



NOTICE OF ANNUAL GENERAL MEETING

TO ALL FULL MEMBERS:

NOTICE IS HEREBY GIVEN that the **Thirty-Eighth Annual General Meeting** of Composers and Authors Society of Singapore Limited (the “Society” or the “Company”) will be held at **Amara Singapore, 165 Tanjong Pagar Road, 3rd Floor, Connection 1, Singapore 088539, on Friday, 29 August 2025 at 3.00 p.m.** for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statements of the Society for the financial year ended 31st December 2024 together with the reports of the Council and the auditors.
2. The following publishers, each of whom retires in accordance with Article 39(e) of the Society’s Constitution and who, being eligible, offer themselves for re-election by the Publisher Full Members:
 - (i) Mr Teo Chen Shin of Universal Music Publishing Pte Ltd;
 - (ii) Ms Chong Heong Kuan, Jacqueline of Warner Chappell Music Singapore Pte Ltd;
and
 - (iii) Ms Ivy Peh Choo Choo of Amusic Rights Management Pte Ltd (Local Publisher)

To elect two (2) Publisher Directors and one (1) Local Publisher Director

3. The following writers, each of whom retires in accordance with Article 39(e) of the Society’s Constitution and who, being eligible, offer themselves for re-election by the Writer Full Members:
 - (i) Dr Liang Wern Fook
 - (ii) Mr Charles Lim Yu
 - (iii) Mr Imran Ahmad Husaini Ajmain – Special Elected Director (Malay Music)

To elect two (2) Writer Directors and one (1) Special Elected Director (Malay Music).

ORDINARY BUSINESS:

4. To elect/confirm the appointment of Mr David Darryl Wilson as the Independent Director pursuant to the recommendation of the Council and in accordance with Article 39(a)(1)(cc) of the Society's Constitution.
5. To re-appoint KPMG LLP as auditors and authorise the Directors to fix their remuneration.

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions as Ordinary Resolution:

6. To approve the Proposed Amendments to the Society's Distribution Rules:
 - 6.1 That the existing Rule No. 5.1 (a) of the Society's Distribution Rules be amended in the manner set out below:

" 5.1 The UPA is made to compensate for performances that are omitted in the analysis due to sampling limitations and other factors. This allocation is paid to both local and overseas members.

a. For COMPASS members

The UPA amount shall be fixed by the Council of Directors. It is currently set at \$150 for each participating member.

A participating COMPASS member is defined as one who:

- Was admitted to COMPASS membership on or before the Distribution Year in question; and*
- Has received at least \$50 in performing royalties (excluding UPA) for the relevant period.*

Members who do not meet this \$50 threshold in earned performing royalties will not be eligible for UPA in that distribution year.

UPA will not be allocated to a COMPASS member who fails to earn at least \$50 cumulatively in performing royalties (excluding UPA) over three consecutive years, starting from the last year in which performing royalties were received. However, UPA eligibility will be reinstated in the year the member subsequently reaches the \$50 cumulative threshold within a new three-year period."

The rationale for the amendment is to ensure a fairer threshold in earned royalties before a member becomes eligible for the UPA. UPA is currently awarded once some earnings are clocked.

6.2 That a new Rule No. 17, in the manner set out below, be inserted in the Society's Distribution Rules immediately after the existing Rule No. 16:

"17. Minimum Royalty Payment Threshold

Royalty payments shall be made to members only when the total amount due meets the following minimum thresholds:

- *SGD \$5 for payments to local bank accounts (Singapore-based);*
- *SGD \$100 for payments to overseas bank accounts.*

Amounts below the applicable threshold will not be paid out immediately but will be retained and accumulated in the member's royalty account. Payment will be made in the next distribution cycle when the accumulated amount meets or exceeds the minimum threshold.

This rule shall apply to all forms of royalty distributions unless otherwise specified."

Rationale: To optimise cost efficiency and reduce administrative and banking charges.

