



EMERALD GREEN

นิติบุคคลหมู่บ้านจัดสรรเอ็มเมอร์ลิ่ง กรีน

Emerald Green Housing Estate Juristic Person

357 หมู่ที่ 13 ตำบลทับใต้ อำเภอหัวหิน จังหวัดประจวบคีรีขันธ์ 77110

357 Moo.13 Tab Tai Sub District, Hua-Hin District, Prachuap Khiri Khan 77110

E-mail: office@theemeraldgreen.com Website: www.theemeraldgreen.com Phone: 032-510618



## Minutes of Annual General Meeting, Year 2021 and 2022

### Emerald Green Housing Estate Juristic Person

Saturday 23 April 2022 Time 08.30 hours

Venue Koh Singto Meeting Room, IBIS Hotel Hua Hin

Prachuab Khirikhan Province

Attended Members to the 2021 and 2022 Annual General Meeting comprise members and Proxies from 47 housing units out from the total 117 units of the entire Village. The quorum is accounting for 4,498 ownership ratio or 40.29 percent of the totaling voting right. The quorum is therefore legally valid as it exceeds one-thirds or 33.33 percent of total ownership ratio under the provisions of Village Regulation. All agenda could be discussed and resolved.

### The Meeting commenced at 09.00 hours

- Agenda 1 Chairperson informed
- Agenda 2 Adoption of the minutes of the General Meetings
  - 2.1 Approval of the minutes of 2022 the Annual General Meeting dated 15 August 2020
  - 2.2 Approval of the minutes of 2020 Extraordinary General Meeting dated 3 October 2020
- Agenda 3 Performance report
- Agenda 4 Approval of the balance sheet
  - 4.1 Balance sheet for the Year 2020 (1 January 2020 – 31 December 2020)
  - 4.2 Balance sheet for the Year 2021 (1 January 2021 – 31 December 2021)
- Agenda 5 Appointment of auditor and designation of auditor fee for 2022
- Agenda 6 Considering amendment of the By-laws section 6 Article 28
- Agenda 7 Consider and Approval
  - 7.1. Remove the pool fountain and installing permanent concrete steps
  - 7.2. Consider of returning the ownership of the outer wall
- Agenda 8 Approval of the action plan and annual budget

8.1 Approval of the action plan and annual budget for year 2021

8.2 Approval of the action plan and annual budget for year 2022

Agenda 9 Election of new Directors to replace the retired directors

Agenda 10 Other matters (if any)

### **Agenda 1 Chairperson informed**

Under the provisions of Emerald Green Housing Estate Juristic Person Section 7 Clause 35 states that The JP Board of Directors Chairperson shall act as the Chairperson at general meetings. If the Chairperson is absent, or unable to perform such duty, the Directors attending the meeting shall select one director among themselves to act as the Chairperson for the meeting. In this meeting, Khun Phisit Sirimongkhon is a chair of the general meeting of the year 2021 and 2022.

The chairperson, Khun Phisit Sirimongkhon welcomed and greeted all participants for attending this general meeting, and said that the existing committee has completed its 2-year term, and invited all members to nominate as a committee to replace the retired committee. After which Khun Ariya Suntonvipart from Quality Property Management was assigned to moderate of this general meeting.

### **Agenda 2 Adoption of the minutes of the General Meetings**

#### **2.1. Approval of the minutes of 2022 the Annual General Meeting dated 15 August 2020**

It was requested to consider and approve the 2021 Annual General Meetings minutes dated August 15 2020, as shown in the handouts on pages 6-13

Member inquired about the balance sheet of 2019 fiscal year which was not approved in the previous general meeting. The Moderator informed that according to the comment of the auditor, Mr. Dome Dusadeekongmongkol auditor license number 5251 of Excel Audit Co. Ltd., stating that the finance statements of Emerald Green Housing Estate Juristic Person present fairly, in all material respects, the financial position as at 31 December 2019 and its financial performance for the year then ended in accordance with Thai Financial Reporting Standard.

