

HIGHLY CONFIDENTIAL

**Annual General Meeting (AGM) 2025****Saturday, 28<sup>th</sup> June 2025****Great Eastern Life Building,****Paya Lebar Quarter Tower 3, #13-01****Singapore 437161****Minutes of Meeting**

No	Item	Action By
	<b>The AGM was called to order at 1000hours.</b>	
<b>1</b>	<b>Agenda 1: Confirmation of 87<sup>th</sup> AGM Minutes</b>	
	<ul style="list-style-type: none"> <li>Chairman called for the meeting to start at 10am as the minimum number for the quorum was met – 31 members.</li> <li>Chairman welcomed the members to the 88<sup>th</sup> AGM per his opening message.</li> <li>Dr. Hirman pointed out that the Minutes of Meeting (MOM) had not include the “sale of the building” (785 Geylang Road Shophouse) and it needed to be added into an addendum for the members.</li> <li>Mr Rahman had added on that the “sale of SGM LittleKidz” was also discussed and not included in the MOM.</li> <li>Chairman mentioned that SMTC would be sending an addendum to all members about the two missed points that were supposed to be in the 87<sup>th</sup> AGM Minutes.</li> <li><b>31 members approved the 87<sup>th</sup> AGM Minutes.</b></li> <li><b>0 members against the 87<sup>th</sup> AGM Minutes.</b></li> <li><b>0 members abstain the 87<sup>th</sup> AGM Minutes.</b></li> </ul>	<p>FYI</p> <p>FYI</p> <p>SMTC HQ</p> <p>SMTC HQ</p> <p>SMTC HQ</p> <p>FYI</p>
<b>2</b>	<b>Agenda 2: Latest Audited Financial Statements Prepared by External Auditor, AJM Practice</b>	
	<ul style="list-style-type: none"> <li>Mr Rab, SMTC’s Chief Financial Officer explained the Annual Financial Statement (AFS). Firstly, from page 1 – 6 and 7 onwards (Income and Expenditure Statement, etc).</li> <li>Mr Rahman opined that after six (6) years, the AFS was ready before the statutory deadline. Mr Rahman congratulated the team and committee involved – noting this was a first-time achievement in six (6) years.</li> <li>Mr Abdolah Lamat questioned how SMTC was making profits.</li> <li>Mr Rab mentioned that while lending was historically the primary income driver at a</li> </ul>	<p>FYI</p> <p>FYI</p> <p>FYI</p> <p>FYI</p>



