

SECURITIES INVESTORS ASSOCIATION (SINGAPORE)

MINUTES OF 14th ANNUAL GENERAL MEETING

HELD ON : 23rd October 2013

VENUE : 5 Maxwell Road, MND Building Annexe A Singapore 069110

TIME : 7.30 pm

Meeting called to order : 7.30 pm

Attendance : 114 members

Chairman of the Meeting : President, Mr David Gerald J.

Honorary Chairman

Present : Mrs Lim Hwee Hua

Committee Members

Present : Mr Siow Chai Sheng, Vice President
Mr Loh Uantchern, Hon Secretary
Mr Robson Lee, Asst Hon. Secretary
Mr Andrew Kwek, Hon. Treasurer
Mr Cheong Boon Leong Christopher,
Asst Hon. Treasurer
Mr Andrew Cheng, Committee Member
Mr Christopher Tan, Committee Member
Mr James Leong, Committee Member
Prof Jeremy Goh, Committee Member

The Honorary Chairman, Mrs Lim Hwee Hua was also present.

1. The meeting was called to order by Chairman at 7.00pm with the Hon Secretary advising Chairman that there were 114 members in attendance, constituting a quorum.

2. Minutes of the last AGM

Chairman introduced the agenda and called for a proposer to confirm the minutes of the last AGM on September 25, 2012 which was posted on the website. Mr Christopher Cheong proposed that the minutes be passed with Mr

Robson Lee seconding the motion. There being no objections, the minutes were confirmed.

3. Annual Report 2013

- 3.1. Chairman informed the meeting that Mr Hsieh Fu Hua, the previous Chairman, is involved in 14 organisations and has requested to be relieved if we could find a suitable replacement. Mr Hsieh Fu Hua and the President of SIAS discussed possible candidates and decided on Mrs Lim Hwee Hua, the former Minister to be appointed as the next Chairman. She was approached by both and she, after carefully considering, kindly consented to become the third Chairman.

- 3.2. Chairman of the meeting in introducing the new Honorary Chairman of SIAS said that SIAS is fortunate to have Mrs Lim as our Honorary Chairman as she always had a keen interest in our work when she was Minister and knew SIAS from its very inception. She has a heart for retail investors and SIAS stands to benefit enormously from her experience in and her vast knowledge of the finance sector. Chairman read out her curriculum vitae. Members welcomed her warmly.

Chairman introduced the current Committee who were elected at the last AGM and informed the meeting that Mr Joseph Kwok who was elected as Honorary Treasurer had resigned due to heavy commitments at work and other private commitments could not continue and had resigned. He informed the meeting that the Committee met six times to consider the activities and financial position to see the objectives of the Association were being carried out.

Chairman then invited Mr Richard Dyason, General Manager of SIAS, to read out the Management Committee's Annual Report 2013 for the meeting. Chairman ran through the major events and ran through the salient features of the report and gave a quick summary of the financial performance of the Association. There were 190 activities and 24,000 attendees. The investor education activities take most part of our time for that is the main focus followed by corporate governance and investor rights activities. Going forward, Chairman said that SIAS will be forming investment chapters, similar to investment clubs

where citizens can get together and under a mentorship of a trainer learn how to make their own investment decision. He also informed that SIAS do not run the Association with purely membership subscription as that is insufficient. SIAS depends a lot of corporate sponsorships. Chairman informed that SIAS has been doing very well for the past 14 years. This year, the revenue has jumped 29 percent as compared to last year.

Chairman asked for the annual report to be passed. Mr Robson Lee proposed to pass the audited accounts and Mr Kok Jong Foo seconded. There being no objections, the Annual Report was accepted.

Chairman announced that SIAS has sold SIAS Research to Mr Roger Tan, who was running SIAS Research because retail investors were not willing to pay for the reports and brokers are already providing free reports. Hence, it was not financially easy to run the company with a CEO, two analysts and two staff and SIAS has been running the company for 4 years. It was time to end SIAS Research if not, SIAS will be in debt. However, Mr Roger Tan felt that the only way to continue SIAS Research was to run corporate services which conflicts with SIAS objectives. SIAS, therefore, sold SIAS Research to Mr Roger Tan.

4. Adoption of Audited Accounts for July 2012 to June 2013

The Treasurer presented the Audited Accounts for July 2012 to June 2013. Mr James Leong mentioned that overall, SIAS has maintained a healthy balance sheet. It has more than \$400,000 in terms of fixed deposit and cash command. He added that SIAS has also increased its accumulated surplus from \$420,000 in 2012 to \$457,000 in 2013 on Association basis.

Treasurer informed that as SIAS has disposed of SIAS Research this year, hence going forward, it will just be Association's numbers and no more group basis. Income statement wise, SIAS has a record year of \$2.1 million revenue and a large part is driven by the hard work the staff at SIAS has put together. He also informed that through the numerous events, SIAS has gathered a lot of sponsorship which jumped by 34 percent over the same period as last year. In

spite of additional activities, we have been able to manage our expenses, which increased only by 12 to 13 percent. We received a surplus of \$37,000 (Year 2012/13) from a deficit of \$21,000 (Year 2011/12).

Mr Kok Jong Foo raised a question on the balance sheet whether SIAS Research is disposed at a loss or at cost.

