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Alternative Dispute Resolution

SIMC and ICSID Conclude Cooperation Agreement

On 26 March 2021, the Singapore International Mediation Centre ("**SIMC**") and the International Centre for Settlement of Investment Disputes ("**ICSID**") announced that they have entered into an Agreement on General Arrangements ("**Agreement**"). This is the first cooperation agreement for ICSID with a centre that is exclusively focused on mediation.

The Agreement provides for the use of SIMC's facilities and services for mediation proceedings conducted under the auspices of ICSID, as well as enhanced technical collaboration between the two centres. The Agreement promotes the use of mediation to settle investor-State disputes, particularly those involving Asian investors or States, where long-term contracts and bread-and-butter issues are concerned. These are typically matters involving high stakes where parties' real interests may lie beyond mere monetary compensation. Further, mediation is deeply rooted in Asian traditions of relationship and face-giving. Parties who choose amicable settlement will enjoy the practical advantage of business continuity and new business opportunities in future. Mediation can be utilised singly, or in combination with arbitration, and enhances the party autonomy of the disputants.

The Agreement was signed during an online ceremony, which also included a panel discussion on the opportunities and challenges with respect to investor-State mediation.

Click on the following link for more information:

- SIMC News Release titled "SIMC and ICSID Conclude Cooperation Agreement" (available on the SIMC website at www.simc.com.sg)

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Capital Markets

SGX Proposes to Permit Listing of SPACs in Singapore

On 31 March 2021, the Singapore Exchange Limited ("**SGX**") released a consultation paper seeking comments on the proposed regulatory framework for the listing of Special Purpose Acquisition Companies ("**SPACs**") on the Mainboard of the Singapore Exchange Securities Trading Limited ("**SGX-ST Mainboard**"). The consultation closes on 28 April 2021.

After weighing the benefits and risks of SPACs, SGX concluded in the consultation paper titled "Proposed Listing Framework for Special Purpose Acquisition Companies" ("**Consultation Paper**") that it is of the view that SPACs may generate benefits to capital markets participants and may be a viable alternative to traditional initial public offerings ("**IPOs**") for fund-raising in Singapore and the region.

By way of background, SPACs, also known as "blank cheque companies", are companies with no commercial operations or revenue-generating businesses or assets. They are formed to raise capital through an IPO by

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listing on a securities exchange with the sole objective of acquiring another company for a business combination, also known as a de-SPAC transaction, so that the company emerging from the business combination continues as a listed company on the securities exchange.

The Consultation Paper sets out the key features of the proposed listing framework for SPACs to be listed on the SGX-ST Mainboard ("**SGX SPACs**") which aim to balance safeguarding investors' interests against certain concerns posed by the unique features of SPACs and the capital raising needs of the market. These include the proposed admission criteria (including minimum market capitalisation), listing requirements and some key safeguards to protect the interests of minority shareholders of the SGX SPACs.

There are proposed requirements for at least 90% of the gross IPO proceeds to be placed in an escrow account pending the completion of a business combination and for an SGX SPAC to complete a business combination within a maximum time frame of 36 months from the date of its listing ("**permitted time frame**"). It is proposed that the business combination must be approved by: (i) a simple majority of the SGX SPAC's independent directors; and (ii) a simple majority of the SGX SPAC's shareholders (excluding the founding shareholders and the management team of the SPAC, and their respective associates). The SGX SPAC would be liquidated if, among other things, the business combination is not completed within the permitted time frame.

For more information, click here for our Legal Update.

SGX RegCo Extends Expiry Date for Enhanced Share Issue Limit for Mainboard Issuers

Back in April 2020, in the early days of the COVID-19 pandemic, the Singapore Exchange Regulation ("**SGX RegCo**") announced provisional measures to support issuers listed on the SGX-ST Mainboard ("**Mainboard Issuers**"). One such measure was to allow Mainboard Issuers to seek a general mandate for an issue of pro-rata shares and convertible securities for up to 100% of their share capital ("**Enhanced Share Issue Limit**"), instead of the limit of 50% prescribed in the SGX-ST Mainboard Listing Rules.

The Enhanced Share Issue Limit is intended to facilitate and expedite the fund-raising process, and was to expire on 31 December 2021.

