

Unique Entity Number : 201824573H

THE COMPANIES ACT, CAP. 50

REPUBLIC OF SINGAPORE

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PUBLIC COMPANY LIMITED BY GUARANTEE

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**CONSTITUTION**

**OF**

**MUSIC RIGHTS (SINGAPORE) PUBLIC LIMITED**

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*Incorporated on the 18<sup>th</sup> day of July 2018*

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Lodged in the Office of the  
Accounting and Corporate Regulatory Authority, Singapore

**Sing Ying**

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**From:** acra\_bizfile@acra.gov.sg  
**Sent:** Tuesday, 25 January 2022 4:50 pm  
**To:** SINGYING@RMSPL.COM.SG  
**Subject:** Notice of Resolution for alteration of constitution is submitted

Dear Sir/Mdm,

NOTICE OF ALTERATION MADE TO CONSTITUTION

Entity Name: MUSIC RIGHTS (SINGAPORE) PUBLIC LIMITED  
UEN: 201824573H  
Transaction Name: Notice of Resolution  
Transaction No.: C220057392

This is to confirm that with effect from 14-JAN-22 the Company is incorporated in accordance with the alteration made to the constitution.

Thank you.

Regards,  
Accounting and Corporate Regulatory Authority (ACRA)

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This is a system-generated email. Please do not reply to this email.  
For more information, please visit our website at [www.acra.gov.sg](http://www.acra.gov.sg) or use our interactive virtual assistant, [AskJamie@ACRA](mailto:AskJamie@ACRA).

Notice of Resolution signed by me on the  
14<sup>th</sup> day of January 2022.



.....  
Simon Jerome Nasser  
Director

Name of Company : MUSIC RIGHTS (SINGAPORE) PUBLIC LIMITED

Unique Entity Number : 201824573H

The following Special Resolution was duly passed viz:-

**AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

Resolved:-

- 1) That the existing Constitution of the Company be amended with the amendments as set out in Annexure A.

## ANNEXURE A

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF MUSIC RIGHTS (SINGAPORE) PUBLIC LIMITED

Clause No.	Existing Clause	Proposed Amended Clause	Reasons
15(a)	<p>No person shall be admitted as a Member unless:</p> <p>(a) he is a member of the Recording Industry Association (Singapore) or, in the event that the Recording Industry Association (Singapore) is dissolved or wound-up, such other association as the Board may from time to time direct; or</p>	To remove the whole paragraph (a).	The Company should accept membership without the obligations to join Recording Industry Association (Singapore).
16	<p>The privileges of a Member shall not be transferable and shall cease in the event of a Member's death, bankruptcy or liquidation. A Member may also terminate his membership with the Company by giving to the Company not less than one (1) month's prior notice in writing to that effect and in such form as the Board may require.</p>	<p>The privileges of a Member shall not be transferable and shall cease in the event of a Member's death, bankruptcy or liquidation. A Member may also terminate his membership with the Company by giving to the Company not less than <b>three (3) months'</b> prior notice in writing to that effect and in such form as the Board may require.</p>	To provide ample time to inform licensees of any changes with regards to the members represented.

## PRELIMINARY

1. The name of the Company is "MUSIC RIGHTS (SINGAPORE) PUBLIC LIMITED".
2. The Registered Office of the Company will be situated in the Republic of Singapore.
3. The objects for which the Company is established are:
  - (a) To maintain and foster trade ethics and fair business practices in the music industry and the copyright licences and licence schemes administered by the Company;
  - (b) To create, promote, defend and safeguard the rights of copyright owners and licensees represented by the Company from time to time ("**Right Owners**") relying on statutes, case law or contract and through conventions and agreements and, where such rights already exist, to exercise, defend, preserve, develop and otherwise represent the interests of Right Owners by lawful and proper means, including without limitation, conducting, instituting and/or participating in lawful investigations, claims, actions and proceedings, including without limitation lawful processes to secure evidence and/or interlocutory relief, legal prosecutions, arbitrations, tribunals and/or other administrative proceedings on behalf of Right Owners and to receive property, damages and/or costs awarded by a court, tribunal or other relevant authority, or as agreed pursuant to a settlement, in respect of or in connection with such investigations, claims, actions or proceedings;
  - (c) To own, manage, administer and grant licences (including but not limited to setting the conditions of use) and licence schemes for the exercise of any of the copyrights subsisting in any original works or other subject matter or other rights administered on behalf of the Right Owners ("**Licensed Material**") and collect and receive royalty payments or licence fees on behalf of Right Owners, and after making provision for expenses, liabilities, holdbacks or reserves incurred or expected to be incurred in carrying out the purposes or operations of the Company and/or for any contributions or payments towards the attainment of any of the objects in this Constitution, to distribute the balance of the said royalty payments or licence fees and any other monies previously retained or otherwise received amongst Right Owners in accordance with the rules adopted by the Company in connection therewith for the time being in force, and to maximise such distributions by the Company implementing its objects and conducting its business in such a manner as not to profit thereby;
  - (d) To obtain from Right Owners such mandates, assurances, powers of attorney or other authorities or instruments as may be deemed necessary or expedient for enabling the Company to exercise and enforce in its own name or otherwise all such rights and remedies as aforesaid, and to execute all such mandates, assurances, agreements and other instruments and acts as may be deemed necessary or expedient for the purpose of the exercise or enforcement by the Company of such rights and remedies aforesaid;