		<p>consistent 6% interest rate, tighter statutory regulations, restricted loan sizes, and aggressive market competition have forced interest rates down and reduced borrower volumes.</p> <ul style="list-style-type: none"> <li>• Mr Rab added that to offset declining loan revenue, the society maximised real estate profits by renting out levels 1,3 and 4 of the 785 Geylang Road property, which has successfully bolstered income. Chairman and A/P Roksana noted that relying on rentals represents a necessary shift toward income diversification.</li> <li>• Mr Rab highlighted that high labour costs remain a significant challenge, with core office operations utilising eight officers.</li> <li>• Mr Rahman asked Mr Rab to explain how Goods and Service Tax (GST) worked for SMTC.</li> <li>• Mr Rab explained that 60% to 70% of SMTC's GST expenses were attributed to the childcare centres, noting that total childcare GST liabilities had likely surpassed \$1,000,000. He clarified that GST is paid on expenses, properties, and loans, but cannot be claimed back identically.</li> <li>• Mr Rab confirmed to A/P Roksana that all previously delayed childcare GST arrears have been completely settled. Mr Rab also clarified to Mr Moen that GST is legally payable on SMTC's rental outlays.</li> <li>• Mr Rahman reviewed the income (\$2 million) versus total expenditure (\$2.3 million) and had inquired about expenditure reduction. Mr Rab noted that SGM Murni was performing acceptably, whereas SGM LittleKidz were suffering severely from disproportionate manpower costs.</li> <li>• Mr Rahman suggested that because core operations of SGM Murni were stable, future strategic focus should narrow entirely to restructuring SGM LittleKidz.</li> <li>• <b>31 members approved the latest AFS (Page 1-6).</b></li> <li>• <b>0 members against the latest AFS (Page 1-6).</b></li> <li>• <b>0 members abstained the latest AFS (Page 1-6).</b></li> </ul>	<p>FYI</p> <p>FYI</p> <p>FYI</p> <p>FYI</p> <p>FYI</p> <p>FYI</p> <p>FYI</p> <p>FYI</p>
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<b>3</b>	<b>Agenda 3: Endorsement to Open Up Institutional Membership</b>		
		<ul style="list-style-type: none"> <li>• Chairman gave a brief overview on the reasons as to why SMTC planned to open up to an institutional membership.</li> <li>• A draft would be done by the Board of Directors (BOD) to be sent to the Registrar prior to the AGM as it was an amendment of the By-Laws.</li> <li>• Dr. Hirman added that SMTC could have an Extraordinary General Meeting in regard to the endorsement to open up Institutional Membership.</li> <li>• <b>0 members approved the endorsement to open up the institutional membership.</b></li> <li>• <b>31 members against the endorsement to open up the institutional membership.</b></li> <li>• <b>0 members abstained the endorsement to open up the institutional membership.</b></li> </ul>	FYI  FYI  FYI  FYI
<b>4</b>	<b>Agenda 4: Giving Mandate for BODs to Decide the Future of SGM LittleKidz @ Rivervale</b>		
		<ul style="list-style-type: none"> <li>• Chairman introduced the next agenda item regarding the future direction of LittleKidz. He requested to allow the BODs to make critical strategic decisions regarding the centre.</li> <li>• Mr Rahman suggested that the wording of the agenda be reframed more broadly, noting that seeking a mandate to find turnaround strategies.</li> <li>• Chairman clarified that SGM LittleKidz had been a significant drain on SMTC's finances – accumulating to an overall loss of approximately \$1.16 million from 2009 to date.</li> <li>• Chairman emphasised that the request endorsement was intended to give the BODs the authority to determine whether to pursue a sale, collaborate with partners, or execute other strategic options to ensure a favourable outcome for SMTC.</li> </ul>	FYI  SMTC HQ  FYI  SMTC BODs



	<ul style="list-style-type: none"> <li>Mr Rahman intimated that the BODs were exploring alternative strategic solutions rather than an outright sale, which included the potential for relocation to a high-yield area and the upcoming onboarding of a dedicated “troubleshooter” to manage the turnaround. He urged members to maintain a positive outlook and allow the incoming troubleshooter to thoroughly assess the situation on the ground.</li> <li>The Chairman added critical financial context, revealing that SGM LittleKidz were currently sustaining an operating loss of \$20,000 per month.</li> <li>A/P Roksana highlighted that the significant \$20,000 deficit in CFO’s report called for close to immediate action and SMTC could not afford to wait for an entire year until the following AGM to seek approval. She emphasised the necessity of obtaining an immediate, flexible mandate now so the BODs could evaluate and execute the best available financial option without operational delays.</li> <li>Mr Rahman mentioned that a “mandate” encompasses a wide range of restructuring options and does not equate strictly to selling the entity.</li> <li><b>31 members approved giving the mandate for BODs to decide the future of SGM LittleKidz.</b></li> <li><b>0 members against giving the mandate for BODs to decide the future of SGM LittleKidz.</b></li> <li><b>0 members abstained giving the mandate for BODs to decide the future of SGM LittleKidz.</b></li> </ul>	<p><b>SMTC BODs</b></p> <p><b>FYI</b></p> <p><b>FYI</b></p> <p><b>FYI</b></p>
<b>5</b>	<b>Agenda 5: Composition of BOD Members for SMTC – Secret Ballot</b>	
	<ul style="list-style-type: none"> <li>Chairman shared that A/P Roksana and Mr Syahrulnizam’s term had ended and thanked them for their service with SMTC.</li> <li>Chairman explained how the secret ballot worked.</li> <li>Chairman mentioned that the following BODs were to be elected via a secret ballot that the members took part in: <ul style="list-style-type: none"> <li>1) A/P Roksana</li> <li>2) Mr Syahrulnizam</li> <li>3) Mr Mohammad Faizal Bin Ismail</li> <li>4) Mr Abdul Rahman</li> </ul> </li> </ul>	<p><b>FYI</b></p> <p><b>FYI</b></p> <p><b>FYI</b></p>