On 16 March 2021, SGX RegCo announced the extension of the availability of the Enhanced Share Issue Limit for Mainboard Issuers. A Mainboard Issuer will now have up to 31 December 2021 to seek or renew a general mandate for the Enhanced Share Issue Limit. The Enhanced Share Issue Limit will expire either:

(a) at the conclusion of the next AGM of the Mainboard Issuer following the approval of the general mandate for the Enhanced Share Issue Limit; or

(b) on the date by which the next AGM is required to be held (whether by law or the SGX-ST Mainboard Listing Manual),

whichever is earlier ("**Expiry Date**").

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Issuers should note that any extension of time they might obtain to hold the next AGM, or any change to its financial year end, will be disregarded in determining the Expiry Date.

Upon the Expiry Date, the shares and/or convertible securities issued pursuant to the Enhanced Share Issue Limit must be listed, and no further shares and/or convertible securities may be issued under this limit. However, SGX RegCo highlighted that shares arising from the convertible securities may be issued and listed after the Expiry Date.

For more information on the conditions for seeking the general mandate for the Enhanced Share Issue Limit, click here to read our Legal Update.

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ASEAN Capital Markets Forum Launches Five-Year Action Plan

The ASEAN Capital Markets Forum ("**ACMF**") has endorsed the ACMF Action Plan 2021-2025 ("**Action Plan**") during its 34th ACMF Chairs Meeting, as stated in a media release of 15 March 2021. The Action Plan builds on ACMF Action Plan 2016 – 2020, and was developed with feedback from capital market participants and other stakeholders to ensure that the Action Plan is inclusive and relevant, particularly amidst the new normal.

The Action Plan sets out three strategic objectives:

(a) Fostering growth and recovery with sustainability;
(b) Promoting and sustaining inclusiveness; and
(c) Strengthening and maintaining orderliness and resilience.

The five key priorities that support the strategic objectives are: (i) driving higher levels of transparency and disclosure; (ii) continuing with regulatory harmonisation; (iii) intensifying capacity building; (iv) amplifying communication and awareness building; and (v) strengthening cooperation and coordination.

ACMF discussed the progress of the six short-to-medium term focus areas identified in the Roadmap for ASEAN Sustainable Capital Markets. Among other things, it discussed sustainable finance and the development of sustainable finance and emphasised the importance of capacity building. In this regard:

- ACMF welcomed continued collaboration with the ASEAN Working Committee – Capital Market Development (WC-CMD) on transition standards, sustainability-linked bond standards, and sustainability disclosures.
- ACMF commended progress made on the ASEAN Sustainable Finance Taxonomy.
- The meeting noted continuing traction of ACMF's sustainable finance initiatives earlier launched, namely the ASEAN Green Bond Standards, ASEAN Social Bond Standards, and ASEAN

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Sustainability Bond Standards. Since 2017 until the end of 2020, a total of US$8.35 billion bonds labelled under these ASEAN standards have been issued.

ACMF also discussed other initiatives including the cross-border offering of ASEAN Collective Investment Schemes (ASEAN CIS) and the endorsement of the 2021 ASEAN Corporate Governance Scorecard Assessment Implementation Plan, which is targeted to commence in early Q3 2021.

Click on the following link for more information:

- ACMF Media Release titled "ASEAN Capital Markets Forum rolls out its new 5-year Action Plan and welcomes the progress on the ASEAN Sustainable Finance Taxonomy" (available on the ACMF website at www.theacmf.org)

SGX Guidance to Issuers on Accounting Standards for Financial Statements

On 1 March 2021, the Singapore Exchange Limited ("**SGX**") issued a guidance note to issuers listed on the SGX-ST Mainboard and Catalist ("**issuers**") explaining the application of accounting standards for interim and full-year financial statements, in comparison with those for annual audited financial statements.

Under the relevant SGX-ST Mainboard Rules and Catalist Rules (collectively, the "**Listing Rules**"), issuers must prepare their financial statements in accordance with the Singapore Financial Reporting Standards (International) ("**SFRS(I)**"), International Financial Reporting Standards ("**IFRS**"), or US Generally Accepted Accounting Principles ("**US GAAP**").

The table below sets out some salient points for issuers to note when preparing interim financial statements, full-year financial statements, and annual audited financial statements.