- (e) To promote and support the growth and development of music industry, including without limitation the promotion and nurturing of sound recording artistes, offering scholarships, bursaries and awards, as well as research, development and support of distribution and/or market platforms for sound recordings and cinematograph films as well as the use and adoption thereof;
- (f) To educate customers and the public and promote awareness of copyright and other intellectual property rights as well as licences and licence schemes offered by the Company, in furtherance of the interests of the Right Owners or objects of the Company;
- (g) To procure the Company to be registered or recognised in any foreign country or place;
- (h) Generally to advance the present and future welfare of Right Owners by any lawful and proper means; and
- (i) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them PROVIDED that nothing shall be done for commercial reasons or solely for profit. Without prejudice to the generality of the foregoing, the Company may exercise the powers:
  - (i) to take such steps by personal or written appeal or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the form of donations, annual subscriptions or otherwise;
  - (ii) to receive any donations or gift of any property whether in cash or in specie, real, personal or pecuniary and whether or not subject to any trust for any one or more of the objects of the Company;
  - (iii) to purchase, take on lease, or otherwise acquire any estates, lands, buildings, easements or other interests in real property, and any personal property or interest in personal property, and to sell, let on lease or otherwise dispose of or grant rights over the whole or any part of any real or personal property belonging to the Company on such terms as the Directors of the Company shall determine for the purposes of the Company;
  - (iv) to carry on any other activities which may seem to the Company capable of being conveniently carried on in connection with its purposes or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;
  - (v) to acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company;

- (vi) to amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal concession, or otherwise, with any person or company, institution, society or association having objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of Members by this Constitution, carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (vii) to acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, whether the objects of which are, either in whole or in part, similar to those of the Company or otherwise, or such as may be likely to promote the interest of the Company;
- (viii) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company for the purposes of the Company;
- (ix) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions;
- (x) with the approval of a majority of not less than three-fourths of the Board, to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and whether charged upon all or any of the Company's property (both present and future) or otherwise; and to purchase, redeem or pay off any such securities PROVIDED that the total sum borrowed by the Company shall not exceed S\$500,000 unless approved by the Company in General Meeting;
- (xi) to invest and deal with the money of the Company not immediately required in such manner permitted by law as the Directors may from time to time think fit, including without limitation:
  - (A) to provide financial support to the Recording Industry Association (Singapore); and

- (B) to invest and/or participate in government-led initiatives and/or projects for and in connection with the development of the music industry in Singapore;
- (xii) to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments for the purposes of the Company;
- (xiii) to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company;
- (xiv) to apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Company's assets to defray the necessary costs, charges, and expenses thereof;
- (xv) to apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company;
- (xvi) to take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others for the purposes of the Company;
- (xvii) to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and the conduct of its business and to remunerate any person or persons (including but not limited to a Member) for services rendered in or about the promotion and establishment of the Company; and
- (xviii) to apply any portion or portions of the funds of the Company as it may think fit towards forming and maintaining a reserve fund for the general purposes of the Company.

PROVIDED ALWAYS that nothing herein contained shall be deemed to empower the Company to carry on the business of banking or insurance. PROVIDED FURTHER that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Company would make it a trade union. PROVIDED FURTHER that notwithstanding anything heretofore contained, no grant or assistance shall be given by the



Company which shall be in aid of any political or religious objectives.

AND IT IS HEREBY DECLARED that the word "company" in this Constitution shall be deemed to include any corporation, partnership, association, club, or other body of persons whether incorporated or not and wherever incorporated or domiciled and whether now existing or hereafter to be formed AND further that unless the context or subject matter is inconsistent therewith words signifying the singular number shall be deemed and taken to include the plural and *vice versa* AND save as is otherwise expressly PROVIDED, the objects specified in each of the paragraphs in this Constitution shall be regarded as independent objects, and accordingly, shall be in no way limited or restricted (except when otherwise expressed in such paragraph) by reference to the objects indicated in any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The income and property of the Company howsoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant, or any Member in return for any services actually rendered to the Company nor prevent the payment of interest at such rate as may be fixed by the Board on any loan advanced by Members to promote the objects thereof, or reasonable and proper rent for premises demised or let by any Member, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Member except payment of out-of-pocket expenses and interest at the rate aforesaid on money lent or in respect of professional services or reasonable and proper rent for premises demised or let to the Company as aforesaid.
5. Where any addition, alteration or amendment shall be made to the objects contained in this Constitution, prior approval shall be obtained by Special Resolution.
6. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, of all sales and purchases of goods by the Company, and of the property, credits and liabilities of the Company. The financial statements of the Company shall be audited as required by law.
7. If in the event of the dissolution or winding-up of the Company, there remains after the satisfaction of all its debts and liabilities any monies or property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to one or more institutions having objects similar or cognate to those of the Company as at the date of the commencement of its winding-up, such institution or institutions to be determined by the Members at or before the time of dissolution.
8. Every Member undertakes to contribute to the assets of the Company, whether in cash or in specie, in the event of the same being wound up during the time he is a Member, or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and the costs, charges and expenses of winding-up the same, and for adjusting the

rights of the contributors amongst themselves, such amount as may be required, not exceeding the sum of ten Singapore Dollar only (S\$10) in cash.