The moderator inquire the attendee about irregularities in the financial statements as mentioned and requested the attendees to specify details and items clearly if the members disagree with the balance sheet of the juristic person in which the juristic person will coordinate with the auditors to verify the balance sheet of the juristic person and report to the members

**Resolution:** The meeting resolved approval to the minutes of 2020 Annual General Meeting of the Emerald Green Housing Estate Juristic Person dated 15 August 2020 with following results:

Vote for	3,867.00	ownership ratio
Vote against	456.00	ownership ratio
Abstention	175.00	ownership ratio

## 2.2. Approval of the minutes of 2020 Extraordinary General Meeting dated 3 October 2020

The meeting is requested to consider and approve the minutes of the Extraordinary General Meeting dated 3 October

2020 as shown in the handouts page 6-13. Member inquired about the resolution of the general meeting that the meeting resolved disapproval the budget and action plan for 2020. In response to this query, the Moderator clarified that the expenses for 2020 were the general expense of the juristic person included with service contract expense, utility expense, and the expense to repair and maintenance of the common area so that the member can obtain service continuously. However, regards eight items were proposed to the meeting regarding the development project, and the total expense was approximately 873,500.00 baht. The juristic person has not yet commenced since the budget and action plan were not approved in the General Meeting. The Juristic Person has much concern about this because the common facilities could become deteriorated and unusable soon as a result of improperly maintained and lack of development, for example, the roofing of clubhouse which already caused rainwater leakage to possibly caused damage against children or users of the clubhouse,

**Resolution:** The meeting resolved approval to the minutes of the Extraordinary General Meeting dated 3 October 2020 with following voting results:



Vote for	3,867.00	ownership ratio
Vote against	456.00	ownership ratio
Abstention	175.00	ownership ratio

### Agenda 3 Performance report

The meeting is presented with performance reported during the 2 fiscal years 2020 and 2021 as per details in the handouts page 23-25 categorized into following sections:

1. Office performance: Managing invoice of common expenses and collecting of payments from Village Members, preparing of meeting handouts for Committee meeting as well as general meeting for village members, acquiring quotations from outside contractors in various maintenance and procurements.

2. Legal and legitimate matters: Such as filing report to the Land Department on default members having 60month outstanding payment requesting suspension on legal transactions, etc.

3. Management on budget and financial matters

4. Engineering and maintenance: Such as inspection on wastewater treatment systems, CCTV, fire extinguishers, fixing tiles detaching from common areas, swimming-pool or walkways, correction of short-circuit electrical wiring, etc.

5. Management and supervising on service contractors: Comprising security service, gardening service, housekeeping service, swimming-pool keeping service, insurers, pest control service.

**Resolution:** Performance of juristic person was acknowledged. Meanwhile, the member suggested improving the Village Sign, cutting of high trees in front of Village that blind the Sign and the tress at the bending corner of village entrance.

### Agenda 4 Approval of the balance sheet

#### 4.1. Balance sheet for the year 2020 (1 January 2020 – 31 December 2020)

The meeting was requested to consider and approve the balance sheet for the fiscal year 2020 period 1 January 2020 to 31 December 2020 which was audited by the auditor, Mr. Dome Dusadeekongmongkol and





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the auditor commented that this financial statement present fairly, in all material respects, the financial position of Emerald Green Housing Estate Juristic Person as at December 31, 2020 and its financial performance for the year then ended in accordance with Thai Financial Reporting Standard

#### Financial statement ended 31 December 2020

	31 December 2020	31 December 2019
Total current asset	3,829,534.18	3,267,593.47
Total non-current asset	271,373.04	247,221.73
Total asset	4,100,907.22	3,514,815.20
Total liability	287,046.80	415,815.38
Total co-owner equity	3,813,860.90	3,098,999.82
Total liability and co-owner equity	4,100,907.22	3,514,815.20

#### Profit and loss account ended 31 December 2020

	31 December 2020	31 December 2019
Total Income	2,724,532.26	2,709,533.78
Total Expense	2,009,671.18	2,255,636.64
Income higher (lower) than expense	714,861.08	453,897.14

**Resolution:** The meeting resolved approval to the Balance Sheet for the fiscal year 2020 period 1 January 2020 – 31 December 2020 with following voting results:

Vote for	3,992.00	ownership ratio
Vote against	331.00	ownership ratio
Abstention	175.00	ownership ratio

#### 4.1. Balance sheet for the year 2021 (1 January 2021 – 31 December 2021)

The meeting was requested to consider and approve the balance sheet for the fiscal year 2021 period of 1 January 2021 to 31 December 2021 which was audited by the auditor, Mr. Dome Dusadeekongmongkol and the auditor commented that this financial statement present fairly, in all material respects, the financial



position of Emerald Green Housing Estate Juristic Person as at December 31, 2020 and its financial performance for the year then ended in accordance with Thai Financial Reporting Standard

#### Financial statement ended 31 December 2021

	31 December 2021	31 December 2020
Total current asset	4,501,725.69	3,829,534.18
Total non-current asset	295,342.15	271,373.04
Total asset	4,797,067.84	4,100,907.22
Total liability	284,546.94	287,046.32
Total co-owner equity	4,512,520.90	3,813,860.90
Total liability and co-owner equity	4,797,067.84	4,100,907.22