	Interim Financial Statements	Full-year Financial Statements	Annual Audited Financial Statements
Relevant Listing Rule	Listing Rule 705 (3A): Interim financial statements (where announced under Rule 705 in accordance with Appendix 7.2) and full-year financial statements must comply with the relevant accounting standards for interim reports under the SRFS(I), IFRS, or US GAAP.		Listing Rule 709A: Annual audited financial statements must comply with the relevant accounting standards for annual financial statements under the SRFS(I), IFRS, or US GAAP.
SGX Guidance Note	For issuers that adopt SFRS(I) or IFRS, the relevant	Compliance with the standards for interim reports is intended to be a	Listing Rule 705 (3A) does not apply to annual

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	accounting standards for interim financial reports refer to SFRS(I)1-34 Interim Financial Reporting ("**SFRS(I)1- 34**") or IAS 34 Interim Financial Reporting ("**IAS 34**") respectively. Issuers are encouraged to refer to the Financial Reporting Guidance ("**FRG**") which theInstitute of Singapore Chartered Accountants ("**ISCA**") is consulting on.	baseline requirement for all issuers. Issuers that currently prepare their full-year financial statements based on the broader set of accounting requirements that apply to annual financial statements under the SFRS(I), IFRS, and US GAAP should continue their existing practice. Issuers should also refer to the FRG regarding the preparation of full-year financial statements.	audited financial statements.

Listing Rule 705(3A) will take effect for issuers' financial statements for any interim financial period (i.e., the first, second or third quarters of the financial year) ending on or after 30 June 2021.

Click on the following link for more information:

- Guidance Note on Accounting Standards for Financial Statements (available on the SGX website at https://www.sgx.com/)

COVID-19 – General

Extension of Relief Period for Specified Contracts under the COVID-19 (Temporary Measures) Act

The COVID-19 (Temporary Measures) Act ("**Act**") provides temporary relief for parties that are unable to perform their contractual obligations due to the COVID-19 pandemic. Amongst its measures, Part 2 of the Act provides relief from certain legal and enforcement measures for prescribed categories of contracts, and Part 8B provides for cost sharing between parties to qualifying construction contracts for additional costs caused by delays.

On 26 March 2021, the COVID-19 (Temporary Measures) (Extension of Prescribed Period) Order 2021 was published in the Government Gazette, extending the relief period for certain measures to 19 April 2021. The Ministry of National Development ("**MND**") has stated in a press release of 26 March 2021 (available here) that the purpose of this extension was to allow Parliament to consider the COVID-19 (Temporary Measures) (Amendment No. 2) Bill 2021 ("**Bill**"), which has since been introduced and passed on 5 April 2021.

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MND has stated that the Bill would allow the extension of the relief periods under the Act as follows:

(a) Built environment sector

- Under Part 2 of the Act, the relief period for construction contracts or supply contracts, or any performance bond granted thereto, would be extended to 30 September 2021.
- Under Part 8B of the Act, the relief period would be extended to 30 September 2021.

(b) Real estate sector

- Under Part 2 of the Act, the relief period for options to purchase and sale and purchase agreements with developers over housing accommodation or commercial property would be extended to 30 June 2021.

For more information, please click here for our Legal Update.

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Financial Institutions

Transition to SORA: New Timelines to Cease Issuance of SOR Derivatives and SIBOR-linked Financial Products and Others

To reinforce the shift to a Singapore Overnight Rate Average ("**SORA**")-centered SGD interest rate landscape and provide additional guidance on cessation timelines, the Steering Committee for SOR & SIBOR Transition to SORA ("**SC-STS**") published a report on 31 March 2021 ("**Report**") announcing the following new timelines for financial institutions ("**FIs**"):

(a) FIs are to cease usage of Swap Offer Rate ("**SOR**") in new derivatives contracts by end-September 2021. It is recommended that FIs cease usage of Singapore Interbank Offered Rate ("**SIBOR**") in financial products by end-September 2021;

(b) SC-STS is to retain the original end-2024 end-date for Fallback Rate (SOR) despite SOR now set to be discontinued later in mid-2023 and that a Fallback Rate (SOR) publication period of three years is not necessary. The Fallback Rate (SOR) was designed as an interim fallback solution for residual contracts which are unable to transition to SORA in time; and

(c) FIs are to aim to substantially reduce their SOR exposures (both cash and derivative) to corporates to 20% by end 2022. All contracts that continue to reference SOR as at end-2022 should minimally incorporate appropriate contractual fallbacks.

