



NOTICE OF ANNUAL GENERAL MEETING

TO ALL FULL MEMBERS:

NOTICE IS HEREBY GIVEN that the Thirty-Fourth Annual General Meeting of Composers and Authors Society of Singapore Limited (the “**Society**” or the “**Company**”) will be convened and held by way of electronic means **on Thursday, 26th August 2021, at 3.30p.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 2020 together with the reports of the Council and the auditors.
2. The following publishers in accordance with Article 39(e) of the Society’s Constitution and who, being eligible, offer themselves for election by the Publisher Full Members:
 - (i) Mr Teo Chen Shin of Universal Music Publishing Pte Ltd
 - (ii) Ms Ivy Peh Choo Choo of Amusic Rights Management Pte Ltd (Local Publisher)

To elect one (1) Publisher Director 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) Mr Melvin Stuart Ferdinands
 - (ii) Dr Liang Wern Fook

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

4. To re-appoint KPMG LLP as auditors and authorise the Directors to fix their remuneration.
5. To transact any other business.

BY ORDER OF THE COUNCIL

A handwritten signature in black ink, appearing to read "Leong Chang Hong".

Leong Chang Hong
Company Secretary
Singapore, 2 August 2021

Important Notes:

In light of the current Covid-19 situation in Singapore and pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Registered Societies) Order 2020, the 34th AGM will be held by way of electronic means as follows:

1. Members will not be able to attend the AGM in person. Any member seeking to attend the AGM physically in person will be declined. The Company has made alternative arrangements relating to the attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via “live” audio-visual webcast and “live” audio-only stream). Members will be able to watch the AGM via the “live” audio-visual webcast and “live” audio-only stream (the “Live AGM Webcast”) via their mobile phones, tablets or computers.
2. Members will not be allowed to ask questions during the Live AGM Webcast. Members may submit any questions relating to the resolutions tabled for approval at the AGM, in advance of the AGM, in the following manners by 3.30 p.m. on 19 August 2021:
 - (i) by email to membership@compass.org.sg; or
 - (ii) by post to the Company’s registered office address at 60 Paya Lebar Road, #12-48 Singapore 409051 attention to Mr Melvin Ferdinands, Chairman.
3. The Directors will endeavour to address all substantial and relevant questions submitted to the Company in advance of the AGM during the Live AGM Webcast. In the event that the Directors are unable to do so, the Company’s response will be emailed to the sender or, if it is of general interest, posted on the Company’s website.
4. Members wishing to exercise their rights to vote at the AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM. Members who wish to submit as instrument of proxy must first download, complete and sign the Proxy Form for the AGM before submitting it to the Company by post or via the email address provided below.
5. The Proxy Form appointing the Chairman of the Meeting as proxy must be submitted in the following manner by 3.30 p.m. on 24 August 2021, being not less than forty-eight (48) hours before the time appointed for holding the AGM:
 - a) If submitted electronically, be submitted via email to membership@compass.org.sg; or
 - b) If submitted by post, by deposited at the Company’s registered office address at 60 Paya Lebar Road, #12-48 Singapore 409051, attention to Mr Melvin Ferdinands, Chairman.

In view of the Covid-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit their completed Proxy Forms by post, Members are strongly encouraged to email their duly completed and signed Proxy Forms to the Company instead.

6. When completing the Proxy Form to appoint the Chairman of the Meeting as his/her/its proxy, members must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the Proxy Form in the applicable sections. Failure to do so will invalidate the appointment of the Charman of the Meeting as proxy for that resolution. Where the member choose not to vote for any candidate(s) in respect of Ordinary Resolutions (2) and (3), they may do so by indicating “Abstained” in the field provided.
7. The Proxy form will be available on the Company’s website and will be emailed to all Full Members on 16 August 2021.
8. The Chairman of the Meeting, as proxy need not be a member of the Society.

9. The Live AGM Webcast will be conducted via Zoom. Members who wish to attend and watch the Live AGM Webcast will be required to pre-register their interest by submitting their (i) Full Name as per their IC / Passport and (ii) their last 4 digits of their IC / Passport at the following pre-registration website no later than 3.30 p.m. on 24 August 2021:

<https://lu.ma/7vrqge4b>

10. Upon successful verification, each pre-registered member will receive an email by 3.30 p.m. on 25 August 2021 with the access link, user ID, password and instruction to access and watch the Live AGM Webcast.

All members are encouraged to join the Live AGM Webcast at least 15 minutes before time. Any member having any technical issues, may email immediately with their contact number to membership@compass.org.sg and we will try to assist you.

Additional Notes:

Article 39 (a)(1):

Subject to Article 39(a)(2) and 39(a)(3), the Council shall consist of twelve 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) four shall be Publisher Members, of which at least two 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 Independent Director, and
- (dd) one shall be the Chief Executive Officer elected by Full Members to become Executive Director.

in these Articles referred to as "Elected Directors".

Article 39 (e):

At each Annual General Meeting two 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-fourth Annual General Meeting of the Society to be convened and held by way of
electronic means **on Thursday, 26th August 2021 at 3.30 p.m.**

Signature of Member

Date

I, _____,
being a Full Member / representative* of the
_____ hereby give my

(to be completed by publishing company only)

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**

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 3.30 p.m. of 12 August 2021 or earlier than 3.30 p.m. of 5 August 2021**). All instruments received after that time shall be treated as not valid.