#### Profit and loss account ended 31 December 2021

	31 December 2021	31 December 2020
Total Income	2,706,838.80	2,724,532.26
Total Expense	2,008,178.80	2,009,671.18
Income higher (lower) than expense	698,660.00	714,861.08

**Resolution:** The meeting resolved approval to the Balance Sheet for the fiscal year 2021 period 1 January 2021 – 31 December 2021 with following voting results:

Vote for	3,867.00	ownership ratio
Vote against	456.00	ownership ratio
Abstention	175.00	ownership ratio

#### Agenda 5 Appointment of auditor and designation of auditor fee for 2022

According to the Village by-laws Clause 21 states that The Board of Directors shall provide auditing and certify the balance sheet and annual income and expenditures by an independent CPA (certified public accountant). Also the budgeting of the common property income and expenses for the next year is to be proposed in the general meeting of Members for approval within 90 days from the end of fiscal year. The



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fiscal period will be from 1 January to 31 December each year. List of the three auditor firms for appointment are as follows:

1. Excel Audit Co. Ltd
2. PN Audit Co. Ltd
3. Rajchavat Accounting Co. Ltd.

**Resolution:** The meeting resolved Excel Audit Co. to be appointed as the official auditor for 2022 financial year at the expense of 12,000 baht with following voting results:

No.	Description	Ownership ratio
1	Vote for Excel Audit	4,040.00
2	Vote for PN Audit	0
3	Vote for Rajchavat Accounting	0
4	Abstention	458.00

**Agenda 6 Consider amendment of By-laws Section 6 Article 28 regarding to Duty and Right of Village**

**Members**

Original Regulations	Amendment
<b><u>Section 6</u></b>  <b><u>Duty and Right of Village Members</u></b>	<b><u>Section 6</u></b>  <b><u>Duty and Right of Village Members</u></b>
Article 28 Late payment occur if the Member is in arrears of payment for more than 30 days of the payment date.  (1) After 30 days, an email-reminder will be sent.  (2) After another 30 days, a demand note will be sent by email and registered letter.	Article 28 Late payment occur if the Member is in arrears of payment for more than 30 days of the payment date.  (1) After 30 days, an email-reminder will be sent.  (2) After another 30 days, a demand note will be sent by email and registered letter.





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(3) After 3 months a second demand note will be sent by email and registered letter. All electronic key cards, registered on the default plot, will be deactivated.

(4) Post receipts for the registered letters will prove the sending of the demand notes. In the event of late payment specified under Article 26, such Members shall be liable for default interests at the highest rate permitted by Thai Laws which will be announced in the General Meeting. In addition to this default interests, the referred Member shall also be responsible for pursuance expenses at the rates of 1st pursuance 500 Baht, 2nd pursuance 1,000.- Baht, 3rd pursuance 2,000.- Baht. The Committee shall prescribe next pursuance expenses at its discretion.

(3) After 3 months a second demand note will be sent by email and registered letter. All electronic key cards, registered on the default plot, will be deactivated.

(4) Post receipts for the registered letters will prove the sending of the demand notes. In the event of late payment specified under Article 26, such Members shall be liable for default interests at the highest rate permitted by Thai Laws which will be announced in the General Meeting. In addition to this default interests, the referred Member shall also be responsible for pursuance expenses at the rates of 1st pursuance 500 Baht, 2nd pursuance 1,000.- Baht, 3rd pursuance 2,000.- Baht. The Committee shall prescribe next pursuance expenses at its discretion. **Furthermore, in taking a lawsuit for debt settlement, the homeowner must pay the cost of litigation amount of 25,000 baht per case.**

**If the homeowner comes to pay late, the juristic person will have to cut off the penalties and other outstanding before the current expense. In the case of payment under section 6, the members shall incur any fees to be responsible for that fee.**

**Resolution:** the meeting resolved approval to the amendment of the village By-laws Section 6 Clause 28 regarding to Duty and Right of Village Members with voting results as follows:

Vote for 4,042.00 ownership ratio

Vote against	456.00	ownership ratio
Abstention	0.00	ownership ratio

## Agenda 7 Consider and approval

### 7.1. Remove the pool fountain and installing permanent concrete steps

The members have suggested that the juristic person build a pool ladder and add handrails to the stairs for use in the swimming pool. It provides more excellent safety and ease of access to the pool than current pool ladders, which are less fragile and strong than concrete ladders. The Member also suggested to demolition of the fountain plinth in the middle of the swimming pool, which is of no use and children may climb and cause danger. In this regard, the juristic person would like to propose to the meeting to consider the improvement of the swimming pool in the village as follows:

