



REPUBLIC OF SINGAPORE  
**GOVERNMENT GAZETTE**  
**ACTS SUPPLEMENT**  
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The following Act was passed by Parliament on 9 May 2023 and assented to by the President on 29 May 2023:—

**REPUBLIC OF SINGAPORE**

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**No. 17 of 2023.**

I assent.

HALIMAH YACOB,  
*President.*  
29 May 2023.

(LS)

An Act to amend the Companies Act 1967, the Business Trusts Act 2004, the Variable Capital Companies Act 2018 and the Singapore Labour Foundation Act 1977 to provide for meetings using virtual meeting technology, and to make other amendments to the Companies Act 1967.

Be it enacted by the President with the advice and consent of the Parliament of Singapore, as follows:

**Short title and commencement**

1.—(1) This Act is the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023.

(2) Sections 2, 6, 15, 16, 17(1) and 18 to 27 come into operation on 1 July 2023.

(3) Sections 3, 4, 5, 7 to 14, 17(2) and 28 come into operation on a date that the Minister appoints by notification in the *Gazette*.

**PART 1****AMENDMENT OF COMPANIES ACT 1967****Amendment of section 4**

2. In the Companies Act 1967 (called in this Part the Companies Act), in section 4(1), after the definition of “VCC Act”, insert —

““virtual meeting technology” means any technology that allows a person to participate in a meeting without being physically present at the place of meeting;”.

**Amendment of section 23**

3. In the Companies Act, in section 23, delete subsections (2) to (5) (including the subsection heading).

**Amendment of section 40**

4. In the Companies Act, in section 40(2)(b) —

(a) delete “printed”; and

(b) delete “in ink”.

**Amendment of section 155A**

5. In the Companies Act, in section 155A —

(a) replace subsection (1) with —

“(1) A person who —

(a) had been a director of 3 or more companies which names had been struck off the

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register under section 344(4) read with section 344(1) within a period of 5 years; and

- (b) was, at the time the name of each company mentioned in paragraph (a) was struck off the register under section 344(4) read with section 344(1), a director of the company,

must not act as director of, or in any way (whether directly or indirectly) take part in or be concerned in the management of, any company or any foreign company to which Division 2 of Part 11 applies for the period specified in subsection (1A).

(1A) The period mentioned in subsection (1) is —

- (a) where the person had previously been disqualified under this section (whether before, on or after the date of commencement of section 5 of the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023) from acting as director of, or taking part in or being concerned in the management of, any company or any foreign company to which Division 2 of Part 11 applies, 5 years after the date on which the name (or names) of the last of the companies mentioned in subsection (1)(a) was (or were) struck off the register; or
- (b) in any other case, 3 years after the date on which the name (or names) of the last of the companies mentioned in subsection (1)(a) was (or were) struck off the register.”;

(b) replace subsection (3) with —

“(3) A person who is subject to a disqualification under subsection (1) may apply for permission to act as director of, or to take part in or be concerned in the

management of, a company or a foreign company to which Division 2 of Part 11 applies during the period of disqualification to —

(a) the Registrar; or

(b) the Court, upon giving the Minister not less than 14 days' notice of the person's intention to apply for such permission.

(3A) An application under subsection (3)(b) cannot be made if an application has been made to the Registrar under subsection (3)(a) and the decision of the Registrar on the application is pending.

(3B) An application under subsection (3)(a) may be granted by the Registrar if the Registrar, having regard to such considerations as may be prescribed, thinks fit to do so.

(3C) An application under subsection (3)(b) may be granted by the Court if the Court thinks fit to do so.”; and

(c) delete subsection (5).

### **New section 173J**

6. In the Companies Act, before section 174, insert —

#### **“Arrangements for meetings**

**173J.**—(1) This section applies to the following types of meetings:

(a) an annual general meeting of a company;

(b) an extraordinary general meeting of a company;

(c) a statutory meeting of a company;

(d) a general meeting of an amalgamating company mentioned in section 215C or 215D;

(e) a meeting of a class of members of the company;

