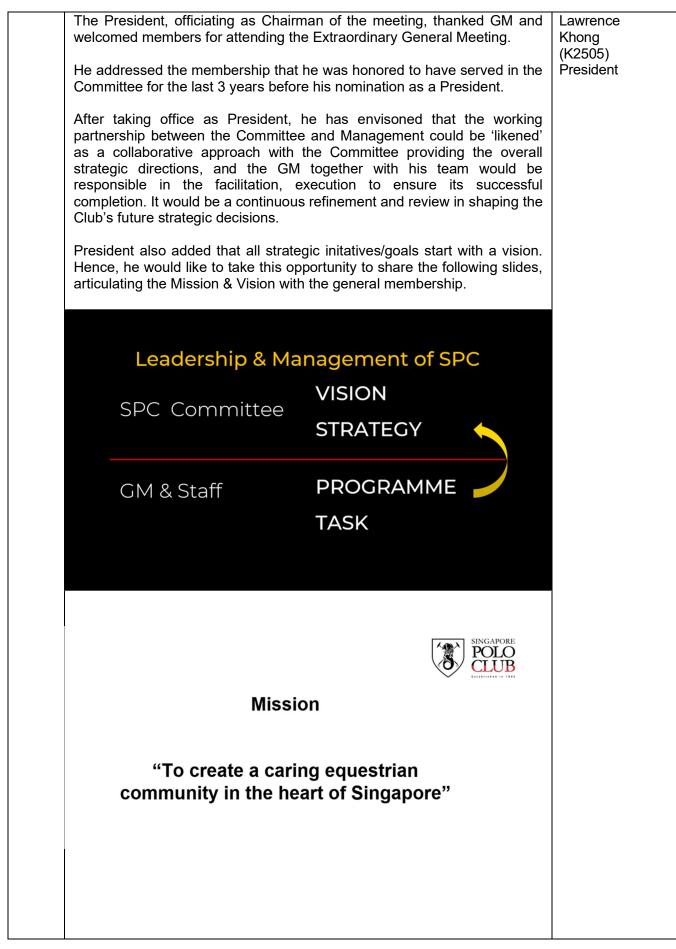
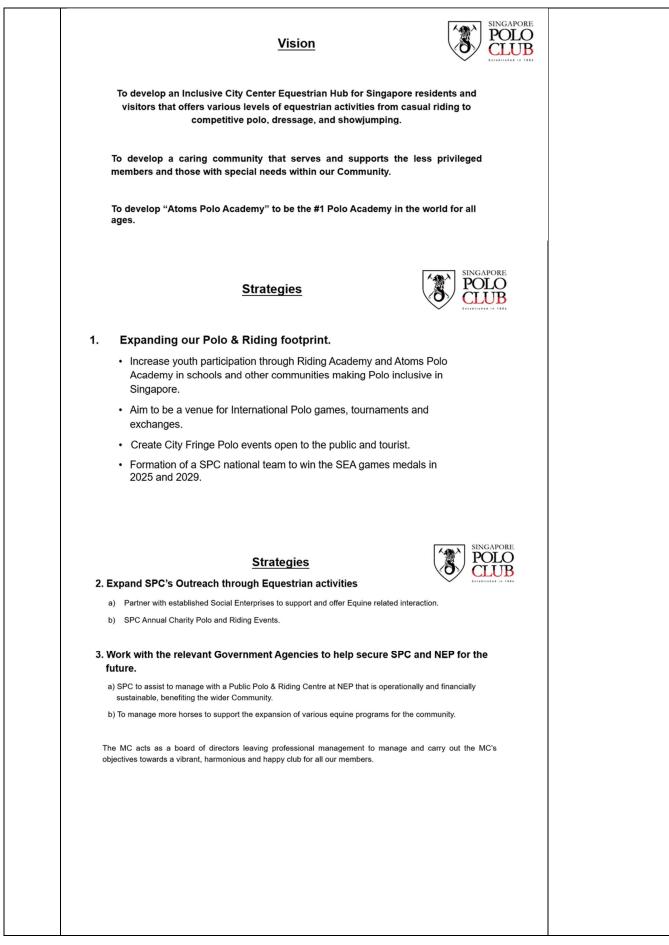
SINGAPORE POLO CLUB EXTRAORDINARY GENERAL MEETING 15 AUGUST 2023

