

MINUTES OF 137TH ANNUAL GENERAL MEETING (AGM) OF THE SINGAPORE RECREATION CLUB HELD ON SATURDAY 26 APRIL 2025, 11AM, AT THE SINGAPORE RECREATION CLUB, B CONNAUGHT DRIVE, SINGAPORE 179682

PRESENT

MANAGEMENT COMMITTEE (MC) MEMBERS

Mr Chang Yeh Hong	President and Chairman of EOGM (“Mr Chang”)
Mr Eric Tan Huat Lim	Vice President
Mr Thomas Tay Hwee Hong	GCB Chairman (“Thomas”)
Mr Nicholas Teo Eu Jin	Committee Member (“Nicolas”)
Mr Janssen Ho Seng Fatt	Committee Member
Mr Gery Khoo Lai Soon	Committee Member
Mr Tan Lam Siong	Committee Member
Mr Lee Chow Shiong	Committee Member
Mr Dexter Koh Mingjie	Committee Member (“Dexter”)
Mr Davian Sim Jiexiang	Committee Member (“Davian”)

ABSENT

Mr Wee U-Jin	Finance Member
Mr Dayal Khemlani	Committee Member

IN ATTENDANCE

Mr Tay Kuan Yong Desmond	General Manager/Secretary (“Mr Tay”)
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ATTENDANCE

The quorum is determined by those who submitted their proxy forms and those present onsite.

As per Rule 35(e) of the Constitution, the AGM shall commence once a quorum of 150 voting members is reached. As at 11.05am, there was a total of 220 voting members present at the meeting. Hence, the quorum was met for the meeting to commence.

PRELIMINARIES

The meeting was called to order at 11.05 am by Mr Tay, who welcomed members to the 137th Annual General Meeting (“AGM”) of SRC.

President Mr Chang Yeh Hong granted permission for Mr Tay to proceed with the AGM proceedings in the capacity of General Manager and Secretary of the Club, in accordance with Rule 35(e), which provides that all proceedings at the General Meeting shall be regulated by the Chairman or anyone authorised by him. Thereafter, Mr Chang declared the voting booths open.

The Notice of Meeting stating the Agenda, Voting Procedures and Standing Orders, was sent out to members on 12 April 2025. In the interest of time, these were taken to have been read and understood.

AGENDA 1: ADOPTION OF STANDING ORDERS

1.1 Adoption of the standing orders was proposed and seconded accordingly:

- Proposer: Yap Chee Keong Michael (82358)
- Seconder: Ramchandra Hegde (86872)

AGENDA 2: ADDRESS BY PRESIDENT

- 2.1 Opening his address, Mr Chang shared the significant progress made since the “12 Good Men” MC team came into office in 2022. The mission has been to revitalise SRC and ensure its long-term viability.
- 2.2 During the first term of office between 2022 and 2024, the Club was in a “reset” mode. Cash reserves then were depleted to \$5mil and the Club incurred a net loss of \$3.7mil in 2021. The dire situation meant the Club could only survive for another 1.5 years. At the same time, the Club’s infrastructure was run-down, dilapidated and unsafe for use. Members were divisive and legal suits were outstanding. The priority when the MC took over then, was to rebuild the Club’s finances, infrastructure, trust and goodwill within the SRC community.
- 2.3 Mr Chang was pleased to report that a substantial part of the 12 Good Men’s manifesto has been delivered to-date. Under the current MC, accountability, transparency and good corporate governance were upheld. Financial practices and governance structures were reviewed and enhanced. The Club’s financial situation turned around and have maintained operational surpluses for three consecutive years, with net loss substantially reduced to \$50,000 in 2024. Cash reserves increased steadily to \$19.5mil as of 7 April 2025, compared to \$17.8mil as of 31 December 2024 and \$10.6mil as of 31 December 2023. He thanked the committee members and management for working hard to turn around the financial performance, and members for their support.
- 2.4 With members’ mandate for a second term, the Club embarked on a much-needed transformation phase, termed the “build” mode. In this mode, the Club’s finances improved in the year 2024, facilities were transformed, and new initiatives were being rolled out continually. These pave the way for a “growth” mode which will go beyond the current term, to take SRC to be the best sports and social Club in Singapore.
- 2.5 The Club’s F&B outlets – Le Mansion, Oasis@Padang and the Oasis Lounge were rejuvenated to create more space for members to enjoy. On sporting infrastructure, the Courtyard@Padang was created to provide court and sports facilities for pickleball, netball, basketball, tennis and a multipurpose futsal pitch, and possibly for padel if space permits. It is believed that catering to popular sports would enhance the Club’s status as the top premier sports and social Club in Singapore, thereby attracting enthusiasts to join the Club.
- 2.6 The next phase of transformation includes upgrades to the Barker Lounge, the swimming pool, the gymnasium and the poolside café. There will be a new co-working space and a new kids’ play area with a lounge for adults to mingle. More information will also be released at different stages of the transformation works upon obtaining the various approval from the government authorities.

