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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) (AMENDMENT NO. 3) ORDER 2020

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) (Amendment No. 3) Order 2020 and comes into operation on 29 September 2020.

Deletion of paragraph 3

2. Paragraph 3 of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (G.N. No. S 269/2020) (called in this Order the principal Order) is deleted.

Amendment of paragraph 5

3. Paragraph 5(2) of the principal Order is amended by deleting the words “30 September 2020” and substituting the words “30 June 2021”.

Amendment of paragraph 6

4. Paragraph 6(2) of the principal Order is amended by deleting the words “30 September 2020” and substituting the words “30 June 2021”.

Amendment of paragraph 7

5. Paragraph 7(2) of the principal Order is amended by deleting the words “30 September 2020” and substituting the words “30 June 2021”.

Amendment of paragraph 8

6. Paragraph 8(2) of the principal Order is amended by deleting the words “30 September 2020” and substituting the words “30 June 2021”.

Amendment of paragraph 9

7. Paragraph 9(2) of the principal Order is amended by deleting the words “30 September 2020” and substituting the words “30 June 2021”.

Amendment of First Schedule

8. The First Schedule to the principal Order is amended —

(a) by inserting, immediately after the first paragraph in the second column of item 4, the following paragraphs:

“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.

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 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.”;

- (b) by inserting, immediately after the words “general meeting of a company” in the first column of item 6, the words “held or conducted before 1 October 2020”;
- (c) by inserting, immediately after the words “notice of the meeting.” in the first paragraph in the second column of item 6, the words “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 meeting by depositing with the company an instrument of appointment by such other electronic means as the company considers appropriate.”;
- (d) by inserting, immediately after item 6, the following item:

“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

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.

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 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 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, the result of any matter put

to a vote at the meeting.”;
and

(e) by inserting, immediately after sub-paragraph (b) of the first paragraph in the second column of item 9, the following sub-paragraph:

“(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;”.

Amendment of Second Schedule

9. The Second Schedule to the principal Order is amended —

(a) by inserting, immediately after the first paragraph in the second column of item 4, the following paragraphs:

“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.

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, tele-conferencing or live chat.”;

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- (b) by inserting, immediately after the word “sub-fund” in the first column of item 6, the words “held or conducted before 1 October 2020”;
- (c) by inserting, immediately after the words “notice of the meeting.” in the first paragraph in the second column of item 6, the words “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.”;
- (d) by inserting, immediately after item 6, the following item:

“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

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.

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:

- (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;

(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 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.

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 VCC 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, the result of the voting on any matter put to a vote at the meeting.”; and

(e) by inserting, immediately after sub-paragraph (b) of the first paragraph in the second column of item 8, the following sub-paragraph:

“(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;”.

Amendment of Third Schedule

10. The Third Schedule to the principal Order is amended —

(a) by inserting, immediately after the first paragraph in the second column of item 4, the following paragraphs:

“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, tele-conferencing or live chat.”;

(b) by inserting, immediately after the words “general meeting of the unitholders of the registered business trust” in the

first column of item 6, the words “held or conducted before 1 October 2020”;

- (c) by inserting, immediately after the words “notice of the meeting.” in the first paragraph in the second column of item 6, the words “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 registered business trust an instrument of appointment by such other electronic means as the registered business trust considers appropriate.”;

- (d) by inserting, immediately after item 6, the following item:

<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>
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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 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.

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 registered business 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.”; and

(e) by inserting, immediately after sub-paragraph (b) of the first paragraph in the second column of item 9, the following sub-paragraph:

“(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;”.

Amendment of Fourth Schedule

11. The Fourth Schedule to the principal Order is amended —

(a) by inserting, immediately after the first paragraph in the second column of item 4, the following paragraphs:

“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 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 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.”;

- (b) by inserting, immediately after the words “meeting of the unitholders of the relevant unit trust” in the first column of item 6, the words “held or conducted before 1 October 2020”;
- (c) by inserting, immediately after the words “notice of the meeting.” in the first paragraph in the second column of item 6, the words “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.”;
- (d) by inserting, immediately after item 6, the following item:

“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

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.

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:

- (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;
- (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 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.

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 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.”; and

(e) by inserting, immediately after sub-paragraph (b) of the first paragraph in the second column of item 9, the following sub-paragraph:

“(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;”.

Amendment of Fifth Schedule

12. The Fifth Schedule to the principal Order is amended —

(a) by inserting, immediately after the first paragraph in the second column of item 4, the following paragraphs:

“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 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.”;

- (b) by inserting, immediately after the word “holders” in the first column of item 6, the words “held or conducted before 1 October 2020”;
- (c) by inserting, immediately after the words “notice of the meeting.” in the second paragraph in the second column of item 6, the words “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.”;
- (d) by inserting, immediately after item 6, the following item:

“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

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.

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, 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:

- (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;
- (b) provide for the debenture holder —
 - (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

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 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.

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 issuer or trustee (if applicable) of the debentures as cast by the debenture holder (or the debenture holder'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.”; and

(e) by inserting, immediately after sub-paragraph (b) of the first paragraph in the second column of item 7, the following sub-paragraph:

“(ba) if voting by electronic means through an electronic voting system is to be used, must set out —

- (i) how a debenture holder entitled to vote at the meeting may vote by electronic means through the electronic voting system; and
- (ii) (where applicable) how a debenture holder entitled to vote at the meeting may appoint any person (other 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;”.

[G.N. Nos. S 270/2020; S 318/2020]

Made on 28 September 2020.

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

[LAW 63/009 COVID Relief-V1; AG/LEGIS/SL/65C/2020/1 Vol. 1]