Minutes of the Extraordinary General Meeting of Members of the Club duly convened and held at the Singapore Polo Club Clubhouse, on Tuesday 15 August 2023 at 7.00 pm

ltem No.	BUSINESS	SPOKEN BY
01	The Extraordinary General Meeting did not start at 7 pm as the total 18 members present comprising 11 Charter Polo Playing Members, 6 Charter Members and 1 Regular Member did not form the quorum. Therefore, in accordance with Rule 36 (d), the meeting was then adjourned for half an hour.	Sylvan Braberry, GM
02	At 7.30 pm, GM informed that there were 24 members present of which 14 were Charter Polo Playing Members and there were also 7 proxies received, 8 Charter Members, 2 Regular Individual Members. In accordance with Rule 36 (d), if a quorum shall not be present, those Charter Polo Playing Members present provided that they be not less than ten in number shall be a quorum and therefore, the Extraordinary General Meeting would commence. The Notice calling the Meeting was taken as read as the said notice had been sent to Members within the requisite period of 14 clear days. There was no query received as at 7 August 2023. The General Manager (GM) then read the Notice of the EGM and Standing Orders. GM then handed the meeting over to the President to Chair.	Sylvan Braberry, GM

Present: As per Attendance Sheet.







New Cooperation and Horizons in the Equestrian Community!

President shared the potential collaboration with the government ministries namely; The Singapore Land Authority (SLA), Housing Development Board (HDB), The Urban Redevelopment Authority (URA) and Gardens by the Bay towards the proposal of building an Equestrian town at Mount Pleasant (This was in relation to the 5,000 BTO flats to be built under the Mt Pleasant township).

President shared that GM and his team have also embarked on outreach initiatives at a macro level with charity organizations such as TOUCH Community Services, EQUAL, Riding for the Disabled Association (RDA), HCSA Community Services and others. More meaningful outreach events such as the Club's Outreach Polo Tournament & Carnival 2023 slated to be held on 22 October would be organized and details would be shared with the general membership nearing the date.

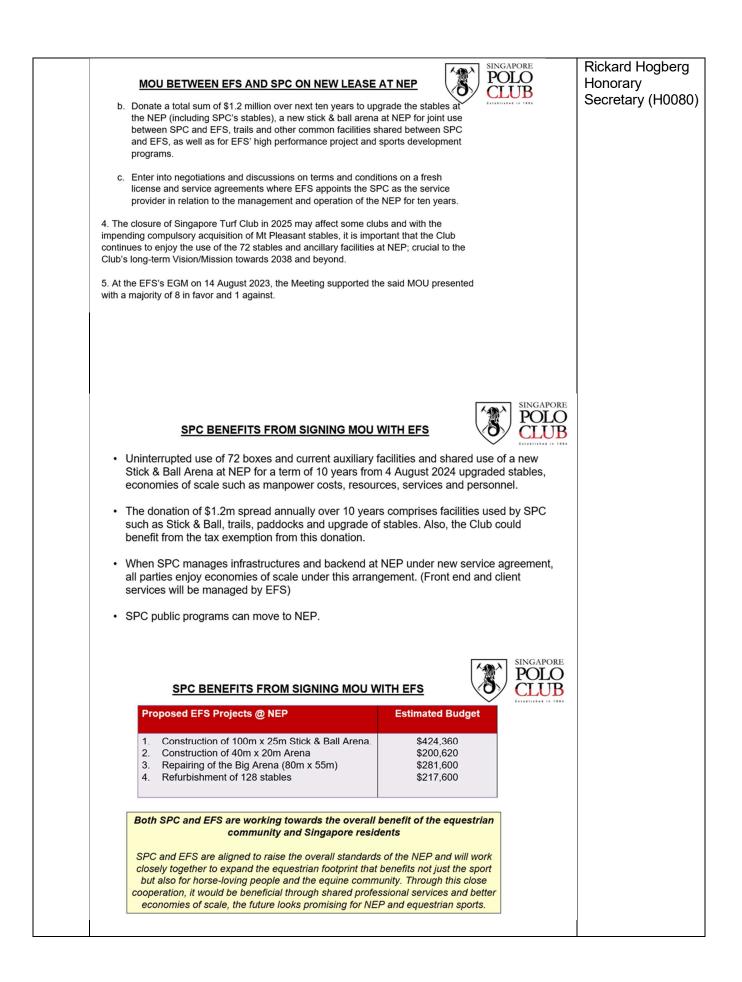
The goal of this initiative is to refresh and strengthen the Club's social and community outreach with the aim of raising funds and create an awareness for the betterment of the less fortunate in our community.