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- (f) any of the following meetings ordered by the Court, if the Court so directs:
- (i) a meeting ordered by the Court under section 182;
  - (ii) a meeting of creditors, members of a company, holders of units of shares of a company, or a class of such persons, ordered by the Court under section 210.
- (2) Unless excluded under subsection (5) or (7), a meeting to which this section applies may be held —
- (a) at a physical place;
  - (b) at a physical place and using virtual meeting technology; or
  - (c) using virtual meeting technology only.
- (3) Where a meeting to which this section applies under subsection (2)(b) or (c) is held, the meeting may be held without any number of those participating in the meeting being together at the same place.
- (4) Unless excluded or modified under subsection (5) or excluded under subsection (7), where a meeting to which this section applies is held (whether wholly or partly) using virtual meeting technology —
- (a) a reference in this Act to any person (including any member of a company) attending a meeting includes a person who is attending the meeting using virtual meeting technology;
  - (b) a reference in this Act to any person (including any member of a company) present or personally present at a meeting includes a person who attends the meeting using virtual meeting technology;
  - (c) subject to paragraph (f), a reference in this Act to a vote of a member of a company at a meeting (including a vote for the purposes of electing a chairperson of a meeting), includes a vote by

electronic means or any other means permitted by the constitution of the company;

- (d) subject to paragraph (f), a reference in this Act to voting by a member of the company at a meeting (including voting for the purposes of electing a chairperson of a meeting), includes voting by electronic means or any other means permitted by the constitution of the company;
- (e) subject to paragraph (f), a reference in this Act to the entitlement or right of a person to vote at a meeting includes, where the person is present by virtual meeting technology, the entitlement or right to vote by electronic means or any other means permitted by the constitution of the company;
- (f) a reference in this Act to voting by a person on a show of hands at a meeting includes, where the person is present by virtual meeting technology, voting by the person by electronic means or any other means permitted by the constitution of the company but only if the person can be identified —
  - (i) by any method that may be prescribed relating to the verification or authentication of the identity of persons attending the meeting; or
  - (ii) if no method is so prescribed, by any method that the directors of the company may determine;
- (g) a reference in this Act to the entitlement or right of a person to be heard at a meeting includes, where the person is present by virtual meeting technology, the entitlement or right to be heard by any means of synchronous communication that the directors of the company may determine;
- (h) a reference in this Act to the right of a person to speak on any resolution before a meeting includes, where the person is present by virtual meeting technology,

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- the right to communicate by any means of synchronous communication that the directors of the company may determine;
- (i) a reference in this Act to the right of a person to speak at a meeting includes, where the person is present by virtual meeting technology, the right to communicate by any means of synchronous communication that the directors of the company may determine;
- (j) a reference in this Act to members of a company present at a meeting being at liberty to discuss any matter includes the discussion by members present by virtual meeting technology of the matter by any means of synchronous communication that the directors of the company may determine;
- (k) a reference in this Act to any representation being read out or declaration being made at a meeting includes the communication of that representation or declaration at the meeting by any means of synchronous communication that the directors of the company may determine;
- (l) a reference in this Act to an auditor's report being read before the company in general meeting includes the communication of the contents of that auditor's report at the general meeting by any means of synchronous communication that the directors of the company may determine;
- (m) a reference in this Act to a document being available for inspection at a meeting includes making the document available —
- (i) on a website during the meeting; or
  - (ii) by any other means during the meeting that the company may by ordinary resolution determine;
- (n) a reference in this Act to the production of the company's register at the commencement of the

annual general meeting and to the keeping of the register open and accessible during the meeting to all persons attending the meeting includes making the register available —

- (i) on a website during the meeting; or
- (ii) by any other means during the meeting that the company may by ordinary resolution determine;

(o) a reference in this Act to the keeping of the list showing the names and addresses of the members of a company and the number of shares held by them respectively open and accessible to any member during the continuance of the meeting includes making the list available —

- (i) on a website during the meeting; or
- (ii) by any other means during the meeting that the company may by ordinary resolution determine;

(p) a reference in this Act to the laying of a statement, financial statement, consolidated financial statement, balance sheet, auditor's report or other document before a meeting of the company includes producing or making available the relevant document —

- (i) on a website; or
- (ii) by any other means that the company may by ordinary resolution determine; and

(q) a reference in this Act to any statement, financial statement, consolidated financial statement, balance sheet, auditor's report or other document being laid or caused to be laid before the company at a meeting includes the relevant document being produced or made available or caused to be produced or made available —

- (i) on a website; or

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(ii) by any other means that the company may by ordinary resolution determine.

(5) This section applies despite the provisions contained in a company's constitution, except where —

(a) in the case of a company incorporated before 1 July 2023, the company on or after that date amends, alters or adds to its constitution —

(i) to exclude the application of paragraph (b) or (c) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or

(ii) to exclude or modify the application of paragraphs (a) to (q) of subsection (4) (or any of those paragraphs) in respect of all or any meetings to which this section applies; or

(b) in the case of a company incorporated on or after 1 July 2023 —

(i) the constitution of the company —

(A) excludes the application of paragraph (b) or (c) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or

(B) excludes or modifies the application of paragraphs (a) to (q) of subsection (4) (or any of those paragraphs) in respect of all or any meetings to which this section applies; or

(ii) the company at any time after its incorporation amends, alters or adds to its constitution —

(A) to exclude the application of paragraph (b) or (c) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or

(B) to exclude or modify the application of paragraphs (a) to (q) of subsection (4)

(or any of those paragraphs) in respect of all or any meetings to which this section applies.