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

7. To approve the Proposed Amendments to the Constitution of the Company – Special Resolution:

That the existing Article 63 of the Company's Constitution be deleted in its entirety and that the new Articles 63(a) and 63(b) in the manner set out below be substituted in its place:

"Article 63(a): A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Council or of any Committee of the Council shall be as valid and effectual as if it had been passed at such a meeting duly convened and held.

Article 63(b): A resolution in writing may include approvals provided by electronic means, including email, provided that:

- (i) each director entitled to receive notice of a meeting of directors clearly indicates their approval in writing;*
- (ii) the resolution is in like form across all responses; and*
- (iii) the approvals are received and documented by the Company Secretary or other designated officer of the Company."*

The rationale for the above amendments to Article 63 is to clarify and recognise that electronic communications, including email approvals, constitute valid written resolutions for the purposes of Article 63, provided the resolution is in like form and the intention to approve is clear.

8. To transact any other business.

BY ORDER OF THE COUNCIL

Eunice Hooi

Company Secretary

Singapore, 7 August 2025

Additional Notes:

Article 39 (a)(1)

Subject to Articles 39(a)(2) and 39(a)(3), the Council shall consist of thirteen directors of which ten shall be elected from among the Society's members in accordance with this Article by the Members in General Meeting, of whom –

(aa) six shall be Writer Members who must be Singapore citizens elected by the Writer Full members, which number shall include at least two Special Elected Directors, one representing Writer members of music with Malay or Indian lyrics; and the other, Serious or Classical Music, and

(bb) five shall be Publisher Members, of which at least three or more must be Singapore citizens, and which number shall include at least one Local Publisher, elected by the Publisher Full Members,

and the remaining two directors of whom -

(cc) one shall be non-member, elected by Full Members to become the Independent Director; and

(dd) one shall be the Chief Executive Officer elected by Full Members to become the Executive Director,

in these Articles referred to as "Elected Directors".

Article 39 (e)

At each Annual General Meeting three Publisher Directors and three Writer Directors shall, in addition to any Director retiring pursuant to Article 40, retire from office provided that each Director elected under Article 39(a)(1) shall hold office for a period of two years but not exceeding three years from the date of election except for interim provisions in Article 39(f). Each Director shall retire from office at the Annual General Meeting following that on which his term is due to expire but shall be eligible for re-election.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Society (i) consents to the collection, use and disclosure of the member's personal data by the Society (or its agents) for the purpose of the processing and administration by the Society (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Society (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Society (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Society (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Society in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



NOMINATION FORM

Pursuant to Article 43 (a), I / We* _____
being a Full Member of the Society, hereby nominate _____
who is a full member / representative* of

_____ (to be completed by publishing company only)

to stand for election as writer / publisher* director of the Society at the forthcoming

Thirty-Eighth Annual General Meeting of the Society to be held Amara Singapore, 165 Tanjong Pagar Road, 3rd Floor, Connection 1, Singapore 088539 on 29 August 2025 at 3.00 p.m. and at any adjournment thereof.

Signature of Member

Date

I, _____, being a Full Member / representative* of the
_____ (to be completed by publishing company only)

hereby give my consent to be elected as Writer (Open / Special – Malay Music) or Publisher Director*.

Signature of Nominated Member

Date

* Delete where appropriate

Please note that the publisher nominee should be a person responsible for the publishing activities of the company that he/she is representing and is not involved in activities that may have a conflict of interest with the activities of the Society. (Companies Act 1994, Cap. 50, Section 157). Examples of such conflict are broadcasting, recording, music retailers and distributors.

NOTES TO NOMINATION FORM

RELEVANT ARTICLES:

Article 43

- (a) No person, unless recommended by the Council for appointment, shall be eligible for election to the office of Director at any General Meeting as Directors unless:-
- (i) a notice in writing signed by a Full Member of his intention to propose such person for election; and
 - (ii) a notice signed by such person indicating his willingness to be elected
- are left at the registered office of the Society not less than fourteen days nor more than twenty-one days before the date appointed for the meeting.
- (b) A retiring Director shall be eligible for re-election and the provisions of Article 43(a) shall not apply to such person.