Every Singapore resident and visitor can be an inclusive part of our Equestrian community and our shared future. One major aspiration of the Club is the formation of a Singapore National Polo team to win a SEA Games medal at the 2025 (Thailand) and 2029 (Singapore) SEA Games.

He was impressed by the exemplary achievements of Atoms Polo Academy and Riding Academy which surpassed all expectations to-date with a total base member of 379 riders/players in Atoms Polo Academy and 535 riders at the Riding Academy.

The recent Sentebale ISPS Handa Polo Cup 2023 which was co-founded by Prince Harry and held at the Club was a great success, resulting a large crowd for the polo match and dinner.

The Club also benefitted from the publicity generated by this charity event, creating awareness for the Club world-wide.	
Another key aspect on the Club's agenda is the positive impact we would like to make through the achievement of our strategic plans moving forward.	
The President then cited an example narrated to him by the GM that although Singapore Island Country Club (SICC) was the wealthiest members golf & country club in Singapore, it was Sentosa Golf Club (SGC) who has made a real impact in the golfing industry by hosting major regional golf tournaments despite having lesser facilities and activities. The Club is also recognized as one of the best golf clubs in the world.	
President also shared that he has planned to organize a townhall where he could further delve on the strategic plan to further the Club's long-term goals, vision and steadily achieve our aspirations.	
Collectively, we could turn the Club's vision into a reality towards a vibrant, harmonious, inclusive Club for all our members.	
Concluding his address, President was confident that with the positive collaboration with EFS on the management and operation of the NEP under the proposed Memorandum of Understanding (MOU), supported by Sport SG, the Club's future looks positive.	
President then invited the membership to view the community video put together by GM and his team which was also presented amongst other plans, to various government ministries i.e.; Singapore Land Authority (SLA), Housing & Development Board (HDB), Urban Redevelopment Authority (URA), Ministry of National Development and Gardens by the Bay during their visit to the Club at our invitation.	
President asked for two members from the floor to volunteer as scrutineers. Ms Peggy Yeo (Y0019) and Ms Amanda Lui (L0321) volunteered to assist in the counting of votes and were nominated as scrutineers.	
President declared the ballot boxes opened and handed over to the Honorary Secretary who presented the following slides pertaining to the resolution tabled for this EGM:	
MOU BETWEEN EFS AND SPC ON NEW LEASE AT NEP	
 The current lease agreement at NEP signed between EFS and SPC on 4 November 2009 expires on 3 August 2024. 	
 The EFS has been given a new lease at the NEP through a sub-lease by <u>SportSG</u> for a period of 10 years commencing 4 August 2024. 	
 For SPC to enjoy the continued use of the 72 stables including ancillary support facilities at the NEP till 3 August 2034, SPC would need to: 	
a. Pay an upfront payment of \$2.3 million for the new lease. The said payment shall be made after the proposed MOU, which has been supported by <u>SportSG</u> , is approved at tonight's EGM and endorsed by EFS and SPC respectively. Please note that the EFS's loan obligations of \$306,225 to SPC under the current lease agreement will be fully paid by the EFS upon the signing of the proposed MOU.	



SINGAPORE POLO CLUB	
Proposed Timeline • EFS EGM – 14 August 2023 ✓ • SPC EGM - 15 August 2023 ✓ • MOU signing - 16 August 2023 • EFS reply Sports SG on land lease after 16 August 2023 • License agreement – After Sports SG responds to EFS • Targeted completion of service agreement by 31 March 2024	
Honorary Secretary went through the key salient points from the proposed Memorandum of Understanding (MOU) and further reiterated the benefits of the proposed collaboration with EFS.	
With a new ten-year new lease offered to EFS at NEP, endorsed by SportSG, EFS and SPC can then collaborate positively while operating public riding & livery that would reach out to the wider community and make both riding and polo inclusive.	
Honorary Secretary added that this win-win collaboration with the EFS would be beneficial to both parties.	
This agreement also serves as a solution for the Club to continue enjoying uninterrupted use of 72 boxes, the current auxiliary facilities and shared use of a Stick & Ball Arena at NEP for a term of 10 years from 4 August 2024 as the extension of the abovementioned State Lease provides;	
Along with larger purchases of supplies and services, we could also offer better economies of scale with access to a larger pool of professionals and operational staff to manage all stables and properties at the NEP on behalf of EFS who would be entitled to share the net surplus from its operations.	
In accordance with Rules 36(e),37(f) and Rule 38, the following resolution was to be considered and voted upon at the EGM to be held on 15 August 2023.	Lawrence Khong (K2505)
President then read out the following Resolution to be considered and voted upon;	President
1. To approve the proposed Memorandum of Understanding (MOU) to be entered between the Equestrian Federation of Singapore (EFS) and the Singapore Polo Club (SPC).	
2. To authorize the Committee to negotiate, enter into and execute a licence agreement and a service agreement with EFS on terms to be agreed between the Committee and EFS and which shall capture the terms and conditions set out in the MOU, in particular:	
2.1 SPC shall pay to EFS a sum of SGD 2.3 million including any applicable stamp fees & GST in advance in return for uninterrupted use of 72 boxes and current auxiliary facilities and shared use of a Stick & Ball Arena at NEP for a term of 10 years from 4 August 2024 as the extension of the abovementioned State Lease provides;	
2.2 Separately, SPC shall donate to EFS SGD 1.2 million spread annually over 10 years, as set out under Clause 2(1) (e) of the MOU.	

