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No. S 269

COVID-19 (TEMPORARY MEASURES) ACT 2020
(ACT 14 OF 2020)

COVID-19 (TEMPORARY MEASURES)
(ALTERNATIVE ARRANGEMENTS FOR MEETINGS
FOR COMPANIES, VARIABLE CAPITAL COMPANIES,
BUSINESS TRUSTS, UNIT TRUSTS AND
DEBENTURE HOLDERS) ORDER 2020

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In exercise of the powers conferred by section 27 of the COVID-19 (Temporary Measures) Act 2020, the Minister for Law makes the following Order:

Citation and commencement

1. This Order is the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders)

Order 2020 and is deemed to have come into operation on 27 March 2020.

Definitions

2.—(1) In this Order, unless the context otherwise requires —

“company” and “listed”, in relation to a company, have the meanings given by section 4(1) of the Companies Act (Cap. 50);

“approved exchange”, “collective investment scheme”, “debenture” and “unitholder” have the meanings given by section 2(1) of the Securities and Futures Act (Cap. 289);

[Deleted by S 318/2020 wef 27/03/2020]

“electronic means” means electronic communication, video conferencing, tele-conferencing or other electronic means;

“meeting” means —

- (a) a general meeting of a company;
- (b) a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund;
- (c) a general meeting of unitholders of a registered business trust;
- (d) a meeting of unitholders of a relevant unit trust; or
- (e) a meeting of holders of a series of debentures, whether or not constituted by a trust deed, expressed to be governed by the law of Singapore;

“registered business trust” has the meaning given by section 2 of the Business Trusts Act (Cap. 31A);

“relevant unit trust” means a collective investment scheme —

- (a) that is constituted as a unit trust; and

(b) that is —

- (i) a collective investment scheme authorised under section 286(1) of the Securities and Futures Act; or
- (ii) a restricted scheme mentioned in section 305(1) of the Securities and Futures Act;

“sub-fund”, “VCC” or “variable capital company” have the meanings given by section 2(1) of the Variable Capital Companies Act 2018 (Act 44 of 2018).

(2) For the purposes of the definition of “legal instrument” in section 27(7) of the Act, “legal instrument” includes —

- (a) a trust deed constituting a series of debentures expressed to be governed by the law of Singapore; and
- (b) a fiscal or other agency agreement in respect of a series of debentures expressed to be governed by the law of Singapore.

3. [*Deleted by S 828/2020 wef 29/09/2020*]

Application

4.—(1) This Order sets out the alternative arrangements to personal attendance in respect of the following classes of meetings:

- (a) general meetings of companies;
- (b) general meetings of VCCs and meetings of classes of members of VCCs holding shares in respect of a sub-fund;
- (c) general meetings of unitholders of registered business trusts;
- (d) meetings of unitholders of relevant unit trusts;
- (e) meetings of holders of a series of debentures expressed to be governed by the law of Singapore.

(2) To avoid doubt, this Order does not apply to any meeting of a company held pursuant to an order of the High Court under section 210(1) of the Companies Act.

Alternative arrangements for general meetings of companies

5.—(1) The alternative arrangements for the convening, holding, conducting or deferral of a general meeting of a company set out in the second column of the First Schedule apply in respect of the provisions of the written law or legal instrument relating to such a meeting set out in the first column of that Schedule.

(2) [*Deleted by S 242/2021 wef 06/04/2021*]

Alternative arrangements for general meetings of VCCs and meetings of classes of members of VCCs holding shares in respect of a sub-fund

6.—(1) The alternative arrangements for the convening, holding, conducting or deferral of a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund set out in the second column of the Second Schedule apply in respect of the provisions of the written law or legal instrument relating to such a meeting set out in the first column of that Schedule.

(2) [*Deleted by S 242/2021 wef 06/04/2021*]

Alternative arrangements for general meetings of unitholders of registered business trusts

7.—(1) The alternative arrangements for the convening, holding, conducting or deferral of a general meeting of unitholders of a registered business trust set out in the second column of the Third Schedule apply in respect of the provisions of the written law or legal instrument relating to such a meeting set out in the first column of that Schedule.

(2) [*Deleted by S 242/2021 wef 06/04/2021*]

Alternative arrangements for meetings of unitholders of relevant unit trusts

8.—(1) The alternative arrangements for the convening, holding, conducting or deferral of a meeting of unitholders of a relevant unit trust set out in the second column of the Fourth Schedule apply in respect of the provisions of the written law or legal instrument relating to such a meeting set out in the first column of that Schedule.

(2) [*Deleted by S 242/2021 wef 06/04/2021*]

Alternative arrangements for meetings of debenture holders

9.—(1) The alternative arrangements for the convening, holding, conducting or deferral of a meeting of holders of a series of debentures expressed to be governed by the law of Singapore set out in the second column of the Fifth Schedule apply in respect of the provisions of the written law or legal instrument relating to such a meeting set out in the first column of that Schedule.

(2) [*Deleted by S 242/2021 wef 06/04/2021*]

FIRST SCHEDULE

Paragraph 5(1)

ALTERNATIVE ARRANGEMENTS FOR GENERAL MEETINGS OF COMPANIES

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
1. Provision for convening, holding or conducting of a general meeting of a company	<p>A meeting of a company may be convened, held or conducted, whether wholly or partly, by electronic means.</p> <p>In the case of a listed company, the company must publish the minutes of the meeting on SGXNET and the website of the listed company (if available) within one month after the date of the meeting.</p>
2. Provision for attendance at a general meeting of a company	<p>A company may provide that a member or person may only attend a meeting by observing and listening to the proceedings of the meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the member or person.</p>