(6) In subsection (4), a reference to a member of a company includes, where appropriate, the member's proxy or the member's representative.

(7) The Minister may, by order in the *Gazette*, exclude the application of subsection (2)(c) in respect of any prescribed class of companies.

(8) To avoid doubt and subject to the constitution of the company, nothing in this Act prohibits a meeting of the board of directors of a company, or a committee consisting of one or more directors of a company, from being held —

(a) at a physical place and using virtual meeting technology; or

(b) using virtual meeting technology only.”.

### **Amendment of section 181**

7. In the Companies Act, in section 181 —

(a) replace subsection (1B) with —

“(1B) Despite anything to the contrary in the constitution of a company, a member may appoint a proxy under this section by depositing with the company an instrument of appointment by electronic means.

(1BA) The electronic means by which an instrument of appointment may be deposited under subsection (1B) must be specified by the company in the notice of meeting.”; and

(b) in subsection (1C), replace “Except where subsection (1B) applies, a” with “A”.

### **Amendment of section 186**

8. In the Companies Act, in section 186(2), delete “printed”.

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**Amendment of section 204**

9. In the Companies Act, in section 204 —

(a) in subsection (1), replace “section 201(2), (5) or (16)” with “section 201(2) or (5)”;

(b) in subsection (1), replace “\$50,000” with “\$250,000”;

(c) after subsection (1), insert —

“(1AA) If any director of a company fails to comply with section 201(16), he or she shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$50,000.”;

(d) in subsection (3)(a), replace “\$100,000” with “\$250,000”;

(e) in subsection (3)(a), delete “or” at the end; and

(f) in subsection (3), after paragraph (a), insert —

“(aa) in the case of an offence under subsection (1AA), to a fine not exceeding \$100,000 or to imprisonment for a term not exceeding 3 years or to both; or”.

**Amendment of section 215**

10. In the Companies Act, in section 215 —

(a) after subsection (9), insert —

“(9A) In addition to subsection (9), in respect of an offer made on or after the date of commencement of section 10(a) of the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023, shares held or acquired —

(a) by a person who is accustomed or is under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of the transferee in respect of the transferor company;

- (b) by the transferee’s spouse, parent, brother, sister, son, adopted son, stepson, daughter, adopted daughter or stepdaughter;
- (c) by a person whose directions, instructions or wishes the transferee is accustomed or is under an obligation whether formal or informal to act in accordance with, in respect of the transferor company; or
- (d) by a body corporate that is controlled (within the meaning of subsection (12)) by the transferee or a person mentioned in paragraph (a), (b) or (c),

are also to be treated as held or acquired by the transferee.”; and

(b) after subsection (11), insert —

“(12) For the purposes of subsection (9A)(d), a body corporate is controlled by a transferee or person mentioned in paragraph (a), (b) or (c) of subsection (9A) if —

- (a) the transferee or person (as the case may be) is entitled to exercise or control the exercise of not less than 50% of the voting power in the body corporate or such percentage of the voting power in the body corporate as may be prescribed, whichever is lower; or
- (b) the body corporate is, or a majority of its directors are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of the transferee or the person (as the case may be).”.

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**Amendment of section 373**

**11.** In the Companies Act, in section 373 —

- (a) in subsection (7), replace “subsection (3) —” with “subsection (3) the following:”;
- (b) in subsection (7)(b), delete “and” at the end;
- (c) in subsection (7)(c), replace “paragraphs (a) and (b)” with “paragraph (a) or (b), or both paragraphs (a) and (b), as the case may be”;
- (d) in subsection (18), after “section”, insert “, other than subsection (7)(b)”;
- (e) after subsection (18), insert —

“(18A) If default is made by a foreign company in complying with subsection (7)(b) —

- (a) the company shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000; and
- (b) every director or equivalent person, and every authorised representative, of the company, who knowingly and wilfully authorises or permits the default, shall each be guilty of an offence and shall each be liable on conviction —
  - (i) to a fine not exceeding \$250,000; or
  - (ii) if the offence was committed with intent to defraud the creditors of the company or creditors of any other person, or for a fraudulent purpose, to a fine not exceeding \$250,000 or to imprisonment for a term not exceeding 3 years or to both.”.