These new timelines are in addition to the earlier timelines announced by SC-STS in October 2020 that include:

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(a) By end-February 2021, all Domestic Systemically Important Banks ("**D-SIBs**") should be ready to offer a full-suite of SORA-based products to their customers; and

(b) By end-April 2021, all non-DSIB banks should be ready to offer new SORA-based products to their customers, and all lenders and borrowers must cease issuance of SOR-linked loans and securities that mature after end-2021.

The new timelines are prompted by significant progress and developments both globally and locally, such as the discontinuation of key USD London Interbank Offer Rate ("**LIBOR**") tenors in mid-2023, discontinuation of the 6M SIBOR on 31 March 2022, the 1M and 3M SIBOR by end-2024, and LIBOR discontinuation. We highlight below three main implications of recent developments on SC-STS' guidance on timelines for the SOR and SIBOR transition to SORA.

(a) **New timelines on stopping new usage of SOR/SIBOR early by end-September 2021, in addition to earlier announced timelines.** Under the new timelines:

- **All FIs and their customers cease usage of SOR in new derivatives contracts by end-September 2021**, except for specified purposes relating to the risk management and transition of legacy SOR positions to SORA. For details on exemptions, please refer to Annex B of the Report.

- **SC-STS recommends that FIs and their customers cease usage of SIBOR in new contracts by end-September 2021**. There is no immediate impact on existing SIBOR loans. Banks will reach out to their customers at the appropriate time and provide sufficient notice for customers to consider switching these loans to other alternative loan packages. SC-STS and ABS will launch a public education campaign in the middle of 2021 to increase public awareness and support wider adoption of retail SORA products.

(b) **Limiting usage of Fallback Rate (SOR) in view of the end-2024 end-date for Fallback Rate (SOR)**. Previously, it was announced that Fallback Rate (SOR) would be published for a period of about three years following the expected discontinuation of SOR after end-2021 (i.e. till end-2024). With SOR now set to be discontinued later in mid-2023, more existing legacy SOR transactions would be able to mature and the need for extended Fallback Rate (SOR) arrangements would be much lower. Therefore, SC-STS has decided to retain the original end-2024 end-date for Fallback Rate (SOR).

(c) **Active transition of SOR contracts to SORA as soon as practicable.** While SOR remains available till mid-2023, liquidity in SOR markets has started to decline. All market participants are encouraged to actively explore converting or replacing outstanding SOR cash market contracts with SORA contracts. Banks should aim to substantially reduce their SOR exposures (both cash and derivative) to corporates to 20% by end 2022. Where it is not possible to fully exit from gross

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exposures to SOR derivatives, all contracts that continue to reference SOR as at end-2022 should minimally incorporate appropriate contractual fallbacks.

For more information, please click here for our Legal Update.

New/Revised MAS Circular on Controls and Disclosures to be Implemented by Licensed Securities-Based Crowdfunding Operators

On 5 March 2021, the Monetary Authority of Singapore ("**MAS**") made available on its website a new/revised circular, CMI 27/2018 Controls and Disclosures to be Implemented by Licensed Securities-Based Crowdfunding Operators.

This circular applies to licensed securities-based crowdfunding ("**SCF**") operators. It sets out the measures SCF operators should put in place to assess issuers, manage defaults or cessations, and disclose interest and default rates.

Among other things, the amendments include the reporting timeline and information to be submitted by licensed SCF operators to MAS.

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MAS Consults on Draft Standards for Credit Risk Capital and Output Floor Requirements for Singapore-Incorporated Banks

On 25 March 2021, the Monetary Authority of Singapore ("**MAS**") published a consultation paper on draft standards relating to credit risk capital and output floor requirements for Singapore-incorporated banks.

This consultation paper follows the consultation paper on draft standards for operational risk capital and leverage ratio requirements issued on 17 December 2020. The draft provisions in MAS Notice 637 on Risk Based Capital Adequacy Requirements for Banks Incorporated in Singapore take into account standards relating to credit risk capital and output floor requirements in the consolidated Basel Framework, published by the Basel Committee on Banking Supervision, that takes effect from 1 January 2023.