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
3. Provision for right or entitlement to be heard or to require representations to be read out at a general meeting of a company	<p>A company may provide that a member or person may only be heard at a meeting by electronic means in the manner provided in item 4.</p> <p>A representation may be read out at a meeting by electronic means.</p>
4. Provision for right or entitlement to speak on a resolution at a general meeting of a company	<p>A company may require a member or person, before the meeting, to send to the chairman of the meeting, by post or electronic mail, the matters which the member or person wishes to raise at the meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means.</p> <p>In addition to (but not in place of) post and electronic mail, a company may also provide for a member or person, before the meeting, to send to the chairman of the meeting the matters which the member or person wishes to raise at the meeting by such other electronic means as the company considers appropriate, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means.</p> <p>To avoid doubt, in addition to (but not in place of) post and electronic mail, a company may provide for any matter to be raised by a member or person at</p>

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	a meeting and for the matter to be responded to at the meeting through real-time electronic communication such as video conferencing, teleconferencing or live chat.
5. Provision for quorum at a general meeting of a company	<p>A quorum may be formed by 2 members of the company (or one member if permitted by the legal instrument of the company) personally or electronically present.</p> <p>A member is electronically present at a meeting if the member —</p> <ul style="list-style-type: none"> (a) attends the meeting in the manner provided in item 2; (b) is verified by the share registrar of the company as attending the meeting in the manner provided in item 2; and (c) is acknowledged by electronic means by the chairman of the meeting as present at the meeting.
6. Provision for a member of a company to vote at a general meeting of a company held or conducted before 1 October 2020	A company may require a member to appoint the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the company an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting. In addition to (but not in place of) post and electronic mail, a company may provide for a member to appoint the chairman of the meeting as the member's proxy to vote at the

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>

meeting by depositing with the company an instrument of appointment by such other electronic means as the company considers appropriate. A member may not vote at the meeting otherwise than by way of appointing the chairman of the meeting as the member's proxy.

Where a proxy is delivered by a member to the company before 13 April 2020 —

- (a) the company may treat the instrument of appointment appointing a person other than the chairman of the meeting as the member's proxy to vote at the meeting as an instrument of appointment appointing the chairman as the member's proxy to vote at the meeting, if —
 - (i) the member indicated how the member wished to vote on each such resolution; and
 - (ii) the member has been given an opportunity to withdraw the appointment and has not withdrawn the appointment; and
- (b) the company may treat the instrument of appointment appointing a person other than the chairman of the meeting as the member's proxy to vote at

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>an adjourned or postponed meeting as an instrument of appointment appointing the chairman as the member's proxy to vote at the meeting, if —</p> <ul style="list-style-type: none"> (i) the resolutions proposed at the adjourned or postponed meeting are the same as the resolutions to be proposed at the meeting; (ii) the member indicated how the member wished to vote on each such resolution; and (iii) the member has been given an opportunity to withdraw the appointment and has not withdrawn the appointment.
<p>6A. Provision for a member of a company to vote at a general meeting of a company held or conducted on or after 1 October 2020</p>	<p>A company may provide for a member to appoint the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the company an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting.</p> <p>In addition to (but not in place of) providing for a member to appoint the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the</p>

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	company an instrument of appointment by post, or by electronic mail to an electronic mail address, a company may also provide for either or both of the following:
	(a) provide for the member to appoint the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the company an instrument of appointment by such other electronic means as the company considers appropriate;
	(b) provide for the member —
	(i) to vote at the meeting by electronic means through an electronic voting system; and
	(ii) (where the written law or legal instrument relating to the meeting also provides for the appointment of any person as the member's proxy to vote at the meeting) to appoint any person (other than the chairman) as the member's proxy to vote at the meeting by electronic means through an electronic voting system, by depositing with the company an instrument

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>

of appointment appointing a proxy and any other supporting documents by post or by electronic mail to an electronic mail address stated in the notice of the meeting; and, in addition to (but not in place of) post and electronic mail, by such other electronic means as the company considers appropriate.

However, voting by electronic means through an electronic voting system may be used only if the following are satisfied:

- (a) the electronic voting system that is used accurately counts all votes cast at the meeting;
- (b) the electronic voting system that is used is capable of providing records from which the operation of the electronic voting system may be audited and for verification of the accuracy of the recording and counting of votes;
- (c) each vote that is cast is verified by the company as cast by the member (or the member's proxy) entitled to vote;
- (d) the chairman of the meeting must, during the meeting, declare, by electronic means,

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	the result of any matter put to a vote at the meeting.
7. Provision for laying and production of documents at a general meeting of a listed company	<p>A document required to be laid or produced before a general meeting of a listed company may be so laid or produced by being —</p> <p>(a) sent or published in the manner provided in item 10 with the notice of the meeting; or</p> <p>(b) published at an online location, the address of which is sent with the notice of the meeting, or published on the website of the listed company.</p>
8. Provision for laying and production of documents at a general meeting of a company that is not listed	A document required to be laid or produced before a general meeting of a company that is not listed may be so laid or produced by being sent with the notice of the meeting.
9. Provision for giving of notice of a general meeting of a company	<p>A notice of a meeting may be sent by electronic means and —</p> <p>(a) must describe the means by which the meeting can be electronically accessed (including the online location, if the meeting is held at an online location);</p> <p>(b) must set out how the chairman of the meeting may be appointed by a member entitled to vote at the meeting as the member's proxy to vote at the meeting;</p>

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>(ba) if voting by electronic means through an electronic voting system is to be used, must set out —</p> <p style="padding-left: 40px;">(i) how a member entitled to vote at the meeting may vote by electronic means through the electronic voting system; and</p> <p style="padding-left: 40px;">(ii) (where applicable) how a member entitled to vote at the meeting may appoint any person (other than the chairman) as the member's proxy to vote at the meeting by electronic means through the electronic voting system and how the member's proxy may vote at the meeting by electronic means through the electronic voting system;</p> <p>(c) must state how a member may send to the chairman of the meeting the substantial and relevant matters which the member wishes to raise; and</p> <p>(d) may be accompanied by any other documents relevant to the meeting.</p>