**Amendment of section 387B**

**12.** In the Companies Act, in section 387B —

- (a) in subsection (1), replace “given, sent or served” wherever it appears with “sent”;
- (b) in subsection (2), replace “given or sent to, or served on” with “sent to”;
- (c) in subsection (3), replace “given or sent to, or served on” wherever it appears with “sent to”; and
- (d) after subsection (5), insert —

“(6) For the purposes of this section and sections 387C and 387D —

- (a) a reference to a document does not include any of the following:
  - (i) a share certificate;
  - (ii) a debenture;
  - (iii) a certificate of any other interest in a company;
  - (iv) an instrument of transfer of any share, debenture or other interest in a company; and
- (b) a reference to the sending of a document includes the circulation, delivery, despatching, depositing, forwarding, furnishing, giving, issuing, serving, submission, transmitting or supply of that document.”.

**Amendment of section 387C**

**13.** In the Companies Act, in section 387C(1), replace “given, sent or served” wherever it appears with “sent”.

**New section 387D**

**14.** In the Companies Act, after section 387C, insert —

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**“Electronic transmission of documents by member, officer or auditor to company or director**

**387D.** Where any document is required or permitted to be sent under this Act by a member, officer or auditor of the company to the company or a director of the company, that document may be sent using electronic communications to the company or the director if the member, officer or auditor (as the case may be) and the company or director (as the case may be) have agreed, generally or specifically, that the document may be sent in that manner, and that agreement has not been revoked.”.

**Amendment of section 392**

**15.** In the Companies Act, in section 392, after subsection (2), insert —

“(2A) A meeting to which section 173J(2)(b) or (c) applies is not invalidated by reason of any technological disruption, malfunction or outage unless the Court —

(a) is of the opinion that the technological disruption, malfunction or outage has caused or may cause substantial injustice that cannot be remedied by any order of the Court; and

(b) by order declares the meeting to be invalid.”.

**Amendment of section 411**

**16.** In the Companies Act, in section 411(1) —

(a) after paragraph (a), insert —

“(b) regulating the use of virtual meeting technology for meetings held in the manner described in section 173J(2)(b) or (c), including —

(i) restricting or mandating the types of virtual meeting technology that may be used;

- (ii) restricting the means by which voting may be carried out, or mandating how voting may be carried out, using virtual meeting technology;
  - (iii) imposing record keeping and auditing requirements in respect of the use of virtual meeting technology;
  - (iv) imposing requirements relating to the verification or authentication of the identities of persons attending meetings using virtual meeting technology; and
  - (v) mandating the notices and documents (including physical notices and documents) to be sent to persons attending or eligible to attend a meeting using virtual meeting technology;”; and
- (b) reletter paragraph (aa) as paragraph (ba).

## PART 2

### AMENDMENT OF BUSINESS TRUSTS ACT 2004

#### **New section 52R**

**17.—**(1) In the Business Trusts Act 2004 (called in this Part the Business Trusts Act), before section 53, insert —

#### **“Arrangements for meetings**

**52R.—**(1) This section applies to the following types of meetings:

- (a) any general meeting of the unitholders of a registered business trust (including an annual general meeting and an extraordinary general meeting);
- (b) any meeting of any class of unitholders;

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(c) a meeting ordered by the court under section 61, if the court so directs.

(2) Unless excluded under subsection (5) or (8), a meeting to which this section applies may be held —

(a) at a physical place;

(b) at a physical place and using virtual meeting technology; or

(c) using virtual meeting technology only.

(3) Where a meeting to which this section applies under subsection (2)(b) or (c) is held, the meeting may be held without any number of those participating in the meeting being together at the same place.

(4) Unless excluded or modified under subsection (5) or excluded under subsection (8), where a meeting to which this section applies is held (whether wholly or partly) using virtual meeting technology —

(a) a reference in this Act to any person (including any unitholder of a registered business trust) attending a meeting includes a person who is attending the meeting using virtual meeting technology;

(b) a reference in this Act to any person (including any unitholder of a registered business trust) present or personally present at a meeting includes a person who attends the meeting using virtual meeting technology;

(c) subject to paragraph (f), a reference in this Act to a vote of a unitholder of a registered business trust at a meeting (including a vote for the purposes of electing a chairperson of a meeting), includes a vote by electronic means or any other means permitted by the trust deed of the registered business trust;

(d) subject to paragraph (f), a reference in this Act to voting by a unitholder of a registered business trust at a meeting (including voting for the purposes of electing a chairperson of a meeting), includes

voting by electronic means or any other means permitted by the trust deed of the registered business trust;