9. The liability of the Members is limited.
10. The model constitution prescribed under Section 36 of the Act shall not apply to the Company, but the following shall subject to repeal, addition and alteration as provided by the Act or this Constitution be the regulations of the Company.
11. In this Constitution, if not inconsistent with the subject or context, the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:

**WORDS**

**MEANINGS**

"Act"	.. The Companies Act (Chapter 50 of Singapore) or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.
"Auditors"	.. The auditors for the time being of the Company.
"Board"	.. The board of Directors of the Company.
"CEO"	.. Means "chief executive officer" as defined in Section 4 of the Act.
"Company"	.. The abovenamed Company by whatever name from time to time called.
"Constitution"	.. This Constitution of the Company for the time being in force.
"Directors"	.. The directors for the time being of the Company.
"General Meeting"	.. A meeting of the Members.
"Licensed Material"	.. Has the meaning set forth in regulation 3(c) of this Constitution.
"Member"	.. A person whose name appears on the Register.
"Month"	.. Calendar month.
"Net Distributable Royalties"	.. The aggregate amount of royalties distributed by the Company to the Members in a financial year.
"Office"	.. The registered office of the Company for the time being.
"Ordinary Resolution"	.. A resolution not being a Special Resolution which is, or which is to be, passed by a majority of Members as,

being entitled to do so, vote in person or by proxy at a General Meeting.

"Register"	.. The Register of Members.
"Right Owner"	.. Has the meaning set forth in regulation 3(b) of this Constitution.
"Seal"	.. The Common Seal of the Company or in appropriate cases the Official Seal.
"Secretary"	.. The secretary or secretaries appointed under this Constitution and shall include any person entitled to perform the duties of the secretary temporarily.
"Singapore"	.. The Republic of Singapore.
"S\$" or "Singapore Dollar"	.. The lawful currency of Singapore.
"Special Resolution"	.. Has the meaning given in Section 184 of the Act.
"Subscribers"	.. Means the subscribers to this Constitution.
"Voting Share"	.. In respect of a Member, a percentage equivalent to the percentage of Net Distributable Royalties allocated and/or distributed by the Company to that Member in respect of the latest preceding financial year for which such percentages are available.
"Writing" and "Written"	.. Includes printing, lithography, typewriting, telex, cable, telegram, wireless and facsimile transmission and any other mode of representing or reproducing words in visible form.
"Year"	.. Calendar year.

Words denoting the singular number only shall include the plural and *vice versa*.

Words denoting the masculine gender only shall include the feminine and neuter genders and *vice versa*. Words denoting persons shall include companies and corporations and other legal persons.

Save as aforesaid, any word or expression used in the Act and the Interpretation Act, Cap. 1 shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.

The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of this Constitution.

## BUSINESS

12. Subject to the provisions of the Act, any object or purpose which by this Constitution is expressly or by implication authorised to be undertaken by the Company may be undertaken by the Board at such time or times as they shall think fit.

## MEMBERSHIP

13. The number of Members which the Company proposes to be initially registered shall be five (5). The Company may from time to time by Ordinary Resolution approve the person(s) to be admitted as Member(s) in accordance with the provisions hereinafter contained.
14. The Subscribers to this Constitution and such other persons as shall be admitted to membership in accordance with this Constitution, and no others, shall be Members and shall be entered into the Register.
15. No person shall be admitted as a Member unless:
- (a) he is a member of the Recording Industry Association (Singapore) or, in the event that the Recording Industry Association (Singapore) is dissolved or wound-up, such other association as the Board may from time to time direct; or
  - (b) he is declared by resolution of the Board to be eligible for membership. The Board shall in such a resolution specify the terms and conditions of membership (including any voting rights, if any) which shall apply to membership by virtue of this regulation 15(b).
- 15A. (a) Any person desiring to be admitted to membership of the Company must sign and deliver to the Board an application for admission in such form as the Board may from time to time prescribe. The Board may require an applicant to supply such evidence of eligibility as it considers reasonably necessary.
- (b) Each application shall be considered by the Board or in such other manner as the Board may from time to time direct. The Board shall have full discretion as to the admission of any person to membership of the Company and unrestricted power to refuse any application without assigning any reason for such refusal.
16. The privileges of a Member shall not be transferable and shall cease in the event of a Member's death, bankruptcy or liquidation. A Member may also terminate his membership with the Company by giving to the Company not less than one (1) month's prior notice in writing to that effect and in such form as the Board may require.
17. (a) Save as otherwise provided in this Constitution, all Members shall have the same rights and privileges and be subject to the same obligations.
- (b) Every Member shall be bound to further to the best of his ability the objects, interests, and influence of the Company and shall observe all

regulations or bye-laws of the Company made pursuant to the powers in that behalf hereinafter contained.

