



THE
SINGAPORE ISLAND
COUNTRY CLUB

CIRCULAR TO MEMBERS

9 November 2020

Dear Members,

EXTRAORDINARY GENERAL MEETING ON TUESDAY, 24 NOVEMBER 2020 at 7.00pm

The President and General Committee are pleased to invite all Members to attend the Extraordinary General Meeting (EGM) on **Tuesday 24 November 2020 at 7.00pm**. The EGM will be held through electronic means.

A copy of the Notice for the meeting is attached to this circular.

Background Information

As you are aware, the Club received a letter from the Ministry of Law on 2 October 2020 informing the Club that:-

- (i) the Labour Movement was intending to withdraw from the opportunity to run the Sime Public Golf Course;
- (ii) the Government has now offered Keppel Club the opportunity to run the public course; and
- (iii) should the Labour Movement withdraw, the Club would have to enter into a sharing agreement with Keppel Club by 23 October 2020.

The General Committee then called for a Dialogue on 20 October 2020 and following the Dialogue, a Points of Agreement was executed with Keppel Club. The salient terms of the Points of Agreement were reflected in President's First Words dated 22 October 2020.

The Ministry of Law has extended the deadline for the Club to execute the Memorandum of Agreement to 30 November 2020 and the General Committee is calling for this Extraordinary General Meeting to seek your approval for the Club to enter into the Memorandum of Agreement with Keppel Club.

The Memorandum of Agreement ("MOA")

The MOA will deal with the following terms:-

- (i) the parties to the agreement;
- (ii) the reconfiguration of the golf courses;
- (iii) the licence for the operation of and play on the golf courses as well as access in terms of utility and irrigation;
- (iv) the agreed commercial understanding as to the sharing of the golf course maintenance, irrigation system and Sime Road and the cost sharing basis in relation thereto;
- (v) the agreed commercial understanding as to the use of the Driving Range and Bukit Clubhouse; and
- (vi) the formation of the Steering Committee to ensure that the objectives of the MOA are met.

Postal Address: Thomson Road P. O. Box 50 Singapore 915702

Bukit Location: 240 Sime Road Singapore 288303 Tel: 6466 2244 Fax: (65) 6466 9709

Island Location: 180 Island Club Road Singapore 578774 Tel: 6459 2222 Fax: (65) 6458 3796

website: www.sicc.org.sg



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If the resolutions are passed, the MOA (with the form of the Licence Agreement to be executed by parties when the new leases are granted is annexed hereto) will be executed by 30 November 2020, with parties subsequently working out the details of the Facility Sharing Agreement. The Facility Sharing Agreement will, among other things, set out the mechanics of the sharing arrangement of the maintenance of the golf courses, the irrigation system, Sime Road, items of capital expenditure and how costs is to be shared.

The final form of the MOA may be found at (<https://gis.sicc.org.sg/>) for members to view closer to the date of the Extraordinary General Meeting as parties are still working on the details to the draft.

Please take the time to read the final form of the MOA to obtain a better understanding of parties' agreement thus far.

Documents for the Extraordinary General Meeting

This Circular to Members is accompanied by the following documents:-

- (i) Notice of Extraordinary General Meeting dated 9 November 2020; and
- (ii) The Proxy Form.

(collectively known as "these documents").

These documents have been made available on the Club's notice boards and website (<https://gis.sicc.org.sg/>).

Registration for the Extraordinary General Meeting

A member will not be able to attend the Extraordinary General Meeting in person.

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Registered Societies) Order 2020 ("the Order"), a Member may only attend the Extraordinary General Meeting by observing and listening to the proceedings of the meetings through electronic means. However, during the live stream of the proceedings, a chat function will be enabled to allow members to ask questions.

Only Ordinary Members, Honorary Members and nominees of Corporate Members will be admitted to the meeting.

A member who wishes to attend the Extraordinary General Meeting MUST pre-register their attendance by Monday, 23 November 2020 at 6.00pm.

