxy for David CAMPBELL (C-068) and I was copied on an email early in November 2023 confirming this. On 4 November 2023, Mr Campbell received an email from the Club saying that the format of the proxy form had changed. He was travelling and was not aware of this change. The Club did not send me any acknowledgement of Mr Campbell's proxy vote before the deadline (19:30 on 7 November 2023). Why was there no mechanism in place to follow up after informing him of the change and make sure his proxy vote was logged?
A6 | Winter WONG confirmed that Mr Campbell was currently online as a meeting attendee.
- Q7 | Sean BAYLIS (B-303): A number of Members contacted Jessica to make me their proxy, but the process was not very user-friendly, this should be improved.
A7 | AG acknowledged that submitting proxies for a hybrid meeting was new, so there was a learning curve.
SR noted that the Lumi application used device batteries quickly, and recommended Members turn it off except when voting. PA reminded Members there were twenty device charge spots at the back of the meeting room.

Annex IV

Questions from Members about the test resolution logistics

Questions from Members present on-site

- Q1 | Mark ASHTON (A-076): The vote results do not appear on my screen.
- A1 | Gary from Lumi: If you are personally present at the meeting, the application assumes you will be viewing the vote results on the large screen at the front of the room, rather than your device.
- Q2 | Joseph CHAN (C-155): I voted, but then the application crashed, and when I logged in again, the deadline for submitting votes had already passed. Does this mean my vote was not logged? I voted "abstain" for the test resolution. How can I confirm that my vote was logged?
- A2 | Gary from Lumi: Your vote will be logged in the Lumi system as soon as you press the button, even if the application or your device crashes afterwards. If you log back in before the voting deadline has passed, your vote will still have been logged and will be unaffected. You can then proceed to vote on any following resolutions. We can see every vote cast in the system's back end and have confirmed that your vote was logged.
- Q3 | SR: Do the voting results show the total votes cast, or the number of people who voted, because the votes of different membership categories are worth a different number of votes (with Senior Associate and Corporate Members' votes being worth one vote, and Full and Life Members's votes being worth five votes).
- A3 | AG confirmed that the results showed the total votes cast.
- Q4 | Joseph CHAN (C-155): Does this mean that Lumi can see who cast which vote, i.e. that votes are not anonymous?
- A4 | SP: Lumi and the Auditor can see how each person voted, but GenCom cannot. That information stays in the hands of third party providers, including in the case of any dispute.
- Q5 | Charles LI (L-155): I was not able to make my vote before the deadline passed. How can I submit my vote? And could someone at the front please let Members know how much time they have left to vote so we can plan our time?
- A5 | AG: The system is pre-set to 60 seconds, but we can make it longer if need be. There will be a countdown, but the voting will not close until I announce it has closed. I understand that you would like a grace period at the end to make sure everyone has voted before closing the ballot.
- *Lumi reminded Members that if they do not see the resolutions on their device during polling, to refresh their browsers.*

Questions and comments from Members present online

- Q1 | Cynthia Shumei LAW (L-358): Has the voting started yet?
- A1 | AG: No, not yet.
- Marcel VAN DER VLIET (V-063): It works fine for me remotely.