For the purposes of this item, a notice is sent by electronic means in the case

FIRST SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
10. Provision for giving of notice of a general meeting of a listed company	<p>of a company that is not listed only if the following are satisfied:</p> <p>(a) the notice is sent by the company by electronic mail —</p> <p style="padding-left: 40px;">(i) to all of its members; and</p> <p style="padding-left: 40px;">(ii) to the electronic mail address of each member notified by the member to the company;</p> <p>(b) the notice is published on the website of the company (if available).</p> <p>A notice of a general meeting (including an adjourned or postponed meeting) of a listed company may be called by notice in writing of not less than 14 days, published on —</p> <p>(a) SGXNET; and</p> <p>(b) the website of the listed company (if available).</p> <p>However, this does not affect the period of notice required to pass a special resolution.</p> <p>To avoid doubt, notice of a general meeting of a listed company may be given, sent or served using electronic communications in accordance with section 387A of the Companies Act.</p>

[S 828/2020 wef 29/09/2020]

[S 270/2020 wef 27/03/2020]

SECOND SCHEDULE

Paragraph 6(1)

ALTERNATIVE ARRANGEMENTS FOR GENERAL MEETINGS OF VCCS AND MEETINGS OF CLASSES OF MEMBERS OF VCCS HOLDING SHARES IN RESPECT OF A SUB-FUND

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
1. Provision for convening, holding or conducting of a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund	A meeting of a VCC may be convened, held or conducted, whether wholly or partly, by electronic means.
2. Provision for attendance at a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund	A VCC may provide that a member or person may only attend a meeting by observing and listening to the proceedings of the meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the member or person.
3. Provision for right or entitlement to be heard or to require representations to be read out at a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund	<p>A VCC may provide that a member or person may only be heard at a meeting by electronic means in the manner provided in item 4.</p> <p>A representation may be read out at a meeting by electronic means.</p>
4. Provision for right or entitlement to speak at a general meeting of the VCC or a meeting of a class of members of the VCC holding shares in respect of a sub-fund	A VCC may require a member or person, before the meeting, to send to the chairman of the meeting, by post or electronic mail, the matters which the member or person wishes to raise at the meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or

 SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>before the meeting by electronic means.</p> <p>In addition to (but not in place of) post and electronic mail, a VCC may also provide for a member or person, before the meeting, to send to the chairman of the meeting the matters which the member or person wishes to raise at the meeting by such other electronic means as the VCC considers appropriate, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means.</p> <p>To avoid doubt, in addition to (but not in place of) post and electronic mail, a VCC may provide for any matter to be raised by a member or person at a meeting and for the matter to be responded to at the meeting through real-time electronic communication such as video conferencing, teleconferencing or live chat.</p>
<p>5. Provision for quorum at a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund</p>	<p>A quorum may be formed by 2 members of the VCC (or one member if permitted by the legal instrument of the VCC) or 2 members of the class of members of the VCC (or one member if permitted by the legal instrument of the VCC) personally or electronically present.</p> <p>A person is electronically present at a meeting if the person —</p>

SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
6. Provision for a member of a VCC to vote at general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund held or conducted before 1 October 2020	<p>(a) attends the meeting in the manner provided in item 2;</p> <p>(b) is verified by the secretary of the VCC as attending the meeting in the manner provided in item 2; and</p> <p>(c) is acknowledged by electronic means by the chairman of the meeting as present at the meeting.</p> <p>A VCC may require a member to appoint the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the VCC an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting. In addition to (but not in place of) post and electronic mail, a VCC may provide for a member to appoint the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the VCC an instrument of appointment by such other electronic means as the VCC considers appropriate. A member may not vote at the meeting otherwise than by way of appointing the chairman of the meeting as the member's proxy.</p> <p>Where a proxy is delivered by a member to the VCC before 13 April 2020 —</p> <p>(a) the VCC may treat the instrument of appointment appointing a person other than the chairman of the meeting as</p>

SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	the member's proxy to vote at the meeting as an instrument of appointment appointing the chairman as the member's proxy to vote at the meeting, if —
	(i) the member indicated how the member wished to vote on each such resolution; and
	(ii) the member has been given an opportunity to withdraw the appointment and has not withdrawn the appointment; and
	(b) the VCC may treat the instrument of appointment appointing a person other than the chairman of the meeting as the member's proxy to vote at an adjourned or postponed meeting as an instrument of appointment appointing the chairman as the member's proxy to vote at the meeting, if —
	(i) the resolutions proposed at the adjourned or postponed meeting are the same as the resolutions to be proposed at the meeting;
	(ii) the member indicated how the member wished

SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	to vote on each such resolution; and
	(iii) the member has been given an opportunity to withdraw the appointment and has not withdrawn the appointment.
6A. Provision for a member of a VCC to vote at general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund held or conducted on or after 1 October 2020	<p>A VCC may provide for a member to appoint the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the VCC an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting.</p> <p>In addition to (but not in place of) providing for a member to appoint the chairman of the meeting by depositing with the VCC an instrument of appointment by post, or by electronic mail to an electronic mail address, a VCC may also provide for either or both of the following:</p> <p>(a) provide for the member to appoint the chairman of the meeting as the member's proxy to vote at the meeting by depositing with the VCC an instrument of appointment by such other electronic means as the VCC considers appropriate;</p> <p>(b) provide for the member —</p> <p style="padding-left: 40px;">(i) to vote at the meeting by electronic means through</p>

 SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>an electronic voting system; and</p> <p>(ii) (where the written law or legal instrument relating to the meeting also provides for the appointment of any person as the member's proxy to vote at the meeting) to appoint any person (other than the chairman) as the member's proxy to vote at the meeting by electronic means through an electronic voting system, by depositing with the VCC an instrument of appointment appointing a proxy and any other supporting documents by post or by electronic mail to an electronic mail address stated in the notice of the meeting; and, in addition to (but not in place of) post and electronic mail, by such other electronic means as the VCC considers appropriate.</p> <p>However, voting by electronic means through an electronic voting system may be used only if the following are satisfied:</p>

 SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>(a) the electronic voting system that is used accurately counts all votes cast at the meeting;</p> <p>(b) the electronic voting system that is used is capable of providing records from which the operation of the electronic voting system may be audited and for verification of the accuracy of the recording and counting of votes;</p> <p>(c) each vote that is cast is verified by the VCC as cast by the member (or the member's proxy) entitled to vote;</p> <p>(d) the chairman of the meeting must, during the meeting, declare, by electronic means, the result of the voting on any matter put to a vote at the meeting.</p>
7. Provision for laying and production of documents at a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund	A document required to be laid or produced before a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund may be so laid or produced by being sent with the notice of the meeting.
8. Provision for giving of notice of a general meeting of a VCC or a meeting of a class of members of a VCC holding shares in respect of a sub-fund	<p>A notice of a meeting may be sent by electronic means and —</p> <p>(a) must describe the means by which the meeting can be electronically accessed (including the online location,</p>

SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	if the meeting is held at an online location);
	(b) must set out how the chairman of the meeting may be appointed by a member entitled to vote at the meeting as the member's proxy to vote at the meeting;
	(ba) if voting by electronic means through an electronic voting system is to be used, must set out —
	(i) how a member entitled to vote at the meeting may vote by electronic means through the electronic voting system; and
	(ii) (where applicable) how a member entitled to vote at the meeting may appoint any person (other than the chairman) as the member's proxy to vote at the meeting by electronic means through the electronic voting system and how the member's proxy may vote at the meeting by electronic means through the electronic voting system;
	(c) must state how a member may send to the chairman of the meeting the substantial and

 SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>relevant matters which the member wishes to raise; and</p> <p>(d) may be accompanied by any other documents relevant to the meeting.</p> <p>For the purposes of this item, a notice is sent by electronic means only if the following are satisfied:</p> <p>(a) the notice is sent by the VCC by electronic mail —</p> <p style="padding-left: 40px;">(i) to all of its members or the class of members, as the case may be; and</p> <p style="padding-left: 40px;">(ii) to the electronic mail address of each member, or each member of the class of members (as the case may be), notified by the member to the VCC;</p> <p>(b) the notice is published on the website of the VCC (if available).</p>

[S 828/2020 wef 29/09/2020]

[S 270/2020 wef 27/03/2020]

THIRD SCHEDULE

Paragraph 7(1)

ALTERNATIVE ARRANGEMENTS FOR GENERAL MEETINGS OF UNITHOLDERS OF REGISTERED BUSINESS TRUSTS

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
1. Provision for convening, holding or conducting of a general meeting of the unitholders of a registered business trust	<p>A general meeting of the unitholders of a registered business trust may be convened, held or conducted, whether wholly or partly, by electronic means.</p> <p>In the case of a listed registered business trust, the minutes of the meeting must be published on SGXNET and the website of the listed registered business trust (if available) within one month after the date of the meeting.</p>
2. Provision for attendance at a general meeting of the unitholders of a registered business trust	<p>A registered business trust may provide that a unitholder or person may only attend a meeting by observing and listening to the proceedings of the meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the unitholder or person.</p>
3. Provision for right or entitlement to be heard or to require representations to be read out at a general meeting of the unitholders of a registered business trust	<p>A registered business trust may provide that a unitholder or person may only be heard at a meeting by electronic means in the manner provided in item 4.</p> <p>A representation may be read out at a meeting by electronic means.</p>
4. Provision for right or entitlement to speak at a general meeting of the unitholders of a registered business trust	<p>A registered business trust may require a unitholder or person, before the meeting, to send to the chairman of the meeting, by post or electronic mail, the matters which the</p>

THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>

unitholder or person wishes to raise at the meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means.

In addition to (but not in place of) post and electronic mail, a registered business trust may also provide for a unitholder or person, before the meeting, to send to the chairman of the meeting the matters which the unitholder or person wishes to raise at the meeting by such other electronic means as the registered business trust considers appropriate, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means.

To avoid doubt, in addition to (but not in place of) post and electronic mail, a registered business trust may provide for any matter to be raised by a unitholder or person at a meeting and for the matter to be responded to at the meeting through real-time electronic communication such as video conferencing, teleconferencing or live chat.

5. Provision for quorum at a general meeting of the unitholders of a registered business trust

A quorum may be formed by unitholders personally or electronically present and satisfying the relevant quorum requirements. A unitholder is deemed to be present at a

THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>meeting if the unitholder has appointed the chairman of the meeting as the unitholder's proxy to attend, speak and vote at the meeting, and the relevant quorum requirements are to be determined by the proxies submitted by the unitholders prior to the commencement of the meeting.</p> <p>A unitholder is electronically present at a meeting if the unitholder —</p> <ul style="list-style-type: none"> (a) attends the meeting in the manner provided in item 2; (b) is verified by the unit registrar of the registered business trust as attending the meeting in the manner provided in item 2; and (c) is acknowledged by electronic means by the chairman of the meeting as present at the meeting.
<p>6. Provision for a unitholder of a registered business trust to vote at a general meeting of the unitholders of the registered business trust held or conducted before 1 October 2020</p>	<p>A registered business trust may require a unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the registered business trust an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting. In addition to (but not in place of) post and electronic mail, a registered business trust may provide for a unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the</p>

 THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>

registered business trust an instrument of appointment by such other electronic means as the registered business trust considers appropriate.

A unitholder may not vote at the meeting otherwise than by way of appointing the chairman of the meeting as the unitholder's proxy.

