

## Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period

### Alternative Arrangements

On 13 April 2020, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (“**Order**”) was issued (the Order was amended on 14 April 2020, 24 April 2020 and 29 September 2020).

The Alternative Arrangements apply for the period stipulated in the Order, currently extended to 30 June 2021 (“**Applicable Period**”). The Alternative Arrangements will not apply to meetings that are further adjourned to a date falling after the Applicable Period. Issuers that wish to hold general meetings in accordance with the Alternative Arrangements during the Applicable Period, including issuers that may provide for physical attendance at their general meetings, should conduct their meetings in accordance with this checklist.

Provisions in the SGX Listing Rules that require otherwise (in respect of the matters set out below) will not be applicable for the Applicable Period if an issuer adheres to this checklist.

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**Company** :

**Financial Year End** :

**Date of Notice of AGM/EGM/SGM** :

**Date of AGM/EGM/SGM** :

**Extension of Time for Issuing Annual Report** :

**Extension of Time for Holding of AGM** :

S/N	Requirement	Compliance Remark
	<b>Physical Attendance</b>	
	<p>If the Company wishes to allow physical attendance:</p> <p>(a) the Company must provide advance notice to shareholders to inform them on the number of attendees to be accommodated at the venue (please see paragraph 1 below). To better manage the number of shareholders that may attend the general meeting, issuers should consider asking shareholders to pre-register if they (or their proxies) wish to attend the general meeting in person</p> <p>(b) please state the maximum number of attendees (in any case not more than 50 persons)</p> <p>(c) confirmation that the venue is a permitted premise (and not a function centre hired from another) based on the Ministry of Health’s advisory dated 23 September 2020</p> <p>(d) the Company will be in compliance with the minimum specified safe distancing measures as required under the relevant act or regulations</p> <p>(e) the Company will ensure that all attendees wear a mask at all times or otherwise comply with any specified requirements</p> <p>(f) the Company must continue to provide shareholders with the option to participate in general meetings via electronic means in accordance with the Checklist</p>	

S/N	Requirement	Compliance Remark
<b>1.</b>	<b>Notice of Meeting</b>	
	<b>Mode of Publication</b>	
1.1	All notices of general meeting of issuers must be published on SGXNET and, if available, the issuer's corporate website.	
1.2	Non-listed companies and entities may send notices by electronic means, but this should only be done if the notice is sent to all the members of the company, to an email address notified by the members to the company, and the notice is published on the website of the company (if available).	
	<b>Notice Period</b>	
1.3	For both issuers and non-listed companies, all notices convening general meetings must be sent to shareholders and members at least 14 calendar days (or 21 calendar days, where special resolutions are proposed for public companies) before the meeting. In each case, the notice period excludes the date of the notice and the date of the meeting. Issuers are strongly encouraged to provide at least 21 calendar days' notice to shareholders.	
1.4	If issuers wish to adjourn or postpone a general meeting in respect of which a notice had previously been circulated, at least 14 calendar days' notice (excluding the date of notice and the date of meeting) must be given for the reconvened meeting.	
	<b>Contents</b>	
1.5	For both issuers and non-listed companies, all notices of general meetings (including notices for adjourned or postponed meetings) must contain the following:	
	- the date and time of commencement of the meeting;	
	- the resolutions to be proposed;	
	- where physical attendance at the meeting will be provided, the number of attendees to be accommodated at each venue, as well as any other ancillary information (e.g. instructions to shareholders on how they may pre-register if they (or their proxies) wish to attend in person);	
	- particulars of the electronic means by which the meeting will be conducted (e.g. by "live" webcast);	
	- the arrangements for shareholders or members to participate in the meeting by electronic means, i.e. the link to access the "live" audio and video feed (e.g. a link to access the "live" webcast) and the "live" audio only link (e.g. a telephone number), as well as any other ancillary information (e.g. whether shareholders or members will have to pre-register on an online platform etc.); and	
	- instructions to shareholders or members on how they may:	
	a. access any documents or information relating to the business of the general meeting (please refer to paragraph 2 below);	
	b. submit their questions ahead of the meeting (e.g. via email), the timeframe for submission of questions and how the substantial and relevant questions will be responded to prior	

S/N	Requirement	Compliance Remark
	to, or at, the meeting (please refer to paragraph 3 below); and	
	c. cast their votes (e.g. the chairman of the meeting will be appointed as proxy and shareholders and members should specifically direct their votes in the instrument of proxy), including specific instructions to CPF and SRS investors, if applicable (please refer to paragraphs 4 and 5 below).	
<b>2.</b>	<b>Documents</b>	
2.1	For issuers, all documents relating to the business of the general meeting must be published on SGXNET and, if available, the issuer's corporate website, and published together with the notice of general meeting.	
2.2	These documents include proxy forms (please refer to paragraph 5 below), annual reports, shareholders' circulars and other relevant corporate information.	
2.3	Non-listed companies may continue to send documents in accordance with the CA and their constitutions. Documents required to be laid or produced before a general meeting of a non-listed company may be so laid or produced by being sent with the notice of the meeting.	
<b>3.</b>	<b>Questions</b>	
3.1	For both issuers and non-listed companies, shareholders and members must be given the opportunity to ask questions within a reasonable time prior to general meetings. In this regard, they should be informed of any cut-off time within which questions must be submitted (e.g. for issuers, at least 72 hours prior to the general meeting). Shareholders and members must also be allowed to submit their questions via email or by post. Issuers may also additionally (but not in place of email and post) allow shareholders and members to submit their questions via other electronic means, such as third-party electronic platforms. For issuers, questions may be addressed prior to the general meeting through publication on SGXNET and, if available, the issuer's corporate website and/or any virtual information session that the issuer may organise.	
3.2	General meetings also present the Board of Directors and management with an excellent opportunity to interact with shareholders and members. In addition to the option of allowing shareholders to submit their questions, ahead of general meetings, via email and post, issuers are also encouraged to adopt real-time electronic communication facilities, such as video conferencing, tele-conferencing or live chat, to enable questions to be raised, and responded to, at general meetings.	
3.3	In any case, all substantial and relevant questions must be addressed by the Board of Directors and/or management prior to, or at, general meetings. Issuers should also address any subsequent clarifications sought, or follow-up questions, prior to, or at, general meetings in respect of substantial and relevant matters. Being able to substantively address all questions would enhance investor confidence in the Board of Directors and management. We also encourage issuers, as far as possible, to respond to questions promptly to facilitate shareholders' votes.	

