

MINUTES OF 1ST EXTRAORDINARY GENERAL MEETING (EOGM) UNDER THE 127TH MANAGEMENT COMMITTEE OF THE SINGAPORE RECREATION CLUB HELD ON SATURDAY 26 APRIL 2025, 10AM, AT THE SINGAPORE RECREATION CLUB, B CONNAUGHT DRIVE, SINGAPORE 179682

PRESENT

MANAGEMENT COMMITTEE 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
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
Mr Davian Sim Jiexiang	Committee Member

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 the proxy forms and those present onsite.

As per Rule 35(e) of the Constitution, the EOGM shall commence once a quorum of 150 voting members is reached. As of 9.30am, there were 169 voting members present at the meeting. Hence, the quorum was met for the meeting to commence.

PRELIMINARIES

The meeting was called to order at 9.30am by Mr Tay, who welcomed members to the 1st Extraordinary General Meeting (“EOGM”) under the 127th Management Committee. He reminded all members to observe the House Rules of the meeting.

President Mr Chang Yeh Hong (“Mr Chang”) granted permission to Mr Tay to proceed with the EOGM 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, which states 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.

Adoption of the standing orders was proposed and seconded accordingly:

- Proposer: Ho Kok Leong (90185)
- Seconder: Bhupinder Singh (80748)

Agenda 1

PRESIDENT'S ADDRESS

1.1 In his opening address, Mr Chang stated the purpose of the EOGM is to present a resolution concerning the proposed tenancy agreement for the use of the Ayer Rajah site ("the site").

1.2 Members were told that the Padang field is increasingly being acquired by the government for national events and other large-scale functions. These requisitions for use can extend up to 8 months in a year. Such downtime causes inconvenience to sporting members and disrupts the Club's programmes. With the help of Minister Edwin Tong and various government agencies, SLA (Singapore Land Authority) has offered SRC the opportunity to lease the site at a concession rate of \$9,500 for 143,838 square feet, which works out to a rental rate of \$0.07 per square foot.

1.3 Mr Chang outlined several compelling reasons in support of the resolution:

1.3.1 FIRSTLY, Continuity

- The site offers an alternative venue whenever the Padang is unavailable. Training sessions, matches and activities will not be disrupted, members' competitiveness and camaraderie can be maintained.

1.3.2 SECONDLY, Flexibility

- The scale of the site overcomes the constraints of the Club's current set-up and opens up to a range of sporting and recreational uses not previously explored.

1.3.3 THIRDLY, Affordability

- Alternative sites at other venues often come at higher costs. The site presents an option for convenience and financial prudence.

1.3.4 FOURTHLY, Revenue-generating Opportunity

- With careful planning, new programmes such as sports clinics, competitions, or event partnerships can be implemented, thereby opening up new revenue streams for the club and strengthening its financial position.

1.4 As for funding of the project, an investor partner will be introduced. Income generated from this site will be shared with the partner based on 80/20 ratio until their investment is fully recouped. Thereafter, the income-sharing ratio will be changed to 50/50. As the CAPEX is fully undertaken by the investor partner, the overall project risk is mitigated on the part of SRC. Mr Chang assures members there will be no special levy or increase in subscription fees arising out of this project.

- 1.5 The MC has done its assessment. Mr Chang urged members to support the resolution that will solve not just a short-term problem, but also allows the Club to make a strategic stride towards upholding its sports tradition.

Agenda 2

TO DECIDE ON THE RESOLUTION WHICH HAS BEEN TABLED BY THE MANAGEMENT COMMITTEE IN RELATION TO THE TENANCY AGREEMENT FOR THE USE OF THE AYER RAJAH SITE