- (e) subject to paragraph (f), a reference in this Act to the entitlement or right of a person to vote at a meeting includes, where the person is present by virtual meeting technology, the entitlement or right to vote by electronic means or any other means permitted by the trust deed of the registered business trust;
- (f) a reference in this Act to voting by a unitholder of a registered business trust on a show of hands at a meeting includes, where the unitholder is present by virtual meeting technology, voting by the unitholder by electronic means or any other means permitted by the trust deed of the registered business trust but only if the unitholder can be identified —
  - (i) by any method that may be prescribed relating to the verification or authentication of the identity of unitholders attending the meeting; or
  - (ii) if no method is so prescribed, by any method that the directors of the trustee-manager of the business trust may determine;
- (g) a reference in this Act to the entitlement or right of a person to be heard at a meeting includes, where the person is present by virtual meeting technology, the entitlement or right to be heard by any means of synchronous communication that the directors of the trustee-manager of the registered business trust may determine;
- (h) a reference in this Act to the right of a unitholder of a registered business trust to speak on any resolution before a meeting includes, where the unitholder is present by virtual meeting technology, the right to communicate by any means of synchronous communication that the directors of the

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trustee-manager of the registered business trust may determine;

- (i) a reference in this Act to the right of a person to speak at a meeting includes, where the person is present by virtual meeting technology, the right to communicate by any means of synchronous communication that the directors of the trustee-manager of the registered business trust may determine;
- (j) a reference in this Act to any representation being read out or declaration being made at a meeting includes the communication of that representation or declaration at the meeting by any means of synchronous communication that the directors of the trustee-manager of the registered business trust may determine;
- (k) a reference in this Act to an auditor's report being read before the unitholders of the registered business trust in general meeting includes the communication of the contents of that auditor's report at the general meeting by any means of synchronous communication that the directors of the trustee-manager of the registered business trust may determine;
- (l) a reference in this Act to the production of the register of the trustee-manager of the registered business trust at the commencement of the annual general meeting and to the keeping of the register open and accessible during the meeting to all persons attending the meeting includes making the register available —
  - (i) on a website during the meeting; or
  - (ii) by any other means during the meeting that may be determined by a resolution passed by unitholders holding in the aggregate a majority of the voting rights of all the unitholders of the registered business trust who, being entitled to do so, vote in person or, where proxies are allowed, by proxy;

- (m) a reference in this Act to the laying of a profit and loss account or statement before the unitholders of a registered business trust includes producing or making available the relevant document —
    - (i) on a website; or
    - (ii) by any other means that may be determined by a resolution passed by unitholders holding in the aggregate a majority of the voting rights of all the unitholders of the registered business trust who, being entitled to do so, vote in person or, where proxies are allowed, by proxy; and
  - (n) a reference in this Act to any accounts, balance sheet, cash flow statement, profit and loss account, report, statement, auditor's report or other document being laid or caused to be laid before the unitholders of a registered business trust includes the relevant document being produced or made available or caused to be produced or made available —
    - (i) on a website; or
    - (ii) by any other means that may be determined by a resolution passed by unitholders holding in the aggregate a majority of the voting rights of all the unitholders of the registered business trust who, being entitled to do so, vote in person or, where proxies are allowed, by proxy.
- (5) This section applies despite the provisions contained in the trust deed of a registered business trust, except where —
- (a) in the case of a registered business trust registered before 1 July 2023, the trust deed of the registered business trust is on or after that date modified or replaced —
    - (i) to exclude the application of paragraph (b) or (c) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or

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- (ii) to exclude or modify the application of paragraphs (a) to (n) of subsection (4) (or any of those paragraphs) in respect of all or any meetings to which this section applies; or
  - (b) in the case of a registered business trust registered on or after 1 July 2023 —
    - (i) the trust deed of the registered business trust —
      - (A) excludes the application of paragraph (b) or (c) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or
      - (B) excludes or modifies the application of paragraphs (a) to (n) of subsection (4) (or any of those paragraphs) in respect of all or any meetings to which this section applies; or
    - (ii) the trust deed of the registered business trust is, at any time after the registered business trust is registered, modified or replaced —
      - (A) to exclude the application of paragraph (b) or (c) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or
      - (B) to exclude or modify the application of paragraphs (a) to (n) of subsection (4) (or any of those paragraphs) in respect of all or any meetings to which this section applies.
- (6) In subsection (4), a reference to a person includes, where appropriate, the person’s proxy.
- (7) In this section and section 114, “virtual meeting technology” means any technology that allows a person to participate in a meeting without being physically present at the place of meeting.

(8) The Authority may, by order in the *Gazette*, exclude the application of subsection (2)(c) in respect of any prescribed class of registered business trusts.”.