- Create more accessible access to the swimming pool for children and elderly by making concrete steps with a handrail for entering and exiting the pool in the shallow part of the pool.
- Remove the pool fountain located in the middle of the swimming pool

The Member then inquired about the expense to proceed with this project which the meeting was presented with quotations from 4 contractors as following:

1. South Siam Pool Service Co. Ltd. Offered price at 63,000.00 baht (1 year warranty)
2. Viva Chemicals and Service Co. Ltd. Offered price at 78,110.00 baht (2 year warranty)
3. SSP Maintenance Co. Ltd. Offered price at 117,000.00 baht (1 year warranty)
4. Home Doctor Co. Ltd. Offered price at 88,500.00 baht (1 year warranty)

The meeting suggested choosing of contractor who can provide two year warranty.

**Resolution:** The meeting resolved approval to demolish and construct new pool steps with safety rails for the safety of pool users with following voting results:

Vote for	3,972.00	ownership ratio
Vote against	526.00	ownership ratio
Abstention	0.00	ownership ratio



## 7.2. Consider of returning the responsible of the outer wall

Due to the resolution of the 2017 annual general meeting on April 29, 2017 the meeting resolved that the fence surrounding the village is categorized as common property with a 2,873 ownership ratio of attended members and designate responsible person in maintenance of such property as follows:

- Maintenance expense of this fence wall caused by natural deteriorating, or aging condition shall be the account of Emerald Green juristic person.
- If the damage was caused by any member person, such person who caused such damage must be responsible for the repair expense to restore the fence to its original condition.
- The resolution of above was voted by 2,072 ownership of the total ownership ratio. The meeting also resolved that the cause of any damage to that fence wall must be clearly investigated and verified whether it was caused by nature or by member person.

Another problem being discussed in the meeting was the leaning of west wing wall. The solution made in the Extraordinary General Meeting dated 3 October 2020 is to employ competent engineer to inspect and submit suggest report on how to correct and to prevent such re-occurrence of leaning or sinking problem. In such EGM, the total budget of 330,000.00 baht for the investigation and repair was approved for fixing the damage behind the ten housing units. However, before this arrangement, the Juristic Person sent out a letter to the 18 housing unit on the west side asking for their permission to repair that area behind their property. From the 18 letters sent out, only six houses replied with permission. There was one house partially permitted only the half of requested area. There were rejection from 7 housing units and there are no replies from the rest of 4 places.

The meeting chairperson informed the items of common properties specified in the land allotment plan which contain only five things – the Juristic Person Office, Public Park, Swimming-pool, Spot Garden, Public Driveway (Details as shown in the meeting handouts).



บัญชีทรัพย์สินที่เป็นสาธารณูปโภคและบริการสาธารณะ ตามแผนผังโครงการจัดสรรที่ดิน

ของบริษัท เอเชียวู๊ป พร็อพเพอร์ตี้ จำกัด

โครงการ เอ็มเมอร์ลด์ กรีน (Emerald Green)

ลำดับ	ประเภทสาธารณูปโภค	ประเภท		ที่ดิน			ชื่อผู้ประกอบการ	จำนวนเงินค่าบำรุงรักษาสาธารณูปโภค	หมายเหตุ
		ตามแผนผังโครงการ	ที่ประสงค์จะโอน	หนังสือรับรองการทำประโยชน์	หมู่ที่ ตำบล/แขวง	อำเภอ/เขต จังหวัด			
1	ติดตั้งอาคารสำนักงาน	-	-	เลขที่ 17111 เลขที่ดิน 350	ทับใต้	หัวหิน ประจวบคีรีขันธ์	บจก. เอเชียวู๊ป พร็อพเพอร์ตี้	รวม 631,351.00 บาท	เนื้อที่ดิน 20 ตารางวา
2	สวนสาธารณะ	-	-	เลขที่ 17112 เลขที่ดิน 351	ทับใต้	หัวหิน ประจวบคีรีขันธ์	บจก. เอเชียวู๊ป พร็อพเพอร์ตี้		เนื้อที่ดิน 1 ไร่ 1 งาน 92 ตารางวา
3	สระว่ายน้ำ	-	-	เลขที่ 17113 เลขที่ดิน 352	ทับใต้	หัวหิน ประจวบคีรีขันธ์	บจก. เอเชียวู๊ป พร็อพเพอร์ตี้		เนื้อที่ดิน 1 งาน 27 ตารางวา
4	สวนหย่อม	-	-	เลขที่ 17125 เลขที่ดิน 364	ทับใต้	หัวหิน ประจวบคีรีขันธ์	บจก. เอเชียวู๊ป พร็อพเพอร์ตี้		เนื้อที่ดิน 53 ตารางวา
5	ถนน	-	-	เลขที่ 3019 เลขที่ดิน 28	ทับใต้	หัวหิน ประจวบคีรีขันธ์	บจก. เอเชียวู๊ป พร็อพเพอร์ตี้		เนื้อที่ดิน 8 ไร่ 2 งาน 4 ตารางวา