- 17A. (a) The Company shall require every Member, on admission, or at any time thereafter, to grant or cause to be granted to the Company all rights in any Licensed Material to be administered on his behalf by the Company.
- (b) Every grant of rights (including without limitation, by way of assignment or licence, as the case may be) to the Company pursuant to this regulation shall be in such form as the Board may from time to time prescribe and shall operate for and during the period of the assignor's membership, subject to the provisions of regulations 16, 17B and 18(a).
- (c) The rights to be administered by the Company on behalf of a Member shall be such rights in any Licensed Material as the Company shall, in its discretion, after consulting the Member, accept for administering on his behalf and shall be set out in writing in a statement signed by the Member and by such officer of the Company as the Board shall from time to time designate.
- (d) Pending the grant of rights to the Company pursuant to this regulation 17A(d), and in so far as such grant may extend, every Member by virtue of his election grants to the Company, on and during the period of his membership, subject to the provisions of regulations 16, 17B and 18(a), in his name or in that of the Company but at the Company's sole charge and expense, the sole power and authority to:
- (i) authorise or permit or forbid the exercise of the rights to be administered by the Company on behalf of the Member;
  - (ii) grant licences on the Member's behalf for the exercise of such rights;
  - (iii) collect fees, subscriptions or monies whether for the authorised use of any of the Licensed Material the Member's rights in which shall have been assigned to the Company pursuant to this regulation, or by way of damages or compensation for the unauthorised use of such Licensed Material;
  - (iv) institute and prosecute proceedings against all persons infringing the said rights and if the Company in its discretion thinks fit, to defend or oppose any proceedings taken against any Member in respect of such rights, and to compound, compromise, refer to arbitration or submit to judgment in any such proceedings, and generally to represent the Member in all matters concerning the said rights; and
  - (v) protect generally the Member's said rights in the Licensed Material.
- 17B. If any proceedings have been instituted by or against the Company in respect of a Member's right to the Licensed Material, either in the name of the Company or of the Member, and such Member ceases to be a Member during the course of the proceedings, any rights the subject of such proceedings which have been

vested in the Company by such Member, or are controlled by the Company by virtue of his membership, or any agreement or mandate entered into between the Company and such Member prior to such cessation shall remain so vested or controlled until such proceedings are finally disposed of.

18. (a) Any Member who shall fail in observance of any of the regulations or bye-laws of the Company may be removed from the Company by a resolution of a majority of the members of the Board present and voting at a special Board meeting at which not less than three (3) Directors shall be present. Such Member shall have seven (7) clear days' notice sent to him of the Board meeting, and he may attend the meeting, and he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit but shall not be present at the voting or take part in the proceedings otherwise than as provided in the foregoing or as the Board may allow. In addition, the Board shall have the absolute discretion to remove any Member who in the reasonable opinion of the Board is guilty of conduct derogatory to the dignity of or injurious to the reputation or interest of the Company or is in the reasonable opinion of the Board deemed unsuitable or undesirable to continue to be a Member.
- (b) A Member so removed shall cease to be a Member.

#### **GENERAL MEETINGS**

19. (a) Subject to the provisions of the Act the Company shall in each year hold a General Meeting in addition to any other meetings in that year and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- (b) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (c) The time and place of any General Meeting shall be determined by the Directors.
20. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 176 of the Act. If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which may be convened by the Directors.

#### **NOTICE OF GENERAL MEETINGS**

21. Subject to the provisions of the Act as to Special Resolutions and special notice, at least 14 days' notice in writing (exclusive both of the day on which the notice

is served or deemed to be served and of the day for which the notice is given) of every General Meeting shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions herein contained entitled to receive notice from the Company. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat as is required by the Act, being a majority which together holds not less than 95% of the total voting rights of all the Members having a right to vote at that General Meeting.

Provided also that the accidental omission to give notice to, or the non-receipt by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

- 22. (a) Every notice calling a General Meeting shall specify the place and the day and hour of the General Meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member.
  - (b) In the case of an Annual General Meeting, the notice shall also specify the General Meeting as such.
  - (c) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.
23. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:
- (a) reading, considering and adopting of financial statements, the statement of the Directors and report of the Auditors, and other documents required to be annexed to the financial statements;
  - (b) appointing Auditors and fixing the remuneration of Auditors or determining the manner in which such remuneration is to be fixed; and
  - (c) appointing Directors and fixing the remuneration of Directors or determining the manner in which such remuneration is to be fixed.

#### **PROCEEDINGS AT GENERAL MEETINGS**

24. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided,
- (a) five (5) Members; or

- (b) two (2) Members whose aggregate Voting Shares exceed 30% of the Net Distributable Royalties,

who are entitled to attend and vote thereat shall form a quorum for any General Meeting, except where the Company has only one (1) Member, that sole Member shall constitute a quorum for any General Meeting. For the purpose of this regulation, "Member" includes a person attending by proxy or by attorney or as representing a corporation which is a Member.