(2) In the Business Trusts Act, in section 52R(4) (as inserted by subsection (1)) —

(a) in paragraph (m), replace “a profit and loss account” with “any financial statement”; and

(b) in paragraph (n), replace “any accounts, balance sheet, cash flow statement, profit and loss account, report, statement, auditor’s report or other document” with “any auditor’s report, balance sheet, consolidated financial statement, financial statement, statement or other document”.

### **New section 91A**

**18.** In the Business Trusts Act, before section 92, insert —

#### **“Technological disruptions, etc., in meetings**

**91A.** A meeting to which section 52R(2)(b) or (c) applies is not invalidated by reason of any technological disruption, malfunction or outage unless the court —

(a) is of the opinion that the technological disruption, malfunction or outage has caused or may cause substantial injustice that cannot be remedied by any order of the court; and

(b) by order declares the meeting to be invalid.”.

### **Amendment of section 114**

**19.** In the Business Trusts Act, in section 114(2), after paragraph (c), insert —

“(ca) the regulation of the use of virtual meeting technology for meetings held in the manner described in section 52R(2)(b) or (c), including —

(i) restricting or mandating the types of virtual meeting technology that may be used;

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- (ii) restricting the means by which voting may be carried out, or mandating how voting may be carried out, using virtual meeting technology;
  - (iii) imposing record keeping and auditing requirements in respect of the use of virtual meeting technology;
  - (iv) imposing requirements relating to the verification or authentication of the identities of persons attending meetings using virtual meeting technology; and
  - (v) mandating the notices and documents (including physical notices and documents) to be sent to persons attending or eligible to attend a meeting using virtual meeting technology;”.

### PART 3

#### AMENDMENT OF VARIABLE CAPITAL COMPANIES ACT 2018

##### **Amendment of section 2**

**20.** In the Variable Capital Companies Act 2018 (called in this Part the VCC Act), in section 2(1), after the definition of “VCC” or “variable capital company”, insert —

““virtual meeting technology” means any technology that allows a person to participate in a meeting without being physically present at the place of meeting;”.

##### **New section 76A**

**21.** In the VCC Act, before section 77, insert —

##### **“Arrangements for meetings**

**76A.—(1)** This section applies to the following types of meetings:

- (a) any general meeting of a VCC (including an annual general meeting and an extraordinary general meeting);
- (b) any meeting of any class of members of a VCC;
- (c) any meeting ordered by the Court under section 182 of the Companies Act 1967 as applied by section 80, if the Court so directs.

(2) Unless excluded under subsection (5) or (7), a meeting to which this section applies may be held —

- (a) at a physical place;
- (b) at a physical place and using virtual meeting technology; or
- (c) using virtual meeting technology only.

(3) Where a meeting to which this section applies under subsection (2)(b) or (c) is held, the meeting may be held without any number of those participating in the meeting being together at the same place.

(4) Unless excluded or modified under subsection (5) or excluded under subsection (7), where a meeting to which this section applies is held (whether wholly or partly) using virtual meeting technology —

- (a) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to any person (including any member of a VCC) attending a meeting includes a person who is attending the meeting using virtual meeting technology;
- (b) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to any person (including any member of a VCC) present or personally present at a meeting includes a person who attends the meeting using virtual meeting technology;
- (c) subject to paragraph (f), a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to a vote of a member of a VCC at

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- a meeting (including a vote for the purposes of electing a chairperson of a meeting), includes a vote by electronic means or any other means permitted by the constitution of the VCC;
- (d) subject to paragraph (f), a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to voting by a member of the VCC at a meeting (including voting for the purposes of electing a chairperson of a meeting), includes voting by electronic means or any other means permitted by the constitution of the VCC;
- (e) subject to paragraph (f), a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to the entitlement or right of a person to vote at a meeting includes, where the person is present by virtual meeting technology, the entitlement or right to vote by electronic means or any other means permitted by the constitution of the VCC;
- (f) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to voting by a person on a show of hands at a meeting includes, where the person is present by virtual meeting technology, voting by the person by electronic means or any other means permitted by the constitution of the VCC but only if the person can be identified —
- (i) by any method that may be prescribed relating to the verification or authentication of the identity of persons attending the meeting; or
  - (ii) if no method is so prescribed, by any method that the directors of the VCC may determine;
- (g) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to the entitlement or right of a person to be heard at a meeting includes, where the person is present by

virtual meeting technology, the entitlement or right to be heard by any means of synchronous communication that the directors of the VCC may determine;