Where a proxy is delivered by a unitholder to the registered business trust before 13 April 2020 —

- (a) the registered business trust may treat the instrument of appointment appointing a person other than the chairman of the meeting as the unitholder's proxy to vote at the meeting as an instrument of appointment appointing the chairman as the unitholder's proxy to vote at the meeting, if —
 - (i) the unitholder indicated how the unitholder wished to vote on each such resolution; and
 - (ii) the unitholder has been given an opportunity to withdraw the appointment and has not withdrawn the appointment; and
- (b) the registered business trust may treat the instrument of appointment appointing a

THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>person other than the chairman of the meeting as the unitholder's proxy to vote at an adjourned or postponed meeting as an instrument of appointment appointing the chairman as the unitholder's proxy to vote at the meeting, if —</p> <ul style="list-style-type: none"> (i) the resolutions proposed at the adjourned or postponed meeting are the same as the resolutions to be proposed at the meeting; (ii) the unitholder indicated how the unitholder wished to vote on each such resolution; and (iii) the unitholder has been given an opportunity to withdraw the appointment and has not withdrawn the appointment.
<p>6A. Provision for a unitholder of a registered business trust to vote at a general meeting of the unitholders of the registered business trust held or conducted on or after 1 October 2020</p>	<p>A registered business trust may provide for a unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the registered business trust an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting.</p>

 THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>

In addition to (but not in place of) providing for a unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the registered business trust an instrument of appointment by post, or by electronic mail to an electronic mail address, a registered business trust may also provide for either or both of the following:

- (a) provide for the unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the registered business trust an instrument of appointment by such other electronic means as the registered business trust considers appropriate;
- (b) provide for the unitholder —
 - (i) to vote at the meeting by electronic means through an electronic voting system; and
 - (ii) (where the written law or legal instrument relating to the meeting also provides for the appointment of any person as the unitholder's proxy to vote at the meeting) to appoint any person (other than the chairman) as the

 THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>unitholder's proxy to vote at the meeting by electronic means through an electronic voting system, by depositing with the registered business trust an instrument of appointment appointing a proxy and any other supporting documents by post or by electronic mail to an electronic mail address stated in the notice of the meeting; and, in addition to (but not in place of) post and electronic mail, by such other electronic means as the registered business trust considers appropriate.</p> <p>However, voting by electronic means through an electronic voting system may be used only if the following are satisfied:</p> <ul style="list-style-type: none"> (a) the electronic voting system that is used accurately counts all votes cast at the meeting; (b) the electronic voting system that is used is capable of providing records from which the operation of the electronic voting system may be audited and for verification of the accuracy of the recording and counting of votes;

 THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>(c) each vote that is cast is verified by the registered business trust as cast by the unitholder (or the unitholder's proxy) entitled to vote;</p> <p>(d) the chairman of the meeting must, during the meeting, declare, by electronic means, the result of the voting on any matter put to a vote at the meeting.</p>
7. Provision for laying and production of documents at a general meeting of the unitholders of a listed registered business trust	<p>A document required to be laid or produced before a general meeting of the unitholders of a listed registered business trust may be so laid or produced by being —</p> <p>(a) sent or published in the manner provided in item 10 with the notice of the meeting; or</p> <p>(b) published at an online location, the address of which is sent with the notice of the meeting, or published on the website of the listed registered business trust.</p>
8. Provision for laying and production of documents at a general meeting of the unitholders of a registered business trust that is not listed	<p>A document required to be laid or produced before a general meeting of the unitholders of a registered business trust that is not listed may be so laid or produced by being sent with the notice of the meeting.</p>
9. Provision for giving of notice of a general meeting of the unitholders of a registered business trust	<p>A notice of a meeting may be sent by electronic means and —</p> <p>(a) must describe the means by which the meeting can be electronically accessed</p>

THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	(including the online location, if the meeting is held at an online location);
	(b) must set out how the chairman of the meeting may be appointed by a unitholder entitled to vote at the meeting as the unitholder's proxy to vote at the meeting;
	(ba) if voting by electronic means through an electronic voting system is to be used, must set out —
	(i) how a unitholder entitled to vote at the meeting may vote by electronic means through the electronic voting system; and
	(ii) (where applicable) how a unitholder entitled to vote at the meeting may appoint any person (other than the chairman) as the unitholder's proxy to vote at the meeting by electronic means through the electronic voting system and how the unitholder's proxy may vote at the meeting by electronic means through the electronic voting system;
	(c) must state how a unitholder may send to the chairman of

 THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>the meeting the substantial and relevant matters which the unitholder wishes to raise; and</p> <p>(d) may be accompanied by any other documents relevant to the meeting.</p> <p>For the purposes of this item, a notice is sent by electronic means in the case of a registered business trust that is not listed only if the following are satisfied:</p> <p>(a) the notice is sent by the trustee-manager of the registered business trust by electronic mail —</p> <p style="padding-left: 40px;">(i) to all of its unitholders; and</p> <p style="padding-left: 40px;">(ii) to the electronic mail address of each unitholder notified by the unitholder to the registered business trust;</p> <p>(b) the notice is published on the website of the registered business trust (if available).</p>
<p>10. Provision for giving of notice of a general meeting of the unitholders of a listed registered business trust</p>	<p>A notice of a general meeting (including an adjourned or postponed meeting) of the unitholders of a listed registered business trust may be called by notice in writing of not less than 14 days, published on —</p> <p>(a) SGXNET; and</p>

 THIRD SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>(b) the website of the listed registered business trust (if available).</p> <p>However, this does not affect the period of notice required to pass a special resolution.</p> <p>To avoid doubt, notice of a general meeting of the unitholders of a listed registered business trust may be given, sent or served using electronic communications in accordance with section 92 of the Business Trusts Act.</p> <p style="text-align: right;"><i>[S 828/2020 wef 29/09/2020]</i></p> <p style="text-align: right;"><i>[S 270/2020 wef 27/03/2020]</i></p>

FOURTH SCHEDULE

Paragraph 8(1)