S/N	Requirement	Compliance Remark
<b>4.</b>	<b>Voting</b>	
4.1	Shareholders and members may vote by appointing the chairman of the meeting as proxy. Shareholders and members should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions.	
4.2	In addition to allowing shareholders and members to appoint the chairman of the meeting as proxy, issuers and non-listed companies may also allow real-time remote electronic voting through an electronic voting system to take place at the general meeting (whether for all votes or only part of the votes), such that shareholders and members (or their proxies) may vote remotely through electronic means. The issuer or non-listed company must ensure that it has implemented the necessary safeguards to validate votes submitted by shareholders or members, including that:	
	<ul style="list-style-type: none"> <li>- the electronic voting system that is used accurately counts all votes cast at the meeting;</li> </ul>	
	<ul style="list-style-type: none"> <li>- 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;</li> </ul>	
	<ul style="list-style-type: none"> <li>- each vote that is cast is verified by the issuer or the non-listed company as cast by shareholders or members (or their proxies) entitled to vote; and</li> </ul>	
	<ul style="list-style-type: none"> <li>- 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.</li> </ul>	
4.3	If issuers and non-listed companies conduct general meetings partly by electronic means, shareholders and members who attend the meeting physically must appoint the chairman of the meeting as proxy in order to vote, unless issuers and non-listed companies have allowed for real-time remote electronic voting.	
<b>5.</b>	<b>Proxy Forms</b>	
5.1	For both issuers and non-listed companies, shareholders and members must be allowed to submit proxy forms via email enclosing signed PDF copies of the proxy form or through post of the instrument of proxy. Issuers and non-listed companies may also additionally (but not in place of email and post) allow shareholders and members to submit proxy forms through other electronic means, such as third-party electronic platforms. Issuers and non-listed companies must specify in the notice of general meeting how shareholders and members may submit the proxy forms as well as the timeline by which instruments of proxies must be submitted.	
5.2	CPF and SRS investors should be informed that if they wish to vote, they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven working days before the general meeting. For general meetings which allow real-time remote electronic voting through an electronic voting system to take place at the general meeting, CPF Agent Banks or SRS Operators may appoint CPF or SRS investors as proxies to vote through such electronic voting system.	

S/N	Requirement	Compliance Remark
<b>6.</b>	<b>Conduct of Meeting</b>	
6.1	Issuers and non-listed companies must, where conducting general meetings through electronic means, do so at no cost to shareholders and members.	
6.2	“Electronic means” must at least allow shareholders and members to contemporaneously observe the proceedings of the meeting by audio and video means (e.g. “live” webcast). In addition, issuers and non-listed companies must also provide for contemporaneous observation of the meeting proceedings by audio only means (e.g. a telephone number). Details on the arrangements must be provided to shareholders and members in the notices of general meetings.	
<b>7.</b>	<b>Quorum</b>	
7.1	For issuers and non-listed companies incorporated in Singapore, a quorum is formed by 2 members of the company (except where the constitution provides for a quorum of 1 member) (as the term ‘member’ is construed under the CA) personally or electronically present.	
7.2	For issuers that are registered business trusts or REITs, a quorum is formed by unitholders personally or electronically present and satisfying the relevant quorum requirements, as determined by proxies submitted by unitholders prior to the meeting.	
7.3	A shareholder or member is electronically present at a meeting if the person: (a) attends by electronic means; (b) is verified by the share registrar (in the case of an issuer) or the company secretary (in the case of a non-listed company) as attending the meeting by electronic means; and (c) is acknowledged by the chairman of the meeting as present by electronic means.	
<b>8.</b>	<b>Rights of Relevant Intermediaries</b>	
8.1	Persons, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the CA, such as CPF and SRS investors, must be given the same extent of rights as shareholders or members. Such rights include the right to participate in the meeting through “live” webcast and submit questions prior to the meeting and have substantial and relevant questions answered.	
<b>9.</b>	<b>Directors and Auditors</b>	
9.1	For issuers, the Board of Directors and the statutory auditors should attend the general meetings, and their attendance and right to be heard may be satisfied by electronic means.	
9.2	For non-listed companies, directors and auditors may also attend or be heard at general meetings through electronic means.	
<b>10.</b>	<b>Minutes</b>	
10.1	Issuers must publish minutes within one month after the general meeting on SGXNET and, if available, the issuer’s corporate website.	
10.2	The minutes should record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board of Directors and management.	

I, [●], an officer duly authorized to give this declaration, confirm that the information provided in this checklist is true, accurate and free of any material omissions as at the date hereof.

**Designation** : [●]

**Authorised  
Signature** : \_\_\_\_\_

**Date** : \_\_\_\_\_