2.3 EFS shall appoint SPC as the service provider in relation to the management and operation of the NEP for a term of 10 years from the extension of the above-mentioned land lease with SPC entitled to a share of net surplus. The said resolution was a weightage vote in accordance with Constitution Rule 38. RESOLUTION In accordance with Rules 36 (e), 37 (f) and Rule 38, we submit the following resolution to be considered and voted upon at the EGM to be held on 15 August 2023. 1. To approve the proposed Memorandum of Understanding ("MOU") to be entered between the Equestrian Federation of Singapore ("EFS") and the Singapore Polo Club ("SPC"). To authorise the Committee to negotiate, enter into and execute a licence agreement and a service agreement with EFS on terms to be agreed between the Committee and EFS and which shall capture the terms and conditions set out in the MOU, in particular: 2.1 SPC shall pay to EFS a sum of SGD2.3 million including any applicable stamp fees & GST in advance in return for uninterrupted use of 72 boxes and current auxiliary facilities and shared use of a Stick & Ball Arena at NEP for a term of 10 years from 4 August 2024 as the extension of the abovementioned State Lease provides; 2.2 Separately, SPC shall donate to EFS SGD1.2 million spread annually over 10 years, as set out under Clau 2 (1) (e) of the MOU. 2.3 EFS shall appoint SPC as the service provider in relation to the management and operation of the NEP for a term of 10 years from the extension of the above-mentioned land lease with SPC entitled to a share of net surplus. NOTE: This is a WEIGHTAGE VOTE in accordance to Constitution Rule 38. hA Proposer: Seconder: Lawrence Khing Membership No: Hogberg Membership No: K2505 #80 1 SINGAPORE POLO LUB NOTICE OF THE EXTRAORDINARY GENERAL MEETING Notice is hereby given of an Extraordinary General Meeting (EGM) under Rule 37 for Voting Members of the Singapore Polo Club to be held on Tuesday, 15 August 2023 at 7.00 pm for the purpose of considering and voting upon the following: To resolve in respect of Rule 36(e), 37(f) and 38 of the Club Constitution that the membership approve the following 1. To approve the proposed Memorandum of Understanding ("MOU") to be entered between the Equestrian Federation of Singapore ("EFS") and the Singapore Polo Club ("SPC"). 2. To authorise the Committee to negotiate, enter into and execute a licence agreement and a service agreement with EFS on terms to be agreed between the Committee and EFS and which shall capture the terms and conditions set out in the MOU, in particular: 2.1 SPC shall pay to EFS a sum of SGD2.3 million including any applicable stamp fees & GST in advance in return for uninterrupted use of 72 boxes and current auxiliary facilities and shared use of a Stick & Ball Arena at NEP for a term of 10 years from 4 August 2024 as the extension of the abovementioned State Lease provides 2.2 Separately, SPC shall donate to EFS SGD1.2 million spread annually over 10 years, as set out under Clause 2 (1) (e) of the MOU. 2.3 EFS shall appoint SPC as the service provider in relation to the management and operation of the NEP for a term of 10 years from the extension of the above-mentioned land lease with SPC entitled to a share of net surplus. Posted on 31 July 2023 RICKARD HOGBERG BY ORDER OF THE COMMITTEE