ALTERNATIVE ARRANGEMENTS FOR MEETINGS OF UNITHOLDERS OF RELEVANT UNIT TRUSTS

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
1. Provision for convening, holding or conducting of a meeting of the unitholders of a relevant unit trust	<p>A general meeting of the unitholders of a relevant unit trust may be convened, held or conducted, whether wholly or partly, by electronic means.</p> <p>In the case of a listed relevant unit trust, the minutes of the meeting must be published on SGXNET and the website of the listed relevant unit trust (if available) within one month after the date of the meeting.</p>

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
2. Provision for attendance at a meeting of the unitholders of a relevant unit trust	A relevant unit trust may provide that a unitholder or person may only attend a meeting by observing and listening to the proceedings of the meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the unitholder or person.
3. Provision for right or entitlement to be heard or to require representations to be read out at a meeting of the unitholders of a relevant unit trust	A relevant unit trust may provide that a unitholder or person may only be heard at a meeting by electronic means in the manner provided in item 4. A representation may be read out at a meeting by electronic means.
4. Provision for right or entitlement to speak at a meeting of the unitholders of a relevant unit trust	A relevant unit trust may require a unitholder or person, before the meeting, to send to the chairman of the meeting, by post or electronic mail, the matters which the unitholder or person wishes to raise at the meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means. In addition to (but not in place of) post and electronic mail, a relevant unit trust may also provide for a unitholder or person, before the meeting, to send to the chairman of the meeting the matters which the unitholder or person wishes to raise at the meeting by such other electronic means as the relevant unit trust considers appropriate, and

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
5. Provision for quorum at a general meeting of the unitholders of a relevant unit trust	<p>each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means.</p> <p>To avoid doubt, in addition to (but not in place of) post and electronic mail, a relevant unit trust may provide for any matter to be raised by a unitholder or person at a meeting and for the matter to be responded to at the meeting through real-time electronic communication such as video conferencing, tele-conferencing or live chat.</p> <p>A quorum may be formed by unitholders personally or electronically present and satisfying the relevant quorum requirements. A unitholder is deemed to be present at a meeting if the unitholder has appointed the chairman of the meeting as the unitholder's proxy to attend, speak and vote at the meeting, and the relevant quorum requirements are to be determined by the proxies submitted by the unitholders prior to the commencement of the meeting.</p> <p>A unitholder is electronically present at a meeting if the unitholder —</p> <ul style="list-style-type: none"> (a) attends the meeting in the manner provided in item 2; (b) is verified by the unit registrar of the relevant unit trust as attending the meeting in the manner provided in item 2; and

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
<p>6. Provision for a unitholder of a relevant unit trust to vote at a meeting of the unitholders of the relevant unit trust held or conducted before 1 October 2020</p>	<p>(c) is acknowledged by electronic means by the chairman of the meeting as present at the meeting.</p> <p>A relevant unit trust may require a unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the relevant unit trust an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting. In addition to (but not in place of) post and electronic mail, a relevant unit trust may provide for a unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the relevant unit trust an instrument of appointment by such other electronic means as the relevant unit trust considers appropriate. A unitholder may not vote at the meeting otherwise than by way of appointing the chairman of the meeting as the unitholder's proxy.</p> <p>Where a proxy is delivered by a unitholder to the relevant unit trust before 13 April 2020 —</p> <p>(a) the relevant unit trust may treat the instrument of appointment appointing a person other than the chairman of the meeting as the unitholder's proxy to vote at the meeting as an instrument of appointment appointing the chairman as the unitholder's</p>

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	proxy to vote at the meeting, if —
	(i) the unitholder indicated how the unitholder wished to vote on each such resolution; and
	(ii) the unitholder has been given an opportunity to withdraw the appointment and has not withdrawn the appointment; and
	(b) the relevant unit trust may treat the instrument of appointment appointing a person other than the chairman of the meeting as the unitholder's proxy to vote at an adjourned or postponed meeting as an instrument of appointment appointing the chairman as the unitholder's proxy to vote at the meeting, if —
	(i) the resolutions proposed at the adjourned or postponed meeting are the same as the resolutions to be proposed at the meeting;
	(ii) the unitholder indicated how the unitholder wished to vote on each such resolution; and
	(iii) the unitholder has been given an opportunity to

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	withdraw the appointment and has not withdrawn the appointment.
6A. Provision for a unitholder of a relevant unit trust to vote at a meeting of the unitholders of the relevant unit trust held or conducted on or after 1 October 2020	<p>A relevant unit trust may provide for a unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the relevant unit trust an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the notice of the meeting.</p> <p>In addition to (but not in place of) providing for a unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the relevant unit trust an instrument of appointment by post, or by electronic mail to an electronic mail address, a relevant unit trust may also provide for either or both of the following:</p> <p>(a) provide for the unitholder to appoint the chairman of the meeting as the unitholder's proxy to vote at the meeting by depositing with the relevant unit trust an instrument of appointment by such other electronic means as the relevant unit trust considers appropriate;</p> <p>(b) provide for the unitholder —</p> <p style="padding-left: 40px;">(i) to vote at the meeting by electronic means through</p>

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>an electronic voting system; and</p> <p>(ii) (where the written law or legal instrument relating to the meeting also provides for the appointment of any person as the unitholder's proxy to vote at the meeting) to appoint any person (other than the chairman) as the unitholder's proxy to vote at the meeting by electronic means through an electronic voting system, by depositing with the relevant unit trust an instrument of appointment appointing a proxy and any other supporting documents by post or by electronic mail to an electronic mail address stated in the notice of the meeting; and, in addition to (but not in place of) post and electronic mail, by such other electronic means as the relevant unit trust considers appropriate.</p>

However, voting by electronic means through an electronic voting system may be used only if the following are satisfied:

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<ul style="list-style-type: none"> (a) the electronic voting system that is used accurately counts all votes cast at the meeting; (b) the electronic voting system that is used is capable of providing records from which the operation of the electronic voting system may be audited and for verification of the accuracy of the recording and counting of votes; (c) each vote that is cast is verified by the relevant unit trust as cast by the unitholder (or the unitholder's proxy) entitled to vote; (d) the chairman of the meeting must, during the meeting, declare, by electronic means, the result of the voting on any matter put to a vote at the meeting.
7. Provision for laying and production of documents at a meeting of the unitholders of a listed relevant unit trust	<p>A document required to be laid or produced before a general meeting of the unitholders of a listed relevant unit trust may be so laid or produced by being —</p> <ul style="list-style-type: none"> (a) sent or published in the manner provided in item 10 with the notice of the meeting; or (b) published at an online location, the address of which is sent with the notice of the meeting, or published on the website of the listed relevant unit trust.