- (h) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to the right of a person to speak on any resolution before a meeting includes, where the person is present by virtual meeting technology, the right to communicate by any means of synchronous communication that the directors of the VCC may determine;
- (i) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to the right of a person to speak at a meeting includes, where the person is present by virtual meeting technology, the right to communicate by any means of synchronous communication that the directors of the VCC may determine;
- (j) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to any representation being read out or declaration being made at a meeting includes the communication of that representation or declaration at the meeting by any means of synchronous communication that the directors of the VCC may determine;
- (k) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to an auditor's report being read before the VCC in general meeting includes the communication of the contents of that auditor's report at the general meeting by any means of synchronous communication that the directors of the VCC may determine;
- (l) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to the laying of a statement, financial statement, consolidated financial statement, balance sheet,

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auditor's report or other document before a meeting of the VCC includes producing or making available the relevant document —

(i) on a website; or

(ii) by any other means that the VCC may by ordinary resolution determine; and

(*m*) a reference in this Act (including a reference in the Companies Act 1967 as applied by this Act) to any statement, financial statement, consolidated financial statement, balance sheet, auditor's report or other document being laid or caused to be laid before the VCC at a meeting includes the relevant document being produced or made available or caused to be produced or made available —

(i) on a website; or

(ii) by any other means that the VCC may by ordinary resolution determine.

(5) This section applies despite the provisions contained in a VCC's constitution, except where —

(*a*) in the case of a VCC incorporated before 1 July 2023, the VCC on or after that date amends or alters its constitution —

(i) to exclude the application of paragraph (*b*) or (*c*) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or

(ii) to exclude or modify the application of paragraphs (*a*) to (*m*) of subsection (4) (or any of those paragraphs) in respect of all or any meetings to which this section applies; or

(*b*) in the case of a VCC incorporated on or after 1 July 2023 —

- (i) the constitution of the VCC —
    - (A) excludes the application of paragraph (b) or (c) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or
    - (B) excludes or modifies the application of paragraphs (a) to (m) of subsection (4) (or any of those paragraphs) in respect of all or any meetings to which this section applies; or
  - (ii) the VCC at any time after its incorporation amends or alters its constitution —
    - (A) to exclude the application of paragraph (b) or (c) of subsection (2) (or both) in respect of all or any meetings to which this section applies; or
    - (B) to exclude or modify the application of paragraphs (a) to (m) of subsection (4) (or any of those paragraphs) in respect of all or any meetings to which this section applies.
- (6) In subsection (4), a reference to a member of a VCC includes, where appropriate, the member's proxy or the member's representative.
- (7) The Minister may, by order in the *Gazette*, exclude the application of subsection (2)(c) in respect of any prescribed class of VCCs.
- (8) To avoid doubt and subject to the constitution of the VCC, nothing in this Act prohibits a meeting of the board of directors of a VCC, or a committee consisting of one or more directors of a VCC, from being held —
- (a) at a physical place and using virtual meeting technology; or
  - (b) using virtual meeting technology only.”.

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**Amendment of section 154**

**22.** In the VCC Act, in section 154, replace “section 392” with “section 392(1), (2), (3), (4), (5) and (6)”.

**New section 154A**

**23.** In the VCC Act, after section 154, insert —

**“Technological disruptions, etc., in meetings**

**154A.** A meeting to which section 76A(2)(b) or (c) applies is not invalidated by reason of any technological disruption, malfunction or outage unless the Court is —

- (a) of the opinion that the technological disruption, malfunction or outage has caused or may cause substantial injustice that cannot be remedied by any order of the Court; and
- (b) by order declares the meeting to be invalid.”.

**Amendment of section 165**

**24.** In the VCC Act, in section 165(2), after paragraph (a), insert —

“(aa) regulating the use of virtual meeting technology for meetings held in the manner described in section 76A(2)(b) or (c), including —

- (i) restricting or mandating the types of virtual meeting technology that may be used;
- (ii) restricting the means by which voting may be carried out, or mandating how voting may be carried out, using virtual meeting technology;
- (iii) imposing record keeping and auditing requirements in respect of the use of virtual meeting technology;
- (iv) imposing requirements relating to the verification or authentication of the identities of persons attending meetings using virtual meeting technology; and

- (v) mandating the notices and documents (including physical notices and documents) to be sent to persons attending or eligible to attend a meeting using virtual meeting technology;”.

#### PART 4

### AMENDMENT OF SINGAPORE LABOUR FOUNDATION ACT 1977

#### **Amendment of section 2**

**25.** In the Singapore Labour Foundation Act 1977 (called in this Part the SLF Act), in section 2 —

- (a) in the definition of “National Trades Union Congress”, replace the full-stop at the end with a semi-colon; and
- (b) after the definition of “National Trades Union Congress”, insert —

““virtual meeting technology” means any technology that allows a person to participate in a meeting without being physically present at the place of meeting.”.

