

Background

SGX RegCo had on 16 December 2021 issued an article in the Regulator’s Column on the expectations on the conduct of issuers’ general meetings amid the extension of the temporary legislative relief, where the legislation allows entities to hold general meetings via electronic means amid the COVID-19 situation, and will continue to be in force until revoked or amended by the Ministry of Law.

SGX RegCo wishes to reiterate to issuers the importance of responding in a timely manner to shareholders’ questions, so that shareholders have the benefit of the responses to their questions before casting their votes on important resolutions.

Good practices for virtual general meetings

As mentioned in the Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation dated 1 October 2020 (“**Guidance**”), issuers are encouraged to adopt enhanced digital tools at their general meetings, such as allowing for real-time remote electronic voting and real-time electronic communication, to facilitate shareholder engagement.

Issuers which do not utilise both (i) real-time remote electronic voting and (ii) real-time electronic communication at their general meetings, should incorporate the practices below in their conduct of general meetings, in addition to the checklist set out in the Guidance. This will take effect for any notice of general meeting served after 1 January 2022:

1 Requirement of virtual information session for certain corporate actions

- Such corporate actions which require the approval of shareholders include transfer of listing between Catalist and Mainboard, issue of shares or convertible securities under Catalist Rule 805 (but exclude share schemes, bonus issue, scrip dividend, or share split/consolidation), capital reduction/distribution, specific interested person transaction, major transaction, VSA/RTO, whitewash resolution, scheme of arrangement, delisting pursuant to Catalist Rule 1307, proposed diversification and any other corporate action which SGX RegCo considers appropriate.
- Details to be published on SGXNET and, if available, the issuer’s corporate website:
 - a) The date and time of the session;
 - b) The agenda of the session;
 - c) Particulars of the means by which the session will be conducted - electronic means (e.g. “live” webcast) and/or by audio means (e.g. a “live” audio only link such as a telephone number); and
 - d) The arrangements for shareholders to participate in the session, e.g. the link to access the “live” webcast and/or the “live” audio only link such as a telephone number, as well as any other ancillary information (e.g. whether shareholders will have to pre-register on an online platform etc.).
- Issuers should adopt real-time electronic communication facilities, such as video conferencing, teleconferencing or live chat, to enable questions to be raised, and responded to, at the session.
- The virtual information session should be held at no cost to shareholders.
- Issuers are to either publish the minutes or provide a link for shareholders to access a recording of the virtual information session on SGXNET and, if available, the issuer’s corporate website, at least 72 hours prior to the closing date and time for the lodgment of the proxy forms. If publishing the minutes, this should record substantial and relevant comments or queries from shareholders and responses from the Board of Directors and/or management.

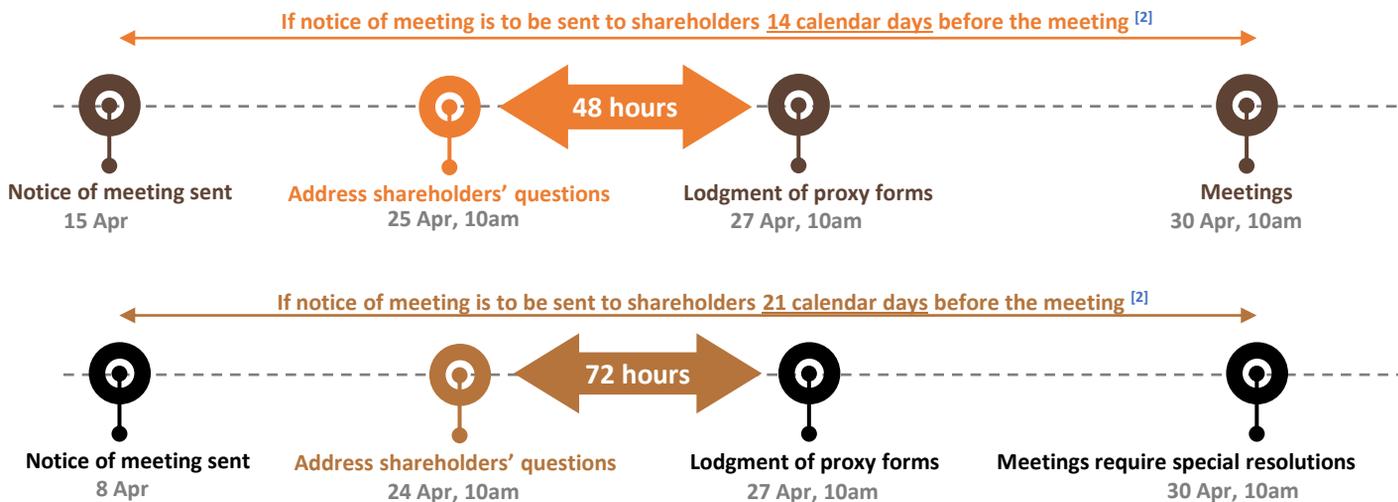
2 Send notice to shareholders at least 21 calendar days before the general meeting

When organising any virtual information session, issuers are encouraged to send their notice of general meeting to shareholders at least 21 calendar days before the general meeting. This is having considered that additional time would be taken to hold a virtual information session prior to the general meeting.

3 Allow shareholders at least 7 calendar days to submit their questions

- After the publication of the notice of general meeting ^[1], shareholders should be allowed at least 7 calendar days to submit their questions. This is to accord shareholders with reasonable time to consider the matters to be tabled at the general meeting and submit their questions.
- Shareholders should be informed of any cut-off time within which questions must be submitted and when their questions would be responded to.

4 Timeline to publicly address shareholders’ questions



- If notice of meeting is to be sent to shareholders 14 or 21 calendar days before the meeting, shareholders’ questions have to be addressed 48 or 72 hours prior to the closing date and time for the lodgment of the proxy forms respectively.
- After the cut-off time for the submission of questions, if there are subsequent clarifications sought, or follow-up questions, this may be addressed at the general meeting.

¹: The checklist in the Guidance provides that all notices of general meeting of issuers must be published on SGXNET and, if available, the issuer’s corporate website.

²: Catalyst Rule 704(14) provides amongst others, that all notices convening meetings must be sent to shareholders at least 14 calendar days before the meeting (excluding the date of notice and the date of meeting). For meetings to pass special resolution(s) as well as corporate actions where virtual information session is required, the notice must be sent to shareholders at least 21 calendar days before the meeting (excluding the date of notice and the date of meeting).

Useful References:

- Regulator’s Column: What SGX RegCo expects on the conduct of general meetings amid the ongoing COVID-19 situation dated 16 December 2021 (Please click [here](#))
- Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation dated 1 October 2020 (Please click [here](#))

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