04	Mr Ian Lander (L1348) raised a point of order. He said that this EGM was convened to agree to the resolution to approve the proposed Memorandum of Understanding (MOU) but the general membership have not seen the MOU.	
	In response, Honorary Secretary explained that he has essentially explained the main intent and essence of the proposed MOU in the presentation slides shown earlier and also summarized in the resolution. However, the MOU was available to be shown to members, should they had wanted to review it.	
	Mr Ian Lander (L1348) further raised a point that he was not disputing the main summary in the resolution but he required more clarity towards the item that the Club would pay under a licence agreement of 2.3million plus stamp duty and GST, if applicable.	
	He understood that the payment was for an advance for the uninterrupted use of 72 boxes and current auxiliary facilities and shared stick and ball arena but he has noted and would like to point out that the wording was slightly different in the proposed lease agreement, service agreement and licence agreement. Mr Ian Lander (L1348) then suggested that the said agreement(s) need to be reworded and open to comments from members.	
	He also pointed that it was odd that the Club is paying 2.3million plus stamp duty and GST for the use of the premises where it was actually going towards the payment for the lease by EFS from SportSG. Mr Ian Lander (L1348) also queried when we would officially sign the MOU as the clause stipulates that the funds would be payable on the signing of the said MOU but the extension of lease would take effect from 4 August 2024.	
	Honorary Secretary explained that the operations of 72 stables is an integral part of the Club's financials and has nothing to do with EFS. He noted that it was more a break-even towards Mr Ian Lander (L1348) query if the Club has made any profits on the NEP in the last 15 years. Honorary Secretary further added that EFS would also repay the loan from the Club upon the signing of the MOU.	
	Mr Ian Lander (L1348) raised his concern that it seems to suggest from the proposed MOU that SPC's authority seems diluted. Honorary Secretary replied that this was not a concern, as the Club would actually derive some savings from this new partnership. He explained that in the past, SPC had borne management costs but under this new framework, EFS shall appoint the Club as the service provider in relation to the management and operation of the NEP.	
	President added that the summary of this partnership with EFS was in essence for the uninterrupted use of the 72 boxes amongst other facilities. He was of the view that the Club would be in dire straits, if we lost the boxes. The team, comprising Honorary Secretary and GM had also done a proper cost analysis and the real cost when paid in advance was actually less than the costs we are paying currently.	
	He also acknowledged that relations between the Club and EFS have significantly improved and especially so now that both parties are working towards a common pursuit. At EFS's EGM on 14 August 2023, the Meeting supported the said MOU with a majority of 8 in favor and 1 against.	

President said that the donation of \$1.2m spread annually over 10 years comprised facilities used by SPC such as Stick & Ball, trails, paddocks and upgrading and refurbishment of 128 stables. In addition, the Club could benefit from the tax exemption from this donation.

Mr Kevin Wilkinson (W0088) raised his concern if adequate thought has been exercised as he noted that a quarter of the Club's liquid assets would be utilized, and if this sum of expenditure could be considered as an investment and if so, what would be the returns? He also queried if the Club should instead invest this sum of money and generate returns from it.

President, in response thanked the member for his points raised and further assured the meeting that due diligence was exercised during the negotiation and discussion process along with the Club's lawyers who spent many hours carefully reviewing its terms and clauses in the MOU, ensuring that the Club's interests was not compromised in any way, as his team fully understood the importance of the said agreement and the dire consequences the Club would face, should the 72 boxes be lost.

Mr Federico Vescovi (V0108) shared his perspective that the Club would lose the revenue from the lease of the stables, if we do not have the 72 boxes. The actual loss of revenue could significantly be higher amidst other operational inconveniences. Honorary Secretary remarked that the Club will be in a better position because of the extension of the said lease.

Mr Elbert Pattijn (P0104) agreed and commended the team for putting together the framework for the MOU and said that he generally was in favour of this resolution. He opined that it was not so much of the revenue the Club would derive from NEP but rather, if the infrastructure was no longer available, more members would leave the Club as it would pose many operational challenges especially for owners who house their horses in the stables.

Mr Brian Miller (M1220) expressed his concern towards EFS management committee, he is of the view that the said MOU and its terms/clauses to be worded more specifically to safeguard SPC's interests should another committee outnumbers the current committee and would also like to know the rights of SPC from EFS through the votes they received from their recent EGM.

Honorary Secretary said that EFS is under the purview of Sport Singapore (SportSG), a statutory board under the Ministry of Culture, Community and Youth of the Government of Singapore. He is of the view that EFS would act in good faith and would not make changes or amend the constitution in a careless manner.