2.1 PROPOSAL ON AYER RAJAH SITE BY MR THOMAS TAY (“Thomas”), GAME CONTROL BOARD CHAIRMAN

THE BACKGROUND

2.1.1 Mr Thomas Tay (“Thomas”) shared the background to the situation with members.

- In the past, the National Day Parade (NDP) would usually be held at the Padang on every 5th and 10th anniversaries. In 2020, the government decided to redevelop the Marina Bay floating platform into NS Square, which is slated to complete by late 2027. After the pandemic, for almost every year since 2021, NDP would be held at the Padang. The venue has to be vacated between 1 April to 31 August every year for the event.
- In the recently renewed 30-year SRC lease, the Padang is required to make available the land for national events, for up to 122 days for every year when there is no NDP hosting, and up to 267 days for every year when there is. In addition, the Padang is also used for Formula 1 Singapore Grand Prix (F1) and other large-scale events that Singapore Tourism Board (STB) is actively promoting.
- Whenever the Padang is not available, the Club would incur up to \$20,000 per month to secure alternative venues so that the Club’s activities and events could go on.

THE OPPORTUNITY

2.1.2 Since coming into office in May 2022, the MC has built a positive relationship with Minister Edwin Tong. The concern over Padang availability was raised to the minister who graced the Club’s 140th Anniversary Dinner Celebration as Guest-of-Honour. The minister acknowledged the issue of securing an alternative site for SRC. With further support from MINDEF, URA and SportSG, the case to SLA was made for the site to be allocated to SRC at a highly subsidized rate based on the intended use of community sports.

THE SITE

2.1.3 The site plot is easily accessible and conveniently located beside Ayer Rayer Expressway, and situated diagonally opposite Grab HQ.

2.1.4 As the site sits in a valley below street level, it is necessary to elevate the ground to optimise land usage. Following extensive consultations with various parties, the recommendation is to develop the main field with AstroTurf as the main pitch for cricket, hockey, rugby, soccer, and softball. Plans are also in place to develop hard courts for multiple sports and purposes in subsequent phases.

THE MANAGING AGENT

2.1.5 The investor-partner identified will be appointed the facility's Managing Agent ("MA") with the following roles and responsibilities:

- Undertake the capital investment to build up the entire facility;
- Undertake ongoing maintenance and night security for the premise;
- Undertake the financial risk should revenue fall short of the monthly operational costs;
- Restore the ground to its original condition upon expiration of the agreed tenure; and
- Fulfil a Service Level Agreement that is to be executed back-to-back.

In return, the MA will share a portion of the Gross Surplus (Revenue less Monthly Rental and Utilities) that is to be determined by the Club. Key contractual terms with the MA have been agreed, and the Club is in the process of executing a back-to-back agreement with SLA.

SELF-SUSTAINABILITY

2.1.6 To ensure that the site is self-sustainable, it must be revenue generating to cover rental and utility expenses which would be sufficiently covered with two anchor tenants in the prospect:

- One is an international educational institution situated within the site's vicinity that has requested for pitch usage in the afternoon hours during school days, which fall outside of the club's peak hours;
- The other is a well-established sports facilities operator.

2.1.7 The Club also aims to attract and host sports academies, training programmes and events that would now be possible with the site. It is expected that these would provide new revenue streams for the club.

2.1.8 With a sound business plan in place, there will be no need to impose additional levies or increase membership fees since the use of the Club's resources for the site launch and maintenance will be minimal.

BENEFITS FOR SRC

2.1.9 Thomas reiterated that the low rental cost of \$0.07 per square foot presents an excellent lease opportunity. Such a rate in land-scarce Singapore is unusual considering how the government has been reclaiming land from golf courses and other sports facilities. The rate is also understood to be lower relative to another plot of land within the locality which recently closed at a much higher tendered rate.

2.1.10 Other benefits include:

- The site offers greater access for the various sporting sections within the Club, allowing for additional hours, enhanced utilization of the Club's resources and facilitation of the Club's activities. There will be less reliance on external venue bookings.
- The site adds to the prestige of SRC as one of the few privileged clubs with a satellite sports ground beyond the Club's main premise. It provides a platform for new, diversified sports offerings by SRC, presenting an opportunity to revive the Club's sporting legacy.
- In terms of revenue generation, there is potential in offering unused time slots for use by sports clinics, academies, and external events.
- New professional members may be attracted to the Club as the site is situated within a vicinity of existing and upcoming business and industrial buildings.