- 24A. Subject to the provisions of the Act, the Members may participate in a General Meeting by means of a conference telephone or a video conference telephone or similar communications equipment by which all persons participating in the General Meeting are able to hear and be heard by all other Members without the need for a Member to be in the physical presence of another Member(s) and participation in the General Meeting in this manner shall be deemed to constitute presence in person at such meeting. The Members participating in any such General Meeting shall be counted in the quorum for such General Meeting and subject to there being a requisite quorum under this Constitution, all resolutions agreed by the Members in such General Meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Members duly convened and held. A General Meeting conducted by means of a conference telephone or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Members attending the General Meeting, provided that at least one (1) of the Members present at the General Meeting was at that place for the duration of the General Meeting.
25. If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to half an hour later at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the General Meeting, the General Meeting shall be dissolved. No notice of any such adjournment as aforesaid shall be required to be given to the Members.
26. The Chairman of the Board shall preside as Chairman at every General Meeting. If there be no such Chairman or if at any General Meeting he is not present within 15 minutes after the time appointed for holding the General Meeting or be unwilling to act, the Members present shall choose some Director to be Chairman of the General Meeting or, if no Director is present or if all the Directors present decline to take the Chair, one (1) of their number present, to be Chairman.
27. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting) adjourn the General Meeting from time to time and from place to place. No business shall be transacted at any adjourned General Meeting except business which might lawfully have been transacted at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of the original General Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.



28. At any General Meeting a resolution put to the vote of the General Meeting shall be decided on a poll which shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the General Meeting at which the poll was taken. The Chairman may, and if so requested shall, appoint scrutineers and may adjourn the General Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
29. If any votes be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same General Meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the Chairman be of sufficient magnitude.
30. In the case of an equality of votes, the Chairman of the General Meeting at which the poll is taken shall be entitled to a casting vote.

#### **VOTES OF MEMBERS**

31. Subject to this Constitution, on a poll every Member entitled to vote who is present in person or by proxy or by attorney shall have such number of votes as is proportionate to his Voting Share. The Company shall give to each Member written notice of his Voting Share for the relevant financial year at least 14 days' (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) in advance of the date of the Annual General Meeting held for that financial year.
32. A Member who is mentally disordered or whose person or estate is liable to be dealt with in any way under the law relating to mental capacity may vote on a poll by his committee, curator bonis or such other person as properly has the management of his estate, property and affairs and any such committee, curator bonis or other person may vote by proxy or by attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 72 hours before the time appointed for holding the General Meeting.
33. Subject to the provisions of this Constitution, every Member shall be entitled to receive notices of, attend and vote at any General Meeting either personally or by proxy or by attorney and to be reckoned in a quorum.
34. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered and every vote not disallowed at such General Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the General Meeting whose decision shall be final and conclusive.
35. On a poll, votes may be given either personally or by proxy or by attorney and a person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way.
36. An instrument appointing a proxy shall be in writing and:

- (a) in the case of an individual shall be signed by the appointor or by his attorney; and
- (b) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

- 37. A proxy need not be a Member. Any appointment of a proxy shall be deemed to be revoked if a Member attends the General Meeting in person.
- 38. An instrument appointing a proxy or the power of attorney or other authority, if any, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the General Meeting not less than 72 hours before the time appointed for the holding of the General Meeting or adjourned General Meeting at which it is to be used and in default shall not be treated as valid unless the Directors otherwise determine.
- 39. An instrument appointing a proxy shall be in the following form with such variations if any as circumstances may require or in such other form as the Directors may accept:

**MUSIC RIGHTS SOCIETY (SINGAPORE) PUBLIC LIMITED**

"I/We,  
 "of  
 "a Member/Members of the abovenamed Company  
 hereby appoint  
 "of  
 "or whom failing  
 "of  
 "to vote for me/us and on my/our behalf  
 "at the (Annual, Extraordinary or Adjourned,  
 "as the case may be) General Meeting of  
 "the Company to be held on the day  
 "of        and  
 at        every  
 adjournment  
 "thereof.

"As Witness my hand this day of 20    ."

An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the General Meeting as for the General Meeting to which it relates and need not be witnessed.

- 40. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of this Constitution shall also include a power of attorney) shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place as may be

specified for the deposit of instruments appointing proxies) before the commencement of the General Meeting or adjourned General Meeting at which the proxy is used.

41. Any Member which is a corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Company and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member. Such corporation represented by such person who is present at such General Meeting shall, unless that person is otherwise entitled to be present as a Member or proxy or a corporate representative of another Member, be deemed to be personally present at the General Meeting.
42. Subject to this Constitution and the statutes of Singapore, the Board may, at its sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any General Meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.

#### **DIRECTORS**

43. (a) Subject to the provisions of Section 145 of the Act, the number of the Directors all of whom shall be natural persons shall not be more than eight (8), provided that at all times the majority of Directors are citizens of Singapore.  
  
(b) The first Board shall comprise:
  - (i) Mr Simon Jerome Nasser (Warner Music Singapore Pte Ltd);
  - (ii) Mr Goh JenFong (Ocean Butterflies Music Pte Ltd);
  - (iii) Mr Ng Kwang Tao Julius (Sony Music Entertainment Singapore (Pte) Ltd);
  - (iv) Mr Ngiam Kwang Hua (Rock Record (S) Pte Ltd); and
  - (v) Mr Ong Chun Eng (Universal Music Pte Ltd.).
44. Save as otherwise determined by the Company in General Meeting, a Director need not be a Member. A Director shall be entitled to attend and speak at General Meetings.
45. (a) No Director shall be paid any remuneration for his services, including services on any committee established by the Company.  
  