To pre-register your attendance, members are invited to access the Convene@AGM portal with the following link:-

<https://agm.conveneagm.org/siccegm2020>

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Further Steps to Register your Account ("your account")

To proceed to register your account for the purposes of attending the Extraordinary General Meeting, please note the following steps:-

- (i) Upon logging on to the link above, members will be asked to 'Register Now';
- (ii) You will have to key in your full name, Membership Identification Number, your e-mail address and active mobile number. Members are to ensure that their details entered reflect that as set out in the Club's membership records as this will ease the verification exercise;
- (iii) Once these details are submitted, you will receive an email requesting that you verify the registration.
- (iv) Through this verification exercise, you will be asked to create your own account by setting up your password, which will be known only to you;
- (v) As an extra step in the verification process, at each login, members will be prompted to key in their One-Time Password sent to their mobile phones through SMS and this will authenticate the registration; and
- (vi) You will then be notified if your registration was successful.

Members are strongly encouraged to use this electronic platform for all matters related to the Extraordinary General Meeting to facilitate the entire process.

Any member who encounters a technical difficulty or who requires assistance with registering their respective accounts can call the Club at 64318255 (hotline number) or email to the following address: it_dept@sicc.org.sg.

Submission of Any Question

A member who wishes to raise any matter or question will have to submit them to the chairman of the meeting through the Convene@AGM portal (using your account), post (addressed to The General Manager, The Singapore Island Country Club, 180 Island Club Road, Singapore 578774) or email (to gm@sicc.org.sg).

Such matters or questions must reach the Club **by Friday, 20 November 2020 at 6.00pm.**

All substantial and relevant matters submitted will be addressed prior to or at the Extraordinary General Meeting itself.

A chat function will also be enabled during the live stream of the EGM to allow members to submit questions.

Substantial and relevant matters and questions that concern a resolution that will be put to a vote will be addressed before the closing date for the lodgement of proxy forms.

VOTING OF RESOLUTIONS

Voting for the resolutions for the Extraordinary General Meeting will be done through proxy forms. Under the proxy form, a member appoints the chairman of the meeting as his or her proxy to attend, speak and vote at the meeting.

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A member may only vote by appointing the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the Club an instrument of appointment (hereinafter referred to as "the proxy form") through the following means:-

- (i) Accessing your account through the Convene@AGM portal and submitting the proxy form online;
- (ii) Posting the proxy form to the Club at
The General Manager
The Singapore Island Country Club
180 Island Club Road
Singapore 578774; and
- (iii) Emailing to the following address: gm@sicc.org.sg.

The completed proxy form must reach the Club by 6.00pm on Monday, 23 November 2020, before the scheduled Extraordinary General Meeting. In appointing the chairman of the meeting as a proxy, a member must give specific instructions with regard to voting, or abstentions from voting, in the form of proxy, failing which the appointment may be treated as invalid.

Counting of the votes through the proxy form will be conducted on the morning of the Extraordinary General Meeting at 11.00am. Members' personal information contained in the proxy forms will be verified against the Club's records and counting of the votes will commence thereafter, with the assistance of the Club's staff. The verification and counting of the votes will be witnessed by members of the Club's Audit Committee.

The results of the votes will be announced by the chairman of the meeting at the Extraordinary General Meeting.

Attendance at the Extraordinary General Meeting

As mentioned earlier, the Extraordinary General Meeting will be held electronically.

On the day of the Extraordinary General Meeting, members are advised to login to your account. Upon logging in, members will be directed to a virtual meeting room which will then broadcast the entire Extraordinary General Meeting proceedings.

Quorum will be formed by members who are electronically present on the Convene@AGM platform as well as members who have appointed the chairman of the meeting as proxy to attend, speak and vote at the meeting.

We trust that the above sets out how the Extraordinary General Meeting will be conducted. Should you require any clarification, kindly contact me at gm@sicc.org.sg.

Thank you.

Yours sincerely,

Desmond Tay
General Manager

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