MAS will implement the revised standards for credit risk capital and output floor from 1 January 2023, with transitional arrangements provided for implementation of the output floor till 1 January 2028.

The draft amendments take into account (i) the feedback received on the consultation paper on proposed implementation of the final Basel III reforms in Singapore issued in May 2019; and (ii) MAS' response to feedback relating to credit risk capital and output floor requirements published on 25 March 2021. MAS stated it will consult on the draft standards for other areas of the Basel III reforms at a later date.

The consultation closes on 26 April 2021.

For more information, please click on the following links (available on the MAS website at www.mas.gov.sg):

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- MAS Consultation Paper on Draft Standards for Credit Risk Capital and Output Floor Requirements for Singapore-Incorporated Banks
- MAS Response to Feedback Received on Proposed Implementation of Final Basel III Reforms in Singapore – Credit Risk Capital and Output Floor Requirements

MAS Proposes Exemption Framework for Foreign Offices of Singapore Financial Institutions

On 15 March 2021, the Monetary Authority of Singapore ("**MAS**") issued a consultation paper concerning a proposed exemption framework to exempt the foreign head offices or branches (collectively, "**Foreign Offices**") of financial institutions in Singapore ("**Singapore FIs**") from applicable business conduct and representative notification requirements when they serve Singapore customers, subject to boundary and notification conditions ("**Branch Framework**"). The consultation ended on 15 April 2021.

The proposal aims to level the playing field between the Foreign Offices and foreign-related corporations of the Singapore FIs ("**FRCs**") which are providing cross-border financial services to customers in Singapore under the FRC framework. Currently, FRCs that have been approved by MAS to operate under the FRC framework are exempt from licensing and the applicable conduct requirements. In 2020, MAS announced that it will move the approval approach under the FRC framework to an ex-post notification approach. However, the ex-post notification FRC framework does not apply to Foreign Offices. This means that the Foreign Offices and their representatives serving Singapore customers will continue to be subject to the business conduct requirements in the Securities and Futures Act ("**SFA**") and Financial Advisers Act ("**FAA**").

Therefore, MAS is proposing the Branch Framework that is similar to the ex-post notification FRC framework to address this issue. MAS plans to implement the proposed Branch Framework on 9 October 2021.

Scope of and Exemption under Proposed Branch Framework

Under the proposed Branch Framework, subject to the boundary conditions and notification requirement, the Foreign Offices will be exempt from:

(a) the applicable business conduct requirements under the SFA and/or FAA when they conduct regulated activities under an arrangement with their Singapore Office which is notified to MAS; and

(b) the requirement to appoint overseas-based representatives to serve Singapore customers where the representative is acting on behalf of the Foreign Office in carrying on the regulated activities under a business arrangement with the Singapore Office.

Similar to the ex-post notification FRC framework, MAS proposes that the Branch Framework apply to the following Singapore FIs:

(a) **Capital markets services licensees** under section 82(1) of the SFA, other than persons licensed to conduct the regulated activity of fund management solely in respect of the management of portfolios of specified products on behalf of venture capital funds;
(b) **Licensed financial advisers** under section 6(1) of the FAA;

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(c) **Exempt capital markets intermediaries** under section 99(1)(a), (b), (c) or (d) of the SFA;
(d) **Exempt financial advisers** under section 23 (other than subsections (1)(ea) and (f)) of the FAA); and
(e) **Exempt brokers** under paragraphs 3(1)(d) or 3A(1)(d) of the Second Schedule to the Securities and Futures (Licensing and Conduct of Business) Regulations.

Boundary Conditions of Proposed Branch Framework

To mitigate the risks from the cross-border arrangements, MAS proposes to apply a similar set of boundary conditions as under the ex-post notification FRC framework, with appropriate modifications. These include conditions relating to the:

(a) Regulatory status of Singapore FI;
(b) Regulatory status of the Foreign Office;
(c) Clientele and transaction restrictions;
(d) Internal control by the Singapore FI over the arrangement; and
(e) Submission of annual audit certification and annual reporting requirements by the Singapore FI.