(b) The Directors shall be entitled to be repaid all travelling expenses as may be reasonably incurred in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

46. (a) Other than the office of Auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms as the Directors may determine. No Director or intending Director shall be disqualified by his office from transacting or entering into any arrangement with the Company either as vendor, purchaser or otherwise nor shall such transaction or arrangement or any transaction or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided or shall any Director so transacting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established.
- (b) Every Director shall observe the provisions of Section 156 of the Act relating to the disclosure of the interests of the Directors in contracts or proposed contracts with the Company or of any office or property held by a Director which might create duties or interests in conflict with his duties or interests as a Director.
- (c) Whenever a Director or a person connected with a Director has a personal interest in a matter to be discussed at a meeting, the Director must:
- (i) declare an interest before the discussion on the matter begins;
  - (ii) withdraw from the meeting for that item (unless the other Directors who do not have any such interest in the matter decide otherwise) and not participate in the discussions;
  - (iii) not be counted in the quorum during that part of the meeting; and
  - (iv) withdraw during the vote and have no vote on the matter.

For the purpose of this regulation, a person is connected with a Director if that person is a child, sibling, parent, spouse, spouse's parent, spouse's sibling, grandparent or grandchild of such Director.

The discussions and basis in arriving at any final decisions on the matter should be documented in the minutes of the meeting.

47. The Directors may exercise the voting power conferred by the shares in any company or corporation held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or corporation or voting or providing for the payment of remuneration to the directors of such company or corporation) and any such Director of the Company may vote in favour of the exercise of such voting powers in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company or corporation.

## VACATION OF OFFICE OF DIRECTOR

48. The office of a Director shall be vacated in any one of the following events, namely:
- (a) if he becomes prohibited from being a Director by reason of any order made under the Act;
  - (b) if he ceases to be a Director or is disqualified from being a Director by virtue of any of the provisions of the Act or this Constitution;
  - (c) subject to Section 145 of the Act, if he resigns by writing under his hand left at the Office;
  - (d) if he has a bankruptcy order made against him or suspend payments or compound with his creditors generally; or
  - (e) if he becomes mentally disordered and incapable of managing himself or his affairs or a person whose person or estate is liable to be dealt with in any way under the law relating to mental capacity.
49. Subject to regulation 44, the affirmative vote of three-fourths of the Board shall be required to pass any resolution for the appointment of a person to be a Director.
50. The Company may in accordance with and subject to the Act, by Ordinary Resolution of which special notice has been given, remove any Director from office before expiration of his period of office (notwithstanding any provision of these presents or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement) and by Ordinary Resolution appoint another person in place of a Director so removed from office. In default of such appointment, the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.
51. Subject to regulation 49, the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any person so appointed by the Directors shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
52. A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any meeting for the appointment of directors unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it. Any resolution moved in contravention of this provision shall be void.
53. Notwithstanding anything in this Constitution, where the Company has only one Director, all acts required to be done or business required to be transacted by a meeting of Directors or of a committee of Directors may be done or undertaken by the sole Director and a declaration made by the sole Director, and recorded and signed by the sole Director, shall be evidence that the same has been done or undertaken.

## PROCEEDINGS OF DIRECTORS

54. The Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Subject to the provisions of this Constitution questions arising at any meeting shall be determined by a majority of votes of the Directors voting and only the Chairman of the meeting shall have a second or casting vote in case of an equality of votes.
55. (a) A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors.
- (b) Any Director may participate at a meeting of the Directors by conference telephone or by means of similar communication equipment whereby all persons participating in the meeting are able to hear or otherwise communicate with each other in which event such Director shall be deemed to be present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Such a meeting shall be deemed to take place where the largest group of Directors present for purposes of the meeting is assembled or, if there is no such group, where the Chairman is present.
56. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three (3) Directors. A meeting of the Directors at which a quorum is present shall be competent to exercise all the powers and discretions for the time being exercisable by the Directors.
57. The Directors may act notwithstanding any vacancies in their body but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution, the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company but not for any other purpose. If there be no Directors or Director able or willing to act, then any Member may summon a General Meeting for the purpose of appointing Directors.
58. The Directors may from time to time elect a Chairman and if desired a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and in his absence the Deputy Chairman shall preside as Chairman at meetings of the Directors but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman and the Deputy Chairman be not present within five (5) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting.
59. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors. The expressions "in writing" and "signed" include approval by telex, telefax, cable, telegram or any form of electronic communication by any such Director.
60. The Directors may delegate any of their powers to committees consisting of

such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

61. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding regulation.
62. All acts done by any meeting of Directors or of a committee of Directors or by any person acting as Director shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

#### **GENERAL POWERS OF THE DIRECTORS**

63. (a) The management of the business of the Company shall be vested in the Board who (in addition to the powers and authorities by this Constitution or otherwise expressly conferred upon them) may exercise all such powers and do all such of acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and in particular and without prejudice to the generality of the foregoing the Directors may at their discretion exercise every borrowing power vested in the Company by its Constitution or permitted by law together with collateral power of hypothecating the assets of the Company provided that the Directors shall not carry into effect any proposals for disposing of the whole or substantially the whole of the Company's undertaking or property unless those proposals have been approved by the Company in General Meeting.
  - (b) The Directors shall have power to make, alter or revoke bye-laws for carrying on or administering the business and affairs of the Company, provided always that the bye-laws from time to time in force shall not be repugnant to this Constitution and that without a Special Resolution, no bye-law shall have any validity or effect which would amount to or involve such an alteration of or addition to this Constitution as could only legally be made by Special Resolution.
64. The Directors may from time to time appoint any person or any fluctuating body of persons whether nominated directly or indirectly by the Directors to act on behalf of the Company and/or be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such appointment or power of attorney may contain such provisions for the protection and convenience of persons dealing with such appointee(s) or attorney as the Directors may think fit and may also authorise any such person or body of

persons to subdelegate all or any of the powers, authorities and discretions vested in him.

65. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by Ordinary Resolution determine.

#### **BORROWING POWERS**

66. Subject to this Constitution, the Directors may borrow or raise money from time to time for the purpose of the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or otherwise as they may think fit, provided that the approval of a majority of not less than three-fourths of the Board shall be obtained prior to the taking of any action under this regulation.

#### **SECRETARY**

67. The Secretary or Secretaries shall, and a Deputy or Assistant Secretary or Secretaries may, be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by the Directors, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act and in particular Section 171 of the Act thereof.

#### **SEAL**

68.
  - (a) The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors in place of the Secretary for the purpose.
  - (b) For the avoidance of doubt, nothing in regulation 68(a) shall prevent or prohibit the execution by the Company of deeds and documents (including, without limitation, those required to be under or executed under the common seal of a company) in any manner as may be permitted by the Act.
69. The Company may exercise the powers conferred by the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.



## **AUTHENTICATION OF DOCUMENTS**

70. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting this Constitution and any resolutions passed by the Company or the Directors, and any books, records, accounts, financial statements and documents relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, accounts, financial statements or documents are elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
71. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding regulation shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

## **MINUTES AND BOOKS**

72. The Directors shall cause minutes to be made in books to be provided for the purpose:
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and
  - (c) of all resolutions and proceedings at all Meetings of the Company, of the Directors and of committees of Directors.
73. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, the Register, a Register of Mortgages and Charges and a Register of Directors' and CEO's Shareholdings and holdings of debenture and other interests, and with regard to the production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company.
74. Any register, index, minute book, accounting records, financial statements, minute or other document required by this Constitution or by the Act to be kept by or on behalf of the Company may be kept in hard copy form or in electronic form and arranged in the manner that the Directors think fit in accordance with the Act. In any case where such company records are kept otherwise than in hard copy form, the Directors shall, subject to the Act, take reasonable precautions for ensuring the proper maintenance and authenticity of the company records and for guarding against falsification and for facilitating discovery.

## **FINANCIAL STATEMENTS**

75. The Directors shall cause to be kept such accounting and other records as are

necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.

76. Subject to the provisions of Section 199 of the Act, the accounting and other records shall be kept at the Office or at such other place or places as the Directors think fit within Singapore. No Member (other than a Director) shall have any right of inspecting any account, book, financial statements or document or other recording of the Company except as is conferred by law.
77. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such financial statements, group accounts (if any), reports and other documents as may be necessary.
78. A copy of every set of financial statements which is to be laid before a General Meeting of the Company (including every document required by the Act to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' statement shall not less than 14 days before the date of the Meeting be sent to every Member of, and every holder of debentures (if any) of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of this Constitution, provided that this regulation shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

#### **AUDITORS**

79. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Every Auditor shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act.
80. Subject to the provisions of the Act all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.
81. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting to which any Member is entitled and to be heard at any General Meeting on any part of the business of the General Meeting which concerns them as Auditors.

#### **NOTICES**

82. (a) Any notice or other communication may be given by the Company to any Member in any of the following ways:
  - (i) by delivering the notice personally to him;
  - (ii) by sending it by prepaid mail to him at his registered address in

Singapore or where such address is outside Singapore by prepaid airmail;

- (iii) by sending a cable or telex or telefax containing the text of the notice to him at his registered address in Singapore or where such address is outside Singapore to such address or to any other address as might have been previously notified by the Member concerned to the Company; or
  - (iv) by electronic communication containing the text of the notice to him at an electronic mailing address as previously notified in writing by the Member concerned to the Company for the purpose of receiving electronic communication.
- (b) Any notice or other communication served under any of the provisions of this Constitution on or by the Company or any officer of the Company may be tested or verified by telex or telefax or telephone or electronic means or such other manner as may be convenient in the circumstances but the Company and its officers are under no obligation so to test or verify any such notice or communication.
83. Any Member with a registered address shall be entitled to have served upon him at such address any notice to which he is entitled under this Constitution.
84. (a) Any notice given in conformity with regulation 82 shall be deemed to have been given at any of the following times as may be appropriate:
- (i) when it is delivered personally to the Member, at the time when it is so delivered;
  - (ii) when it is sent by prepaid mail to an address in Singapore or by prepaid airmail to an address outside Singapore, on the day following that on which the notice was put into the post; and
  - (iii) when the notice is sent by cable or telex or telefax, or electronic communication, on the day it is so sent.
- (b) In proving such service or sending, it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or airmail letter as the case may be or that a telex or telefax was properly addressed and transmitted or that a cable was properly addressed and handed to the relevant authority for despatch or there was receipt of an electronic confirmation or reply indicating that the electronic transmission was successful.
85. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company, whether such signature is printed or written.
86. When a given number of days' notice or notice extending over any other period is required to be given the day of service shall, unless it is otherwise provided or required by this Constitution or by the Act, be not counted in such number of days or period.