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
8. Provision for laying and production of documents at a meeting of the unitholders of a relevant unit trust that is not listed	A document required to be laid or produced before a general meeting of the unitholders of a relevant unit trust that is not listed may be so laid or produced by being sent with the notice of the meeting.
9. Provision for giving of notice of a meeting of the unitholders of a relevant unit trust	<p>A notice of a meeting may be sent by electronic means and —</p> <p>(a) must describe the means by which the meeting can be electronically accessed (including the online location, if the meeting is held at an online location);</p> <p>(b) must set out how the chairman of the meeting may be appointed by a unitholder entitled to vote at the meeting as the unitholder's proxy to vote at the meeting;</p> <p>(ba) if voting by electronic means through an electronic voting system is to be used, must set out —</p> <p style="padding-left: 40px;">(i) how a unitholder entitled to vote at the meeting may vote by electronic means through the electronic voting system; and</p> <p style="padding-left: 40px;">(ii) (where applicable) how a unitholder entitled to vote at the meeting may appoint any person (other than the chairman) as the</p>

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>unitholder's proxy to vote at the meeting by electronic means through the electronic voting system and how the unitholder's proxy may vote at the meeting by electronic means through the electronic voting system;</p> <p>(c) must state how a unitholder may send to the chairman of the meeting the substantial and relevant matters which the unitholder wishes to raise; and</p> <p>(d) may be accompanied by any other documents relevant to the meeting.</p> <p>For the purposes of this item, a notice is sent by electronic means in the case of a relevant unit trust that is not listed only if the following are satisfied:</p> <p>(a) the notice is sent by the trustee or manager of the relevant unit trust by electronic mail —</p> <p style="padding-left: 40px;">(i) to all of its unitholders; and</p> <p style="padding-left: 40px;">(ii) to the electronic mail address of each unitholder notified by the unitholder to the relevant unit trust;</p> <p>(b) the notice is published on the website of the relevant unit trust (if available).</p>

FOURTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
10. Provision for giving of notice of a meeting of the unitholders of a listed relevant unit trust	<p>A notice of a general meeting (including an adjourned or postponed meeting) of the unitholders of a listed relevant unit trust may be called by notice in writing of not less than 14 days, published on —</p> <p style="margin-left: 40px;">(a) SGXNET; and</p> <p style="margin-left: 40px;">(b) the website of the listed relevant unit trust (if available).</p> <p>However, this does not affect the period of notice required to pass a special resolution.</p>

[S 828/2020 wef 29/09/2020]

[S 270/2020 wef 27/03/2020]

FIFTH SCHEDULE

Paragraph 9(1)

ALTERNATIVE ARRANGEMENTS FOR MEETINGS
OF DEBENTURE HOLDERS

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
1. Provision for convening, holding or conducting of a meeting of debenture holders	<p>A meeting of debenture holders may be convened, held or conducted, whether wholly or partly, by electronic means.</p> <p>In the case of debentures that are listed on an approved exchange, the minutes of the meeting must be published on SGXNET and the website of the issuer of the debentures (if available) within</p>

FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	one month after the date of the meeting.
2. Provision for attendance at a meeting of debenture holders	An issuer or trustee (if applicable) of debentures may provide that a debenture holder or person may only attend a meeting by observing and listening to the proceedings of the meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the debenture holder or person.
3. Provision for right or entitlement to be heard or to require representations to be read out at a meeting of debenture holders	An issuer or trustee (if applicable) of debentures may provide that a debenture holder or person may only be heard a meeting by electronic means in a manner provided in item 4. A representation may be read out at a meeting by electronic means.
4. Provision for right or entitlement to speak at a meeting of debenture holders	An issuer or trustee (if applicable) of debentures may require a debenture holder or person, before the meeting, to send to the chairman of the meeting, by post or electronic mail, the matters which the debenture holder or person wishes to raise at the meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means. In addition to (but not in place of) post and electronic mail, an issuer or trustee (if applicable) of debentures may also provide for a debenture holder or person, before the meeting, to send to the chairman of the meeting

FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>

the matters which the debenture holder or person wishes to raise at the meeting by such other electronic means as the issuer or trustee (if applicable) considers appropriate, and each such matter, if substantial and relevant and sent within a reasonable time before the meeting, is to be responded to at or before the meeting by electronic means.

To avoid doubt, in addition to (but not in place of) post and electronic mail, an issuer or trustee (if applicable) of debentures may provide for any matter to be raised by a debenture holder or person at a meeting and for the matter to be responded to at the meeting through real-time electronic communication such as video conferencing, tele-conferencing or live chat.

5. Provision for quorum at a meeting of debenture holders

A quorum may be formed by debenture holders personally or electronically present and satisfying the relevant quorum requirements.

A debenture holder is deemed to be present at a meeting if the debenture holder has appointed the chairman of the meeting as the debenture holder's proxy to attend, speak and vote at the meeting, and the relevant quorum requirements are to be determined by the voting instructions and proxies submitted by the debenture holders prior to the commencement of the meeting.

 FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>A debenture holder is electronically present at a meeting if the debenture holder —</p> <ul style="list-style-type: none"> (a) attends the meeting in the manner provided in item 2; (b) if there is a registrar of debenture holders, is verified by the registrar of debenture holders as attending the meeting; and (c) is acknowledged by electronic means by the chairman of the meeting as present at the meeting.
<p>6. Provision for a holder of a debenture to vote at a meeting of debenture holders held or conducted before 1 October 2020</p>	<p>An issuer or trustee (if applicable) of debentures may require a debenture holder to submit or cause to be submitted a voting instruction in respect of his or her debentures for the meeting and to appoint the chairman of the meeting as the debenture holder's proxy to attend, speak or vote at the meeting (in the case of bearer debentures) or to appoint the chairman of the meeting as the debenture holder's proxy to attend, speak or vote at the meeting (in the case of registered debentures). A debenture holder may not vote at the meeting otherwise than by way of appointing the chairman of the meeting as the debenture holder's proxy.</p> <p>The voting instruction or the instrument of appointment may be submitted by electronic mail to an</p>

 FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
<p>6A. Provision for a holder of a debenture to vote at a meeting of debenture holders held or conducted on or after 1 October 2020</p>	<p>electronic mail address stated in the notice of the meeting. In addition to (but not in place of) electronic mail, an issuer or trustee (if applicable) of debentures may provide for a debenture holder to submit the voting instruction or the instrument of appointment by such other electronic means as the issuer or trustee (if applicable) considers appropriate.</p> <p>An issuer or trustee (if applicable) of debentures may require a debenture holder to submit or cause to be submitted a voting instruction in respect of his or her debentures for the meeting and to appoint the chairman of the meeting as the debenture holder's proxy to attend, speak or vote at the meeting (in the case of bearer debentures) or to appoint the chairman of the meeting as the debenture holder's proxy to attend, speak or vote at the meeting (in the case of registered debentures). The voting instruction or the instrument of appointment may be submitted by electronic mail to an electronic mail address stated in the notice of the meeting.</p> <p>In addition to (but not in place of) providing for a debenture holder to submit a voting instruction or instrument of appointment by depositing with the issuer or trustee (if applicable) of debentures an instrument of appointment by post,</p>

 FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>or by electronic mail to an electronic mail address, an issuer or trustee (if applicable) of debentures may also provide for either or both of the following:</p> <p>(a) provide for the debenture holder to submit the voting instruction or the instrument of appointment by such other electronic means as the issuer or trustee (if applicable) considers appropriate;</p> <p>(b) provide for the debenture holder —</p> <p style="padding-left: 40px;">(i) to vote at the meeting by electronic means through an electronic voting system; and</p> <p style="padding-left: 40px;">(ii) (where the written law or legal instrument relating to the meeting also provides for the appointment of any person as the debenture holder's proxy to vote at the meeting) to appoint any person (other than the chairman) as the debenture holder's proxy to vote at the meeting by electronic means through an electronic voting system, by depositing with the issuer or trustee (if applicable) an instrument of</p>

FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>appointment appointing a proxy and any other supporting documents by post or by electronic mail to an electronic mail address stated in the notice of the meeting; and, in addition to (but not in place of) post and electronic mail, by such other electronic means as the issuer or trustee (if applicable) considers appropriate.</p> <p>However, voting by electronic means through an electronic voting system may be used only if the following are satisfied:</p> <ul style="list-style-type: none">(a) the electronic voting system that is used accurately counts all votes cast at the meeting;(b) the electronic voting system that is used is capable of providing records from which the operation of the electronic voting system may be audited and for verification of the accuracy of the recording and counting of votes;(c) each vote that is cast is verified by the issuer or trustee (if applicable) of the debentures as cast by the debenture holder (or the debenture holder's proxy) entitled to vote;

 FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
7. Provision for giving of notice of a meeting of debenture holders	<p>(d) the chairman of the meeting must, during the meeting, declare, by electronic means, the result of the voting on any matter put to a vote at the meeting.</p> <p>A notice of a meeting of debenture holders —</p> <p>(a) must describe the means by which the meeting can be electronically accessed (including the online location, if the meeting is held at an online location);</p> <p>(b) must set out how the chairman of the meeting may be appointed by a debenture holder entitled to vote at the meeting as the debenture holder's proxy to vote at the meeting;</p> <p>(ba) if voting by electronic means through an electronic voting system is to be used, must set out —</p> <p style="padding-left: 40px;">(i) how a debenture holder entitled to vote at the meeting may vote by electronic means through the electronic voting system; and</p> <p style="padding-left: 40px;">(ii) (where applicable) how a debenture holder entitled to vote at the meeting may appoint any person (other</p>

FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	than the chairman) as the debenture holder's proxy to vote at the meeting by electronic means through the electronic voting system and how the debenture holder's proxy may vote at the meeting by electronic means through the electronic voting system;
	(c) must state how a debenture holder may send to the chairman of the meeting the substantial and relevant matters which the debenture holder wishes to raise; and
	(d) in the case of registered debentures, may be sent by electronic means.
	For the purposes of this item, a notice is sent by electronic means in the case of registered debentures that are not listed only if the following are satisfied:
	(a) the notice is sent by the issuer or trustee (if applicable) of the registered debentures by electronic mail —
	(i) to all of the debenture holders of the registered debentures; and
	(ii) to the electronic mail address of each debenture holder notified

FIFTH SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of written law or legal instrument</i>	<i>Alternative arrangement</i>
	<p>by the debenture holder to the issuer or trustee (if applicable) of the registered debentures;</p> <p>(b) the notice is published on the website of the issuer of the registered debentures (if available).</p>
	<p><i>[S 828/2020 wef 29/09/2020]</i></p> <p><i>[S 270/2020 wef 27/03/2020]</i></p>

Made on 13 April 2020.

LOH KHUM YEAN
Permanent Secretary,
Ministry of Law,
Singapore.

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