- 2.7 To improve the Club's financial reserves, the Club launched Circuit Lounge @ Padang and NDP Heritage Food Festival @ Padang. Besides the upcoming Oktoberfest @ Padang, there are three other initiatives:
- 2.7.1 **Set-up of a Dedicated Redevelopment Fund:** Every month, the Club will set aside \$15 from each transferable member's existing subscription fee to provide for future land lease renewal, Clubhouse redevelopment, major repair works and key improvement projects.
- 2.7.2 **Launch of New Ordinary Club Membership:** This will be priced at \$15,000 with rebates in Club credits. The purpose is to attract younger and diverse memberships in a bid to rejuvenate the Club. As the Club transforms, membership price in the secondary market has also increased significantly from \$3,000 to \$15,000 ever since the new MC took over.
- 2.7.3 **Launch of SG60 Privilege Credits:** In celebration of Singapore's 60th birthday, for every dollar spent on credit purchase, the Club will top up 20%. These credits may be spent across the Club's facilities.
- 2.8 These initiatives aim to build a future captive income from members in order to sustain the Club's operations, finances and reserves, as it undergoes renovation in the next 12-18 months.

RESOLUTIONS FOR APPROVAL

2.9 **RESOLUTION 1: TO BROADEN THE ELIGIBILITY FOR NON-TRANSFERABLE TERM MEMBERS BEYOND EXPATRIATES**

2.9.1 Justification:

- Firstly, as the Club has not been successful in attracting expatriates to term membership, there is a need to enlarge the pool to include Singaporeans and PRs.
- Secondly, the change to include Singaporean and PRs aligns with the practices of other established Clubs, which have seen immense contributions to the respective Club's operations and finances.
- Thirdly, it addresses the growing interest among potential members, both local and foreign, to experience Club-life on a short-term basis before committing to an Ordinary (Transferable) Membership. The young, in particular, would find this attractive and would add to the diversity and rejuvenation of the Club's membership base.

2.9.2 As to whether this increase in term memberships from Singaporeans and PRs would affect the price of Ordinary (Transferable) Membership, Mr Chang assured members the impact will be little or nil, since the supply will be controlled to match only part of the demand. Noting that the target groups for Term and Ordinary (Transferable) Memberships are different in nature, he expects to see more vibrancy, and the price of SRC memberships would increase instead. A good example would be how, as the only Club in Singapore with six pickleball courts, SRC has seen an influx of members due to the popular sport.

2.9.3 To safeguard the value of Ordinary Memberships, the Club will limit membership tenure to 3 years for Singaporeans and PRs, with a cap of 200 new term memberships, including expatriates, for a start. There will be additional fees imposed on entrance, subscription and for conversion to Ordinary (Transferable) Membership.

2.10 RESOLUTION 2: TO CLARIFY THE CLUB'S RULES BY EXPLICITLY INCULDING THE TERM "ANNUAL" IN REFERENCE TO GENERAL MEETINGS

2.10.1 With this amendment, issues pertaining to raising, borrowing, or expenditure of Club funds can be addressed at any general meeting, including the AGM, without the need to hold a separate Extraordinary General Meeting (EOGM). This is to save the Club from unnecessary expenses.