Notification requirement of Proposed Branch Framework

MAS proposes that the relevant Singapore FI must:

(a) within 14 days of commencement of the Branch Arrangement, notify MAS of the Branch Arrangement and confirm its compliance with the boundary conditions; and
(b) on an ongoing basis, notify MAS of specified changes to the arrangement within 14 days of such a change via a prescribed form.

Operationalisation of Proposed Branch Framework and Ex-post Notification FRC Framework

It is proposed that the Singapore FI shall submit its notification forms and annual reporting form in a prescribed format. The same forms will be used for both the proposed Branch Framework and ex-post notification FRC framework.

To effect the proposed ex-post notification FRC framework, MAS also proposes to introduce relevant Regulations and Notices.

For more information, click here to read our Legal Update.

Regulatory Framework on Complaints Handling and Resolution for Financial Advisers Expected to Take Effect in January 2022

On 11 March 2021, the Monetary Authority of Singapore ("**MAS**") announced that the proposed regulatory framework on complaints handling and resolution ("**CHR**") for financial advisory ("**FA**") firms is slated to take effect on **3 January 2022**. This follows MAS' earlier consultations on the draft Financial Advisers (Complaints Handling and Resolution) Regulations 2013 ("**FA(CHR) Regs**") where MAS sought feedback on the proposed framework and the implementation details. MAS also published on 11 March 2021 its response to feedback received from these two earlier consultation papers ("**Response**"), available here.

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Proposed Requirements under FA(CHR) Regs from Earlier Consultations

In September 2013, MAS issued a consultation paper seeking comments on its proposed requirements concerning CHR in the draft FA(CHR) Regs which require FA firms to:

(a) Establish an independent and prompt process for handling and resolving complaints from retail clients;
(b) Designate a senior management member or committee comprising senior management member(s) within the firm to be responsible for the oversight of its compliance with the FA(CHR) Regs;
(c) Ensure that information on its CHR process is publicly available;
(d) Put in place a centralised management system for complaints; and
(e) Report its complaints data to MAS on a biannual basis.

In August 2019, MAS issued a second consultation paper seeking comments on the revised format for the biannual report and the proposed implementation timeline for the FA(CHR) Regs.

Scope and Implementation

As the FA(CHR) Regs will only apply to complaints received by FA firms from retail clients, MAS will also amend the Securities and Futures (Classes of Investors) Regulations 2018 ("**SF(COI) Regs**") to require FA firms to inform clients that if they opt to be treated as accredited investors, the safeguards under the FA(CHR)Regs will not apply to them.

MAS intends to publish the two regulations in the Government Gazette in November 2021. FA firms are well advised to start implementing the necessary arrangements to comply with the FA(CHR) Regs and amendments to the SF(COI) Regs, before they take effect on 3 January 2022.

Key Areas of MAS Revision/Clarification of FA(CHR) Regs in Response to Feedback

In response to feedback received from the earlier consultations, MAS revised the FA(CHR) Regs. We highlight below a few key areas of revision or clarification by MAS in its Response:

(a) **Scope and definition of "complaint".** The scope of complaints under the FA(CHR) Regs will be confined to complaints relating to FA firms' conduct of FA services. MAS revised the definition to include only complaints made by a named client or named prospective client of an FA firm, containing an allegation of any conduct which may constitute a contravention of a business conduct requirement or an unfair practice under the Financial Advisers Act.

(b) **Expanded definition of "senior management**" to include (i) the CEO; (ii) the Chief Operating Officer; (iii) any officer who is employed in an executive capacity and responsible for the FA's compliance functions; (iv) any director who is employed in an executive capacity; and (v) any other person who carries out the duties of any office mentioned in (i), (ii), (iii) or (iv).

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(c) **Senior Management members ultimately responsible for oversight of compliance with FA(CHR) Regs.** MAS will hold the senior management member(s) assigned responsibility for the oversight of compliance with the FA(CHR) Regs accountable for ensuring all complaints are handled and resolved independently.

(d) **Resolution of complaints**. FA firms may consider complaints resolved in either of the following situations: (i) where the complainant accepts the explanation/offer by the FA firm; or (ii) where the FA firm has sent the final response to the complainant.