Dr Ali Namazie (N0012) raised his point that he noted from the resolution that sought members to approve the proposed Memorandum of Understanding (MOU) and it would be reasonable to request for the MOU to be presented. He further sought clarification from the MOU which was presented on the current auxiliary facilities including the shared use of the arenas. Dr Ali Namazie (N0012) also queried on the licence and service agreement which he noted was not in place at the time of meeting.

Honorary Secretary and President explained that the MOU had been reviewed by the lawyers of both EFS and SPC. It is legally binding in a way that the Club gets to enjoy the uninterrupted use of the 72 boxes, the current auxiliary facilities and shared use of a new Stick & Ball Arena at NEP. SPC should also get to manages the infrastructures and backend at NEP under a proposed new service agreement where all parties enjoy economies of scale under this arrangement while the front end and client services will be managed by EFS. After the said MOU is signed, the next step would be the crafting of the Licence and Service agreements, etc.	
President then invited the GM to further elaborate on the framework of the proposed MOU.	
GM went through the whole MOU as presented in slides. He explained that the MOU should be looked in its entirety, and not in parts. The MOU is for members to approve and allow the Committee to negotiate, enter into and execute a licence agreement and a service agreement with EFS on terms to be agreed between the Committee and EFS, which shall capture the terms and conditions set in the said MOU.	
He further explained that there were three (3) key points in the MOU, which stipulates that SPC will pay EFS the 2.3million inclusive of stamp duty and GST in advance in return for the uninterrupted use of the 72 boxes and current auxiliary facilities, which actually is what SPC has and is enjoying to-date.	
The second (2) part is that the Club shall make a donation of \$1.2million spread annually over 10 years as set out under Clause 2(1) e of the said MOU.This so-called donation would include the refurbishment and upgrading of our existing stables. In the past, SPC would foot the cost of any upgrading or refurbishment works directly. So, although it is termed as a donation to EFS, the monies were actually used to fund the upgrading works as mentioned.	
The third (3) aspect is to be mindful of the clause in our current agreement which was for a period of fifteen (15 years) which stipulates that if there was an extension from SLA through SportSG, SPC reserves the first right of refusal to manage the NEP. However, during the full review by the EFS' lawyers, it was made known to us that as the new extension was now for ten (10 years), it literally meant that SPC may not enjoy that right anymore. We have done our sums and it evidently showed that our actual costs would actually be lower spread over ten (10 years). This essentially meant that SPC pays upfront for the next ten years (10) with the same boxes, facilities, shared arena in addition to an upgrade of 128 stables.	
President and Honorary Secretary also expressed that any agreement signed with EFS will be endorsed by SportSG with the consent of SLA. And therefore, we are confident that EFS will act in good faith in honoring the agreement(s).	
Summing up, President and Honorary Secretary reiterated the importance of this MOU of which SPC would benefit greatly from our strategic partnership with EFS and sought the mandate of the membership in passing this evening's resolution.	

05	Voting						Lawrence Khong
	President declared the ballot boxes closed after 5 minutes and asked that the meeting be adjourned for 15 minutes to allow the auditors and the scrutineers to scrutinize the vote counting.						(K2505) President
	G M then announced that food & beverage was available at the verandah while the counting of votes was in progress.						
	The meeting would b	e kept open i	until all the b	allots have b	een counted.		
06	Vote Count						Sylvan
	GM announced the voting result as follows:					Braberry, GM	
	(a	EXTRAORDINA	RY GENERAL	MEETING			
			ST 2023, TUES				
	VOTING RESU	JLTS FOR RESO	DLUTION 1-RUL	.E 36(e), 37(f) an	d Rule 38		
		Votes in	favour	Votes	against		
	Resolution 1	Before Weightage	And many states and states and	Before Weightage	After Weightage		
	Charter Polo Playing Members	21	210	0	0		
	Charter & Charter Corporate Members	8	8	0	0		
	Regular Individual, Regular Corporate & Term Members	2	0.2	0	0		
	Clubhouse Members	0	0	0	0		
	Total	31	218.2	0	0		
	INVALID VOTE: 0	VOTES FOR	218.2 100.0%	VOTES AGAINST	0.0%		
	RESOLUTION 1 IS CARRIED WITH 100% VOTES FOR.						
	Posted on 15 AUGU HONORARY SECRE SINGAPORE POLO (TARY					
	GM then announced favour.	that the sai	d Resolutior	n carried with	n 100% of vo	tes in	
	President called the thanked the General I					e and	Lawrence Khong (K2505) President