Treasurer Mr James Leong responded that SIAS Research was disposed at a consideration of \$200,000. Chairman informed that the amount will be reflected in the next financial statement as it was disposed after the financial year ended in June this year. Hence, the fixed deposit will go back a little higher. Mr Christopher Cheong paraphrased Mr Kok's question and asked again if SIAS Research was sold at a loss or at cost. Chairman replied that SIAS Research was not sold at a loss or with a gain. SIAS invested \$250,000 in SIAS Research 4 years ago. Previously, Mr Roger Tan bought shares and paid \$50,000 into SIAS Research.

Mr R. Asokan proposed to pass the audited accounts and Mr Phillip John Smith seconded. There being no objections, the Audited Accounts were accepted.

5. Election of Members to the Management Committee 2013 - 2015

Chairman informed that in June this year, SIAS has amended its constitution to provide for a new method to nominate and appoint management committee members. All nominees have to file their nomination in a prescribed form and the nominees have to be approved by a Nomination Committee. The Nomination Committee comprises of three Committee Members, Mr Ng Siew Quan from Pricewaterhousecooper, Mr Robert Yeo, former Treasurer of SIAS and from Singapore Training And Development Association and Mr Vincent Chen, an investor, a former banker and former SIAS Committee Member. The Nomination Committee is to receive the nomination 21 days before the election to review if the candidates are suitable to stand as officers for the Association. Should anyone wishes to serve as a President, the Management Committee Members decided that he/she has to serve at least two terms in the Association or if the Management Committee Members so decide, minimum one term. Chairman

mentioned that this is because the Committee felt that SIAS has reached the stage where SIAS could have people coming in on the day of the Annual General Meeting, may not be the person best suited to run the Association. We work with regulators, boards and senior managers. A certain level of calibre, qualification, background and standing is required to run the Association. Chairman said that although the Association has a mix of people, but at the same time we need to ensure that the Association is not, in any way, in danger of being side track or taken away from its objectives. It also cannot be subjected to politics or religion. Hence, for these reasons we need to tighten the entry qualification, the manner in which one could come into the Association.

The following nominees for Management Committee 2013 – 2015 are:

Mr David Gerald, President & CEO
Mr Siow Chai Cheng, Vice President
Mr Loh Uantchern, Honorary Secretary
Mr Robson Lee, Assistant Honorary Secretary
Mr James Leong, Committee Member
Mr Christopher Cheong, Assistant Honorary Treasurer
Mr Christopher Tan, Committee Member
Mr Andrew Cheng, Committee Member
Mr Andrew Kwek, Honorary Treasurer
Prof Jeremy Goh, Committee Member

Chairman informed that Mr Joseph Kwok has stepped down as the Honorary Treasurer. Hence, he has invited Mr Andrew Kwek to join SIAS as Honorary Treasurer. Chairman advised that the above 10 candidates were uncontested and returned by the Nomination Committee. Chairman invited the meeting to welcome all 10 candidates on board with SIAS for a two-year term.

6. Amendments to Constitution

Chairman read out the following proposed amendments to constitution:

- Appoint Sub-Committees without restricting the same and to inform members as soon as possible the name of the Chairman and the composition of each of the Sub-Committee appointed by the Management Committee.
- Provide criteria for the Nomination Committee to approve/disapprove a candidate to serve on the Management Committee.
- Allow the Management Committee to appoint up to two additional Committee Members, should the need arise.

Chairman informed that the purpose of the amendments was to ensure that members know who is running which Committee. At the moment, only the main Committee is known to the members. Sometimes members may want to join sub-committees. However they are not informed who is heading which Sub-Committee thus far. Hence, with this amendment, members are informed of the sub-committees in SIAS and the Chairman's name. SIAS could also keep members informed by sending an email to them. SIAS would also like to make the nomination process of the election of the management committee members, the Management Committee should be guided by clear guidelines on the grounds that they can approve or disapprove a nomination. If they do not want to approve a candidate, they need to have clear guidelines. The member who is a grievance could take it up to members. Chairman read out the proposed amendment to Clause 11.2.

In the current Clause 11.2 of the Constitution, it is stated that the Association is run by a President, a Vice-President, a Honorary Secretary, an Assistant Honorary Secretary, an Honorary Treasurer, an Assistant Honorary Treasurer and four Ordinary Committee Members. Chairman informed that it is felt by the Committee that sometimes, we may need additional one to two persons in case the activities increase and we need more people to share the responsibility. He mentioned that this practice is quite common in other Associations to have elected members and the Management Committee would like to be given the right to appoint or co-opt up to two members. Chairman said that it may or may

not be done within the next two years depending on the requirements of the Management Committee.

Mr Oh Kim Leng, David proposed that the three amendments to constitution be passed and Mr Philip John Smith seconded. There being no objections, the three amendments to Constitution were passed.

7. Appointment of Auditors

Chairman advised that PlanAssure PAC has been working well and closely with SIAS. They have been with the Association for 10 years and Chairman proposed that they be re-appointed as Auditors for the ensuring year Mr Oh Kim Leng proposed to pass the appointment and Mr Christopher Cheong seconded the motion. The motion was carried.

8. Any Other Business

Chairman informed that SIAS has not received any request for an item to be discussed to transact any other business in writing with 7 days clear notice. That being the case, Chairman announced the Annual General Meeting is now closed.

The meeting was called to an end at 8.18 pm.



Loh Uantchern

Hon. Secretary