2.11 In closing, Mr Chang sought members' understanding as the Club enters the final phase of the transformation journey to complete the "build" mode. He assured members that every initiative is undertaken with an intent to create a vibrant, modern and members' interests first Club.

AGENDA 3: TO CONFIRM AND ADOPT THE MINUTES OF THE FOLLOWING MEETINGS

3.1 Minutes to the 136th Annual General Meeting held on 27 April 2024 (SAT) was confirmed and adopted:

- Proposer: Yap Chee Keong Michael (82358)
- Seconder: Hu Toh Teck Gibert (82938)

AGENDA 4: MATTERS ARISING FROM THE MINUTES OF WHICH SEVEN (7) CLEAR DAYS' NOTICE HAS BEEN GIVEN IN WRITING TO THE GENERAL MANAGER/SECRETARY

4.1 There were no emails/letters received arising from the minutes.

AGENDA 5: ADDRESS BY FINANCE VICE-CHAIR

5.1 On behalf of Finance Member, Davian shared with members that the total Club revenue continued its upward trajectory, increasing by \$2.5mill year-on-year, from \$16.6mil in FY23 to \$19.1mil in FY24.

5.2 Commitment to rejuvenating the Club's membership profile is bearing fruit with membership transfers rising from \$738k in FY23 to \$1.245mil in FY24. The continued success of the Club's flagship F1 Circuit Lounge experience generated \$1.1mil, and the strong interest in the FY25 event has seen pre-bookings well underway.

5.3 In the F&B segment, the long-standing trend of operating deficits has been replaced by a strong turnaround and sustained growth.

- Chinese restaurant Le Mansion, in its first full year of operations in FY24, achieved an impressive operating surplus of approximately \$300k, which is a significant improvement from the previous year's deficit of \$200k.
- Banquet sales achieved a net surplus of \$723k in FY24.
- Oasis@Padang is launched as a vibrant sports bar that will serve as a social hub for members.

- Barker Lounge will be revitalized as the centrepiece of the Club's entertainment and dining experience.

5.4 In containing inflation, the Club continued to negotiate firmly with suppliers and explore every possible avenue to manage costs without compromising service standards to members.

5.5 One of the key pressures faced was rising manpower costs, particularly for lower-wage roles such as cleaners, security officers, and food service staff. In this respect, the Club managed to achieve significant operating leverage:

- Staffing has been decreased by 3 executives and 13 service staff;
- Staff costs as a percentage of revenue came down from 44.6% in FY23 to 41.9% in FY24.

This suggests that cost efficiency has improved. The focus remains to strike the right balance between managing costs and delivering the level of service members deserve.

5.6 The Club's cash reserves continue to strengthen, supported by transformation collections received and healthy surpluses from operations. With prudent treasury management, there has been additional interest income through fixed deposit placements.

5.7 As the Club enters into the next major phase of its transformation journey, a significant portion of the reserves will be utilized. These developments have been fully budgeted for and are part of the commitment towards members.

5.8 The Club's cash reserves will be replenished and continue to grow. This will be driven by inflows from SG60 privilege credits, new membership sales, and collections into the sinking fund. The \$15 allocated to the fund does not require any increase in membership dues, but is a reallocation within the existing fee structure.

AGENDA 6: TO RECEIVE THE ANNUAL REPORT AND PASS THE ACCOUNTS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024

6.1 There were no emails/letters received pertaining to the accounts as at the closing date 22 April 2025 (TUE), 6pm. The annual report was adopted and accounts for financial year ending 31 December 2024 was passed:

- Proposer: Ho Kok Leong Nigel (90195)
- Seconder: Koh Kok Leng Napoleon (86321)

6.2 Tan Lee Ngee John (84315) asked how unutilised SRC vouchers are accounted for. In response, Davian replied that such vouchers are prepaid revenue, and are thus recorded as a liability. Once expended, the voucher amount will be accounted for in the Income Statement.

6.3 Wong Chew Khiong Henry (83628) asked how MSS (Minimum Sum Spending) would contribute to the overall revenue. In response, the scheme has encouraged more patronage to the F&B outlets. The amount of \$40 per month would be counted towards F&B revenue.