	<p>5) Mr Mazli Bin Mahmood 6) Mr Muhammad Ariff 7) Mr Idris Bin Taha</p> <ul style="list-style-type: none"> <li>Chairman asked if there were any members who would like to nominate anyone else to be part of SMTC's BODs.</li> <li>There were secret ballot papers given out to members present for the AGM and they voted.</li> <li>SMTC team, consisted of non-members counted the votes.</li> <li>Chairman congratulated the seven (7) new BODs (mentioned above) who were re/elected for a three-year term.</li> </ul>	<p>FYI</p> <p>FYI</p> <p>FYI</p> <p>FYI</p>
<b>Agenda 6: Any Other Business</b>		
	<ul style="list-style-type: none"> <li>Chairman addressed questions posed by members via Microsoft Forms.</li> <li>The questions mainly were: <ul style="list-style-type: none"> <li>1) Would SMTC sell SGM LittleKidz?</li> <li>2) Would the staff of SMTC be given bonuses/token?</li> </ul> </li> <li>Mr Rahman suggested to ask Registry of Co-operative Societies (ROCS) if SMTC could use its reserve funds to remunerate staff for their service.</li> <li>Chairman would discuss with the BODs on how SMTC could appreciate staff for their hard work and service.</li> <li>Mr Moen Bin Kasir had requested to withdraw from the Board of SGM Institutional Pte Ltd (SGMI). Chairman appreciated his many years of service and dedication.</li> <li>Lucky Draw for Members – 15 winners. <ol style="list-style-type: none"> <li>15<sup>th</sup> – Siti Faryanty</li> <li>14<sup>th</sup> – Amirah Nur Fathinah</li> <li>13<sup>th</sup> – Mohammad Faizal Bin Ismail</li> <li>12<sup>th</sup> – Shazwani Binte Abdul Latif</li> <li>11<sup>th</sup> – Mazli Bin Mahmood</li> <li>10<sup>th</sup> – Razanah Shah</li> <li>9<sup>th</sup> – Muhammad Ariff</li> <li>8<sup>th</sup> – Abdolah Bin Lamat</li> <li>7<sup>th</sup> – Kamiti Bin Nahim</li> <li>10) 6<sup>th</sup> – Dr. Hirman Mohamed Khamis</li> <li>11) 5<sup>th</sup> – Sapiah Binte Salleh</li> <li>12) 4<sup>th</sup> – Arzami Bin Salim</li> <li>13) 3<sup>rd</sup> – Emildawati Bendiamin</li> <li>14) 2<sup>nd</sup> – Idris Bin Taha</li> <li>15) 1<sup>st</sup> – Abdul Rab</li> </ol> </li> <li>Chairman thanked the attendees of the 88<sup>th</sup> AGM.</li> </ul>	<p>FYI</p> <p>FYI</p> <p>SMTC BODs</p> <p>SMTC BODs</p> <p>FYI</p> <p>FYI</p> <p>FYI</p>

	<ul style="list-style-type: none"> <li>Chairman asked the BODs to stay behind to elect the Key Appointment Holders. <ol style="list-style-type: none"> <li><b>Chairman: Mr Mohammad Faizal Bin Fadzlillah</b></li> <li><b>Vice-Chairman 1: Dr. Hirman Mohamed Khamis</b></li> <li><b>Vice-Chairman 2: Mr Syahrulnizam Bin Abdul Rahman</b></li> </ol> </li> </ul>	FYI
	<b>There being no other business, the meeting called to a close at 1155hours.</b>	

### Action Items

No	Action Item	Person Responsible	Deadline	Checklist
1	To send an addendum to members of the 87 <sup>th</sup> AGM Minutes [two (2) missed points].	SMTC HQ	July 2025.	<input type="checkbox"/>
2	To determine if to pursue a sale, collaborate with partners, or execute strategic options for SGM LittleKidz.	SMTC BODs	April 2026.	<input type="checkbox"/>
3	To check with ROCS if SMTC could use its reserve funds to remunerate their staff.	SMTC BODs	August 2025.	<input type="checkbox"/>
4	To discuss how to appreciate staff for their service.	SMTC BODs	July 2025.	<input type="checkbox"/>

Meeting Minutes By: 	Approved By: 
Dr. Hirman Mohamed Khamis Vice-Chairman 1 Date: 21 <sup>st</sup> July 2025	Mohammad Faizal Bin Fadzlillah Chairman Date: 21 July 2025