Article 39(a)(2) – Applicable only to Nomination of Candidate for Special Elected Directors

An Election Committee, comprising the Chairman of the Council, the Secretary and the Chief Executive Officer, shall determine the eligibility of the Writer Members standing for election in the Special Elected Director category under Article 39(a)(1)(aa), and the qualification of interest under Article 39(a)(3). The decision of the Committee shall be deemed as final and no appeal shall be entertained. The Committee shall notify all Special Elected Director nominees of their eligibility within a week after the closing of nomination.

NOMINATION OF CANDIDATE FOR DIRECTORSHIP

Members of the Society with the entitlement to attend and vote at Meetings are entitled to nominate a candidate for election.

The nomination form must be signed by a Full Member and the person whom is nominated by the Full Member. The instrument nominating a Candidate for Directorship must be deposited at the registered address of the Society, which is:

Composers and Authors Society of Singapore Limited
60 Paya Lebar Road #12-48
Singapore 409051
(Ref:29/8/AGMN2025)

The instrument must be deposited not later than fourteen (14) days or earlier of twenty-one (21) days before the time for holding the Meeting (that is, **not later than 3:00 p.m. of 15 August 2025 or earlier than 3:00 p.m. of 8 August 2025**). All instruments received after that time shall be treated as not valid.



PROXY FORM

I/We, _____ being a Full Member of the Composers and Authors Society of Singapore Limited hereby appoint

NRIC No. _____ of _____
Singapore (_____) or failing him/her _____
_____ NRIC No. _____

of _____ Singapore (_____) as my/our proxy to attend and vote for me/us and on my/our behalf at the **Thirty-Seventh Annual General Meeting of the Society to be held at Amara Singapore, 165 Tanjong Pagar Road, 3rd Floor, Connection 1, Singapore 088539 on 29 August 2025 at 3.00 p.m.** and at any adjournment thereof.

Signature of Member / Common Seal

Date

Name _____

Signature of witness _____

Date _____ 2025

NOTES TO PROXY FORM

RELEVANT ARTICLES:

Article 33: The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing; or, if the appointer is a corporation, either under the common seal or the hand of an officer thereof duly authorised; or, if the appointer is a firm, under the hand of a partner in the firm or their attorney duly authorised.

Article 34: A proxy need not be Member of the Society but can only represent a maximum of 3 members at any one meeting.

Article 35: The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, shall be deposited at the registered office of the Society, or at such other place within Singapore as is specified for that purpose in the notice convening the meeting, at least forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at least forty-eight hours before the time appointed for taking the poll; and in default the instrument of proxy shall not be treated as valid.

Article 38: Any corporation which is a Member may by resolution of its directors or other governing body, and a firm which is a Member may by instrument under the hand of a partner or the firm's attorney duly authorised, authorise any person being either a director, partner, officer or manager in the employment of such corporation or firm to act as its representative at any General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or firm as the corporation or firm could exercise if it was an individual Member.

APPOINTMENT OF PROXY

Members of the Society with the entitlement to attend and vote at Meetings are entitled to appoint a proxy to attend and vote on his behalf.

A proxy need not be a member of the Society but can only represent a maximum of 3 members at any one meeting.

The instrument appointing a proxy must be deposited at the registered address of the Society, which is:

Composers and Authors Society of Singapore Limited
60 Paya Lebar Road #12-48
Singapore 409051
(Ref:29/8/AGMP2025)

The instrument must be deposited at least forty-eight (48) hours before the time for holding the Meeting (that is, **not later than 3.00 p.m. on Wednesday, 27 August 2025**). All instruments received after that time shall be treated as not valid.