- 6.4 Bhupinder Singh (80748) asked how the \$19mil reserves, being collection from members for transformation, would be kept. In response, the amount includes budget for transformation.
- 6.5 Ho Kok Leong Nigel (90195) would like to know if the monies collected under the SG60 programme are treated as cash reserves, how members are assured that the money will be well managed. In response, amounts collected and not spent yet would be treated as Deferred Income. Income will only be recognised based on actual amount spent at the point of consumption.
- 6.6 Baptista Dwight (90778) would like to know if there is lease amortisation, and if future lease renewal can be catered for without having members to top up further. In response, initiatives have been instituted to ensure the Club continues to generate operating surpluses every year with allocation to reserves for the purpose of lease amortisation. In addition, \$15 out of every member's subscription fee will be allocated to a sinking fund. For the lifetime of the Club from now to 2054, with prudent cash management, these provisions can be used for future renewal.

AGENDA 7: TO APPOINT AUDITORS FOR THE ENSUING YEAR

8.1 Audit Alliance LLP was appointed as the Club's External Auditors for FY2025:

- Proposer: Ramchandra Hegde (86872)
- Secoder: Ngiam Meng Lang (91066)

AGENDA 8: TO DECIDE ON ANY RESOLUTION BY GIVING NOTICE IN WRITING OF WHICH FOURTEEN (14) CLEAR DAYS' HAS BEEN GIVEN TO THE GENERAL MANAGER/SECRETARY

8.1 In accordance with the Club's Constitution Rule 35(b), the Club received a total of 2 Resolutions as of 11 April 2025 (FRI). Both Resolutions 1 and 2 were tabled at the AGM:

- Proposer: Nicholas Teo Eu Jin (8xx98)
- Secoder: Chang Yeh Hong (8xx21)

8.2 Rationale for the two resolutions have been presented by Mr Chang earlier in his opening address.

AGENDA 9: TO TRANSACT ANY BUSINESS OF WHICH SEVEN (7) CLEAR DAYS' NOTICE HAS BEEN GIVEN TO THE GENERAL MANAGER / SECRETARY

9.1 There were no emails/letters received pertaining to the general matters as at the closing date 17 April 2025 (THU).

QUESTIONS AND ANSWERS

- 9.2 Lander Ian Robert (84191) asked if there is a provision to change the wording of the resolutions at the AGM. In response, Nicholas referred member to the resolutions presented earlier. Since these are written as resolutions, there is no opportunity to change.
- 9.3 Yap Chee Keong Michael (82358) commended the MC for their good work, noting how the Club is being transformed. Even as the transformation is still in progress, he saw the MC moving in the right direction.
- 9.4 Ng Kee Huek Robert (86608) would like to know the Term Membership fee per year. In response, Nicholas suggested that items like entrance fees or subscription fees should be left to the MC's assessment each year according to market demand. The resolution is designed with some limitations. Term members may decide to become an Ordinary member after the three-year term. Such membership base will be capped at 10% of the current membership. To this, member asked if the amount paid for Term may be credited against the full membership fee. In response, Mr Chang suggests that when the time comes, the MC would have the discretion to decide.
- 9.5 Wong Chiew Khiong Henry (83628) would like to know why the Club's transfer fee has increased twice to \$6000 in just a few years' time.
- 9.5.1 In response, Mr Chang noted that the Club first started with \$3500 transfer fee about 20 years ago and was never adjusted even as other clubs have increased. It is important to adjust it to align with market changes. If membership selling price increases and the transfer fee does not move in tandem, this will result in speculation. Thus, it is decided to include a 50% adjustment of the transfer fee at the price that is sold at the Club's level. The rate will increase according to market situation.
- 9.5.2 Membership Chairman Dexter explained that the MC wants to preserve long-term membership. Based on what has been observed in the resale market, such as Carousell, when a member sells his membership, he is still able to make a gain after accounting for the 50% transfer fee. The Club has stopped the practice of matching so as to allow for market forces to work according to demand and supply.
- 9.6 Lee Shih Hua Alan (86533) noted that the transfer fee has actually not kept in line with the inflation. In response, if one were to compare against 20 years ago when it was first \$3500, then it has indeed moved very slowly.
- 9.7 Kok Kok Leng Napoleon (86321) asked about the take-up rate of the Veteran Conversion Scheme and what has been done to encourage conversion. In response, Dexter shared that the take-up rate to-date is 60. The criteria are that members need to have maintained 25 years of continuous membership with the Club, have reached 65 years of age, and apply after they have transferred their Ordinary Membership. The MC have been approving members of good-standing.