#### **Amendment of section 10**

**26.** In the SLF Act, in section 10, replace subsection (6) with —

“(6) Subject to the provisions of this Act, the Board may regulate its own proceedings, including the holding of meetings, the notice to be given of the meetings, the proceedings at the meetings, the use of virtual meeting technology at the meetings, the keeping of minutes and the custody, production and inspection of the minutes.”.

#### **New sections 16A and 16B**

**27.** In the SLF Act, after section 16, insert —

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**“Arrangements for meetings**

**16A.**—(1) This section applies to the following types of meetings:

- (a) an annual general meeting of the Foundation;
- (b) an extraordinary general meeting of the Foundation.

(2) The Foundation may hold a meeting to which this section applies —

- (a) at a physical place;
- (b) at a physical place and using virtual meeting technology; or
- (c) using virtual meeting technology only.

(3) Where the Foundation holds a meeting to which this section applies under subsection (2)(b) or (c), the meeting may be held without any number of those participating in the meeting being together at the same place.

(4) Where a meeting to which this section applies is held (whether wholly or partly) using virtual meeting technology —

- (a) a reference in this Act to any person (including any member of the Foundation) present at a meeting includes a person who attends the meeting using virtual meeting technology;
- (b) subject to paragraph (d), a reference in this Act to a vote of a member of the Foundation at a meeting includes a vote by electronic means or any other means that the Board may determine;
- (c) subject to paragraph (d), a reference in this Act to the entitlement of a person to vote at a meeting includes, where the person is present by virtual meeting technology, the entitlement to vote by electronic means or any other means that the Board may determine;
- (d) a reference in this Act to voting by a person on a show of hands at a meeting includes, where the person is

present by virtual meeting technology, voting by the person by electronic means or any other means that the Board may determine but only if the person can be identified —

- (i) by any method that may be prescribed relating to the verification or authentication of the identity of persons attending the meeting; or
  - (ii) if no method is so prescribed, by any method that the Board may determine; and
- (e) a reference in this Act to an income and expenditure account, a balance sheet, a financial report or other document being caused to be laid before the Foundation at a meeting includes the relevant document being caused to be produced or made available —
- (i) on a website; or
  - (ii) by any other means that the Board may determine.

### **Technological disruptions, etc., in meetings**

**16B.** A meeting to which section 16A(2)(b) or (c) applies is not invalidated by reason of any technological disruption, malfunction or outage unless the court —

- (a) is of the opinion that the technological disruption, malfunction or outage has caused or may cause substantial injustice that cannot be remedied by any order of the court; and
- (b) by order declares the meeting to be invalid.”.

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PART 5

SAVING AND TRANSITIONAL PROVISION

**Saving and transitional provision in respect of amendments to  
Companies Act 1967**

**28.**—(1) Subject to this section, the repealed provision continues to apply to a person who, immediately before the appointed day, was disqualified under the repealed provision from acting as director of, or in any way (whether directly or indirectly) taking part in or being concerned in the management of, any company or any foreign company to which Division 2 of Part 11 of the Companies Act 1967 applies as if the repealed provision had not been replaced under section 5(*a*), and section 155A(2) to (4) of the Companies Act 1967 as in force immediately before the appointed day applies accordingly.

(2) The period of disqualification —

- (*a*) in the case of a previous first-time offender whose disqualification under the repealed provision commenced 3 years before the appointed day or more, but has not ended under the repealed provision before the appointed day, ends on the appointed day; or
- (*b*) in the case of a previous first-time offender whose disqualification under the repealed provision commenced less than 3 years before the appointed day, ends 3 years after the date on which the disqualification commenced under the repealed provision.

(3) A previous first-time offender mentioned in subsection (2)(*b*) whose disqualification under the repealed provision has not ended may apply for permission to act as director of, or to take part in or be concerned in the management of, a company or a foreign company to which Division 2 of Part 11 of the Companies Act 1967 applies under section 155A(3), read with section 155A(3A), (3B), (3C) and (4), as in force on the appointed day.

(4) In this section —

“appointed day” means the date of commencement of section 5;

“disqualification”, in respect of a previous first-time offender, means the prohibition under the repealed provision against a person acting as director of, or in any way (whether directly or indirectly) taking part in or being concerned in the management of, any company or any foreign company to which Division 2 of Part 11 of the Companies Act 1967 applies;

“previous first-time offender” means a person who has been disqualified from acting as director of, or in any way (whether directly or indirectly) taking part in or being concerned in the management of, any company or any foreign company to which Division 2 of Part 11 of the Companies Act 1967 applies under the repealed provision but only once;

“repealed provision” means section 155A(1) of the Companies Act 1967 as in force immediately before the appointed day.

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