2.2 **FINANCIAL FEASIBILITY STUDY FOR AYER RAJAH SITE BY DAVIAN SIM ("Dave"), FINANCE VICE CHAIR**

2.2.1 Financial feasibility study was conducted using a bottom-up approach. Useable hours are divided into peak and non-peak; and useable days within the year are assumed to be fully utilized. The Potential Yearly Revenue is determined to be \$1.25 mil.

2.2.2 A pricing comparison was made against various venues, from the more expensive The Cage to the cheaper SIA Group Sports Club, to derive maximum, minimum and median rates, and from there to determine a proposed SRC rate along the middle path. As an illustration, the Sat-Sun peak rate is lower than the weekday non-peak rate of other facilities.

2.2.3 Assuming 5% of non-peak capacity is monetizable, after factoring in 20% of inclement weather or occasional downtime, and with a fully utilised off-peak capacity contributed by the international school and bookings by Club members, total revenue is projected to be \$677,640. Total projected profit after accounting for rental fees and utilities is \$503,640. The MA will be responsible for the cost of ground maintenance.

2.2.4 Profit from the site will be shared between the MA and SRC based on 80:20 ratio until the MA recoups its investment of \$800,000 to build up the AstroTurf field. Based on profit projection, their payback period is expected to be 2 years.

2.3 The resolution in relation to the tenancy agreement for the use of the Ayer Rajah site is tabled by:

- Proposer: Tay Hwee Hong (88555)
- Seconder: Chang Yeh Hong (83021)

Agenda 3

TO TRANSACT ANY QUESTION THAT HAVE BEEN SUBMITTED WITHIN THE DEADLINE

- 3.1 The club received 3 letters from members, to which responses have been made.
- 3.2 Lander Ian Robert (84191) asked to share contents of the 3 letters. Contents to the letters and the Club's written responses were thus read: -
- 3.2.1 Nigel Ho (9xx95) asked about the compensation pertaining to National Day Parade (NDP) and Singapore Grand Prix.
- In response, the Club is not compensated for NDP use. For the latter, the rental collected is recognised under Other Income. As to whether the Ayer Rajah site might be put up for other rental opportunities, the Club does intend to do so.
- 3.2.2 Tan Choon Kim (8xx82) asked about other maintenance costs needed to upkeep the site.
- In response, the estimated operating cost is \$5,000 per month. Upkeeping of the site will be handled by the MA. A comparison is made against ad hoc rental or alternative sites.
- 3.2.3 Leong Tim Fook (8xx15) asked if it is relevant to commit to the site with 5 years' rental given the development of NS Square, and what facilities could be planned for a relatively small site. He also asked about the costs involved to prepare the site and if the expenditure could be better used to improve the Club's facilities.
- In response, NDP will still be held at the Padang every 5 years from 2030 after the NS Square is completed in 2028. Besides NDP, the Padang would be required for public use as and when required.
 - The site will cater for different field and court sports, and multi-purpose use. The MA will invest in the site build-up. Without the site, there will still be costs incurred in securing alternative sites.

OTHER QUESTIONS AND ANSWERS

- 3.3 Bang Teng Suan John (90758) asked, in the light of the current macro-economic environment, what SRC's stand is if the MA is unable to fulfil contractual agreement and what SRC's exit clause is. He also asked about SRC's current membership standing, the percentage aged 40 and below and the number of members who joined the Club since the last EOGM. Member ended off thanking the MC for the work thus far.
- In response, Mr Chang explained that while the current macro-economic environment has its challenges and Singapore is affected, but the Club's events and activities are within

Singapore. Given the government has been reclaiming land from golf courses, for example, commercial operators would have to bid at higher rates for land like the Ayer Rajah site. Considering that 30% of the entire peak period usage would be occupied by the Club's own uses, the Club has only to attract users for the other 70%. He urges members to seize the rare opportunity.