In addition, after the resolution of the General Meeting the juristic person started the reinforced with concrete piling to hold the pile with the leaning fence wall behind one housing. As a trial sample, but we found that our correction could not stop the leaning problem.

Consequently, the Juristic committee Person decided to propose to the meeting to consider and approve of returning the responsible of the repair to all housing owners so that each owner could judge the best repair solution for their property matching appropriate with the landowner's environment.

**Resolution:** The meeting resolved approval to return the response of the outer wall to the members with following voting results:



Vote for	3,666.00	ownership ratio
Vote against	701.00	ownership ratio
Abstention	131.00	ownership ratio

## Agenda 8 Approval of the action plan and annual budget

### 8.1. Approval of the action plan and annual budget for year 2021

Due to COVID-19 pandemic, the AGM for past years, the AGM for 2021 had deferred, and as so, the budget for the 2021 fiscal year was not approved. Under this plan, the present Members are requested to approve that budget for 2021. The estimate Income for 2021 was calculated at 2,679,120 baht versus the expense of 1,972,357.40 baht. At the end of 2021, the financial balance shall result in income higher than expense by 706,762.60 baht.

**Resolution:** The meeting resolved approval to the budget for 2021 fiscal year with following voting results:

Vote for	3,797.00	ownership ratio
Vote against	170.00	ownership ratio
Abstention	531.00	ownership ratio

### 8.2. Approval of the action plan and annual budget for year 2022

The Moderator presented the budget and action plan for the financial year 2022 for consideration and approval. The estimated expense is approx. 2,567,460.92 baht with total income of approximately 2,679,120 baht. At the end of 2022 financial year, the Juristic person could have a surplus financial balance of 111,959.08 baht.

**Resolution:** The meeting resolved approval to the budget for 2022 financial year with following voting results:

Vote for	3,797.00	ownership ratio
Vote against	170.00	ownership ratio
Abstention	531.00	ownership ratio



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### **Agenda 9 Election of new Directors to replace the retired directors**

The Committee previously appointed in the 2019 Annual General Meeting has completed its two-year office term. Present members in this meeting session to invite and nominate members for the new Village Committee appointment to replace those retired members. Referring to the Village by-laws Section 4 Clause 8 stating The Board of Directors shall be comprised of 5 - 7 (five to seven) persons, including 1 (one) Chairperson and 4 - 6 (four to six) other Directors, by the selection and resolution of the Member's general meetings.

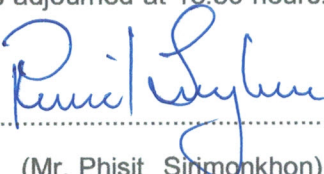
In this meeting, there were only three members applied to be elected, therefore, the meeting suggested that those retired members use another term.

**Resolution:** The meeting resolved appointment of the five members listed below to become new Committee of Emerald Green Housing Estate Juristic Person:

- |                                  |          |                 |
|----------------------------------|----------|-----------------|
| 1. Mr. Mats Georg Eriksson       | 4,042.00 | ownership ratio |
| 2. Mrs. Boonsanong Shertenberger | 4,042.00 | ownership ratio |
| 3. Mr. Warakorn Maneewong        | 4,042.00 | ownership ratio |
| 4. Mr. Phisit Sirimongkhon       | 4,042.00 | ownership ratio |
| 5. Ms Saichai Gustaffson         | 4,042.00 | ownership ratio |
| Abstention                       | 456.00   | ownership ratio |

### **Agenda 10 Other matters (if any)**

There being no other business to discuss, the Meeting was adjourned at 13.30 hours.

Signed..........Chair of the meeting  
 (Mr. Phisit Sirimongkhon)  
 Chairperson of the Meeting





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Minutes taken by

Signed..... 

(Ms Pimpawee Chotisupapokin)

Village Manager

Quality Property Management Co., Ltd.

Minutes edited by

Signed..... 

( Ms. Ariya Suntonvipart )

Operation Manager

Quality Property Management Co., Ltd.