- 9.8 Tham Kok Onn (82487) asked if the world economy tumbles, whether the fee will be reduced to \$3500. Mr Chang responded that the transfer fee is pegged at a certain amount and up to 50%. When a recession hits, whether the members would sell off their memberships depends on their financial standing.
- 9.8.1 Member went on to ask how the Club intends to attract young members, noting that the median age is 65. In response, Dexter, the youngest in the MC, agreed that youngsters generally do not like the idea of memberships, and that explains the need for Term Membership scheme. Sporting Membership has been launched to address some of the needs. There are also programmes that reach out to fresh graduates. However, those who can afford and who would enjoy the Club's facilities are those in their late 20s to late 30s. Thus, it is important to rejuvenate the Club in an encompassing manner.
- 9.8.2 As Membership Chair, Dexter hopes to build a strong and cohesive fraternity through different events. He noted that last year, there was a record transfer, and in 2023, there was a marked increase in sign-ups in membership programmes among those 55 and below, the same applies for lady membership. With marketing efforts, PR and branding exercise, and a rich heritage, SRC will be rebranded to be the crown jewel of Padang.
- 9.9 Wong Cheng (91182), suggested that popular sports like pickleball does not just attract new members, but also appeals to the old. The Club should ensure the court is up to standard, and not have issues with lighting and the net. In response, Thomas updated that the lighting issue would be addressed in the second stage of upgrading before end of the year, while the net will be replaced by end of the month.
- 9.10 Koh Hang Meng @ Low Hang Meng (81875) asked why the Club has decided to stop matching members for transfer. In response, Dexter reiterated that there will be conflict when the Club needs to match a member who wants to transfer at higher price, at the same time when it is trying to sell at a certain price. Thus, this is best left to market supply and demand forces. Members would have no difficulty selling off a membership by going to a broker. He noted that the number of memberships available for sale has decreased from about 480 to less than 250 and one should have no difficulty selling through a broker.
- 9.11 Lander Ian Robert (84191) asked why the transfer price is not set as 50% of the market price but set as an absolute amount with that as a basis instead. Dexter clarified that a floor price of \$6500 applies, and the transfer price is the higher of the floor price or 50% of the market price, whichever is higher.
- 9.12 Koh Kok Leng Napoleon (86321) asked if there is an Ordinary Ladies Transferrable Membership and if they are voting members. He suggested that ladies should be represented in the MC for inclusiveness and diversity of voices. In response, the membership class is known as Ladies Transferrable Membership, and lady members have been offered a programme to convert to Ordinary two years ago. Although the initial net outlay is not high, the monthly subscription fee is higher. Thus, the conversion rate is not high. While Ordinary Membership is not exclusive

to males, the Constitution does lay out that Ladies Membership class does not have voting rights unless they convert.

- 9.13 Sui Lay Peng (91091) made comments about how as a member of a few other Clubs, she would spend most of her time at SRC due to the pickleball facilities, and has been bringing new members to the Club. As an Ordinary member, she enjoys having voting rights.
- 9.14 Lau Kwok Cheong (80210), amongst other things, asked about the number of members who leave the Club. In response, as of last year, there were 37 resignations and 39 terminations. For members under the age of 50, the number has increased from 831 to 935.
- 9.15 Lee Shih Hua Alan (86533) asked about the lawsuits that took place several years ago and whether there were any claims made. In response, Davian advised that all lawsuits have been settled and there were no outstanding claims.

CLOSING

In closing, Mr Tay thanked members for attending the AGM. The total attendance recorded as follows:

- 275 voting members and
- 66 non-voting members.

The meeting is adjourned at 12.18pm.

The End