- As regards membership statistics, Mr Dextor Koh (Membership, PR and Engagement Chair) shared that as of 2023, the number of members under the age of 40 was 139, or 11.9% of the ordinary membership population. Since the current MC took office in 2024, in a year's time, the percentage for this age group increased by 110 to reach 13.9%. As for new members, the Club attracted 389 in the first year since the current MC took office in April 2024, among which, mostly are transfers, 8 are newly acquired.
- On exit clause, Mr Chang shared that the MA to be appointed has been assessed of its credit risk and track record. Considering that this is a reputable field operator, it is unlikely to renege on its obligations. On the other hand, with SLA, the Termination Clause works both ways and SRC would want to avoid a contractual term that ends before the investment is fully recouped. Importantly, the site's business model and the MA partnership need to sustain the operations.

3.4 Srinivasan Sundaresan Iyer (90535) asked if the Club would consider derisking measures by obtaining a bank guarantee from the MA, in order to cover SRC's liability towards SLA in terms of contractual obligations.

- To this, Mr Chang reiterated that much assessment work has been done on the MA, which he added is Singapore's top field operator. Since the agreement will be executed back-to-back with an indemnity clause, a bank guarantee is thus not deemed necessary.

3.5 Ooi Choon Seng (83015) expressed concerns that there is not enough time and information provided for members to assess the resolution. The plan suggests facilities for outdoor sports, but fails to consider indoor sports or facilities for aged members who are not active in sports. The quorum of 150 would not be representative of the 5000-membership base to obtain a meaningful vote count.

- In response, Mr Chang stated that the EOGM is the right forum for all members to take a decision for the one-man one-vote system to work. The MC has done the necessary assessment. He went on to explain that based on the Constitution, an EOGM is to be called when a CAPEX is involved. In this case, even though there is no CAPEX involved, the MC has called for the EOGM out of transparency and good governance. He urges members to consider the Club's interest as a whole. Currently, the issue is not with indoor facilities, but rather, the sporting members who are threatened with field availability.

3.6 Lander Ian Robert (84191), in noting that the term of the lease is 5 years and the infrastructure cost of \$800,000 for the gross floor area involved, asked what it covers and if it is sufficient.

He also noted that if the site allows for community sports by SLA's requirements, this means that non-members would be allowed on the ground. On the other hand, the SRC's Constitution does not allow that.

- In response, Mr Chang referred members back to the site plan which details the site peripheral facilities. The MA is committed to invest an estimated amount of \$800,000 and top up as necessary, to develop the AstroTurf pitch and the peripheral on the side, which does not provide for the four courts.
- According to Thomas, part of the levelling up of the ground involves preparing the ground base before installing the turf.
- Mr Chang assured members that the Club does not incur any CAPEX for the site, and that the MA has been put through a rigorous assessment process that involved three other potential operators.

3.7 Cheong Chung Kin (87525) shared the current difficulty in securing sporting facilities and is pleased that such facilities will be available year-round with the new site. He urged members to look around the Club today and see how far the transformation has come under the MC's stewardship. He requested that the field be sheltered from inclement weather.

- Mr Chang expressed concern over the costs if this suggestion is implemented.

3.8 Lum Wai Mun (88805) asked if the proposed MA has done any projects for SRC.

- Mr Chang replied that the MA has previously worked on the club's field maintenance projects.

3.9 Ng Kee Huek Robert (86608) asked if there have been MOUs signed with the anchor tenants before SRC commits to the rental agreement.

- Mr Chang responded that members' approval is needed before signing the rental agreement with SLA, and before that, the back-to-back agreement with the MA must be signed first.

3.10 Yap Chee Keong Michael (82358) applauded the MC for a good job in rejuvenating the Club. He urges members to be forward-looking and be inclusive even if one may not enjoy all the facilities in the Club, but to think for the younger generation.

CLOSING

In closing, Mr Tay thanked members for attending the 1st EOGM of the 127th Management Committee. The total attendance is recorded as follows:

- 220 voting members and
- 59 non-voting members.

Members were reminded that voting registration closes at 3.45pm, and voting booths would close at 4pm.

The meeting ended at 10:55am.

The End