(e) **Clarified scope of application of FA(CHR) Regs.** The FA(CHR) Regs will apply to: (i) Private Banking Units (PBs) who serve retail clients; (ii) for fund management companies, only those that provide financial advice or carry out direct sales to retail investors; (iii) for investment products sold via online channels, if advice is given to retail clients; and (iv) complaints from retail clients who are natural persons, i.e. corporations are excluded from the scope.

(f) **Timeframe for handling complaints and CHR reporting to MAS.** Among other things, MAS revised the timeline for providing a final response in the FA(CHR) Regs to align it with the existing timeline for complaints to be lodged with FIDReC. An FA firm must provide a final response within 20 business days (i.e. generally four weeks in line with FIDReC's Terms of Reference) after the date on which the complaint is received.

(g) **Verbal responses not acceptable as initial acknowledgement under the FA(CHR) Regs**. The initial acknowledgement must be in writing.

(h) **FA firm's Board and senior management ultimately responsible for submission of biannual report to MAS**. MAS has revised the FA(CHR) Regs to allow an FA firm's Board and senior management to delegate the authorisation of biannual report submission to a single member of the FA firm's senior management. However, the Board and senior management remain ultimately responsible for the submission.

(i) **Information on CHR process to be publicly available.** FA firms must ensure that information on its CHR process is available to, and can be easily accessed by, any member of the public at its place of business and its Internet website (if any).

(j) **Centralised management system for complaints intended to track and manage complaints**. As such, FA firms should assess and decide on the specifications of their complaint management arrangement to suit their individual circumstances.

(k) **FAs must submit complaints data to MAS using the prescribed biannual report template.** MAS has revised the template factoring in feedback from earlier consultations. FA firms have till 3 January 2022 to adopt the finalised template. MAS expects FA firms to make changes to processes and systems to obtain and document the reportable data fields. For complaints that arise from transactions or alleged offences after the implementation of the FA(CHR) Regs, FA firms are required to populate all the fields in the template.

Implementation and Transition Timelines

MAS will extend the submission timeline for the biannual reports from within 10 weeks to one quarter (i.e. three months) after the end of the half year. As part of the transition arrangements for existing accredited investors, MAS has also postponed the date of commencement of the FA(CHR) Regs and the SF(COI) Regs amendments from Q2 2021 to 3 January 2022. The first biannual report will therefore be due within three months after the end of June 2022, for the reporting period between January to June 2022.

For details, please refer to the draft FA(CHR) Regs and amendments to the SF(COI) Regs set out at Annexes C and D of the Response.

MAS and ABS Highlight Best Practices to Mitigate Remote Working Risks for Financial Institutions

On 2 March 2021, the Monetary Authority of Singapore ("**MAS**") and the Association of Banks in Singapore ("**ABS**") jointly issued a paper to help Financial Institutions ("**FIs**") manage new risks from extensive remote working arrangements adopted by FIs amid the COVID-19 pandemic.

The paper titled "Risk Management and Operational Resilience in a Remote Working Environment" covers several key aspects including:

(a) Possible risks to FIs in the areas of operations, technology and information security, fraud and staff misconduct, and legal and regulatory risks;

(b) Impact on people and culture that may be brought about by remote working, such as staff welfare and well-being and organisational culture and conduct; and

(c) Key risk management actions and examples of mitigating controls that FIs should benchmark themselves against.

FIs are advised to remain vigilant towards remote working risks and take pre-emptive steps to mitigate them. The risks and risk mitigation measures set out in the paper are also applicable to non-bank FIs. FIs should also continually review and enhance their risk management practices to address evolving risks.

Click on the following link for more information:

- Risk Management and Operational Resilience in a Remote Working Environment (available on the MAS website at www.mas.gov.sg)

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Real Estate

Code of Conduct for Leasing of Qualifying Retail Premises

On 26 March 2021, the Singapore Business Federation introduced a Code of Conduct for Leasing of Retail Premises in Singapore ("**COC**"). The COC was developed by the Fair Tenancy Pro Tem Committee ("**Committee**"), comprising representatives of both landlord and tenant communities, members of government, industry experts, and members of academia.

The COC aims to provide a set of guidelines for landlords and tenants of Qualifying Retail Premises to enable a fair and balanced position in lease negotiation, and to provide such landlords and tenants with a governance framework to ensure compliance with an accessible dispute resolution framework.