87. (a) Notice of every General Meeting shall be given in manner hereinbefore authorised to:
- (i) every Member; and
  - (ii) the Auditor for the time being of the Company.
- (b) No other person shall be entitled to receive notices of General Meetings.
88. (a) The provisions of regulations 82, 844, 855 and 866 shall apply mutatis mutandis to notices of meetings of Directors or any committee of Directors.
- (b) (i) Notwithstanding the provisions of regulation 88(a), notice of meetings of Directors or any committee of Directors may be given to any Director by sending an electronic mail containing the text of the notice to him at such address as might have been previously notified by the Director concerned to the Company Secretary.
- (ii) Any notice or other communication served under the provisions of regulation 88(b)(i) above on any Director may be tested or verified by electronic mail or such other manner as may be convenient in the circumstance but the Company and its officers are under no obligation so to test or verify any such notice or communication.
- (iii) Any notice given in conformity with regulation 88(b)(i) shall be deemed to have been given, when it is sent by electronic mail, on the day it is so sent. In proving such service, it shall be sufficient to prove that an electronic mail containing the notice was properly addressed and transmitted.

#### **INDEMNITY**

89. To the fullest extent permitted under the Act, every officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him to a person other than the Company, except to the extent prohibited by the Act, in the execution and discharge of his duties or in relation thereto. No officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other officer or for joining in any receipt or other act to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.

#### **SECRECY**

90. No Member shall be entitled to require discovery of or any information


respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members to communicate to the public save as may be authorised by law.

#### **WINDING-UP**

91. The Company shall not be wound up, except with the consent of not less than three-fourths of the total membership of the Company for the time being expressed either in person or by proxy at a General Meeting convened for the purpose.

We, the persons whose names, addresses and occupations are subscribed below, are desirous of being formed into a company in pursuance of this Constitution and agree to guarantee the amount as set out below.

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Names, Addresses and Occupations of Subscribers	Amount Guaranteed
Simon Jerome Nasser 57 Havelock Road #24-156 Havelock View Singapore 161057 Director	S\$ 10.00
	<u>TEN</u>

Dated this 6<sup>th</sup> day of July 2018

Witness to the above signatures

  
ELIZA LIM BEE LIAN ACIS  
60 Paya Lebar Road,  
#07-28 Paya Lebar Square,  
Singapore 409051

We, the persons whose names, addresses and occupations are subscribed below, are desirous of being formed into a company in pursuance of this Constitution and agree to guarantee the amount as set out below.

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

---

Names, Addresses and Occupations of Subscribers

Amount Guaranteed

---

Ng Kwang Tao Julius  
177 Tanjong Rhu  
#19-18 Water Place  
Singapore 436607  
Director

S\$ 10.00

TEN

---

Dated this 6<sup>th</sup> day of July 2018

Witness to the above signatures

  
ELIZA LIM BEE LIAN ACIS  
60 Paya Lebar Road,  
#07-28 Paya Lebar Square,  
Singapore 409051


We, the persons whose names, addresses and occupations are subscribed below, are desirous of being formed into a company in pursuance of this Constitution and agree to guarantee the amount as set out below.

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

---

Names, Addresses and Occupations of Subscribers	Amount Guaranteed	
Ngiam Kwang Hua 35 Leith Road Singapore 547906 Director	S\$ 10.00	TEN.

---



Dated this 6<sup>th</sup> day of July 2018

Witness to the above signatures




ELIZA LIM BEE LIAN ACIS  
60 Paya Lebar Road,  
#07-28 Paya Lebar Square,  
Singapore 409051



We, the persons whose names, addresses and occupations are subscribed below, are desirous of being formed into a company in pursuance of this Constitution and agree to guarantee the amount as set out below.

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS


---

Names, Addresses and Occupations of Subscribers	Amount Guaranteed
Goh JenFong 134 Bishan Street 12 #13-171 Singapore 570134 Director	S\$ 10.00 

---


Dated this 6<sup>th</sup> day of July 2018

Witness to the above signatures

  
ELIZA LIM-BEE LIAN ACIS  
80 Paya Lebar Road,  
#07-28 Paya Lebar Square,  
Singapore 409051

We, the persons whose names, addresses and occupations are subscribed below, are desirous of being formed into a company in pursuance of this Constitution and agree to guarantee the amount as set out below.

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Names, Addresses and Occupations of Subscribers	Amount Guaranteed
Ong Chun Eng 8 Shenton Way #08-03 AXA Tower Singapore 068811 Director 	S\$ 10.00  TEN

Dated this 6<sup>th</sup> day of July 2018

Witness to the above signatures

  
ELIZA LIM BEE LIAN ACIS  
60 Paya Lebar Road,  
#07-28 Paya Lebar Square,  
Singapore 409051