The COC is effective from 1 June 2021. Members of the Committee have committed to abide by and adopt the COC from 1 June 2021. The REIT Association of Singapore (REITAS) and the Real Estate Developers' Association of Singapore (REDAS) will also encourage their members to do their part as responsible landlords and comply with the spirit of the COC.

It is anticipated that the Government will work closely with the stakeholders, including landlord and tenant associations, to turn the code into legislation, and that Government landlords would also lead by complying with the COC unless there are other statutory obligations to abide by. A Fair Tenancy Industry Committee is expected to be formed by 1 June 2021 to serve as custodian of the COC and to monitor industry compliance.

For more information, click here to read our Legal Update.

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Technology, Media & Telecommunications

Amendments to Electronic Transactions Act in Effect From 19 March 2021

As of 19 March 2021, the Electronic Transactions (Amendment) Act 2021 ("**Amendment Act**") has come into operation. It principally amends the Electronic Transactions Act ("**ETA**") to adopt – with modifications – the UNCITRAL Model Law on Electronic Transferable Records, as well as effecting consequential amendments to the Bills of Lading Act and the Contracts (Rights of Third Parties) Act.

By way of background, the ETA aims to facilitate electronic commerce and the electronic filing of documents. Among other things, it establishes the legal recognition of electronic records in specified circumstances, and the uniformity of rules, regulations, and standards regarding the authentication and integrity of electronic records.

Some of the more significant amendments implemented by the Amendment Act are as follows:

(a) Expansion of scope of the ETA

- Trade documents such as bills of exchange, consignment notes, and bills of lading are now covered by the ETA.

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- It should be noted that while Lasting Powers of Attorney ("**LPAs**") continue to be excluded from the scope of the ETA, this may eventually change when the necessary frameworks for the digitalisation of LPAs are ready.

(b) Insertion of provisions on the digitalisation of trade documents, such as bills of lading

- Electronic transferable records ("**ETRs**"), which are defined in the amended ETA, will now satisfy any requirement to be in writing if they are accessible so as to be usable for future reference.

- New provisions set out the legal requirements for ETRs as well as cross-border recognition of ETRs, among other matters.

These developments are a significant step in the digitalisation of documents in Singapore, and are particularly relevant to the modernisation of the shipping and international trade industry by improving efficiency and enhancing Singapore's position as a maritime and trade hub.

For more information, please click here to read our January 2021 Legal Update on the first reading of the Electronic Transactions (Amendment) Bill.

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Trade

Consultation on Labelling and Advertising Requirements for "Nutri-Grade Beverages"

In a move to reduce Singaporeans' sugar intake, the Ministry of Health ("**MOH**") and the Health Promotion Board ("**HBP**") are seeking comments from stakeholders on the proposed amendments to the Food Regulations under the Sale of Food Act, to introduce new requirements on "Nutri-Grade beverages" sold in Singapore from 30 June 2022.

Key Proposed Requirements on Labelling and Advertising for "Nutri-Grade Beverages"

The main proposals are summarised as follows:

(a) Introducing a Nutri-Grade grading system to grade Nutri-Grade beverages. Nutri-Grade beverages" are to be graded "A", "B", "C" or "D" according to the Nutri-Grade grading system.

(b) A new requirement for Nutri-Grade beverages to have a nutrition information panel stating the energy content and the amount of carbohydrate, total sugar, fat, saturated fat and protein in the "Nutri-Grade beverages".

(c) A new requirement to label Nutri-Grade beverages graded "C" or "D" with a Nutri-Grade mark on the front-of-pack of the package. If the "Nutri-Grade beverage" is sold online, through a vending machine or an automated beverage dispenser, the image of the Nutri-Grade mark must be displayed to the purchaser.

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(d) Prohibition on advertising Nutri-Grade beverages graded "D", save at points-of-sale platforms.

To give effect to the above labelling requirements, MOH and HPB are working with the Singapore Food Agency (SFA) to amend the Food Regulations.

The consultation closes on 26 May 2021.

Possible Impact on Business

The proposed amendments will be promulgated on 30 June 2021, and come into operation on 30 June 2022. For details on these amendments, please refer to the consultation paper, linked here (available on the REACH website at www.reach.gov.sg).

The changes will mean a need to make changes at certain steps of your manufacturing and preparation. Labelling in particular will need to be carefully managed so as to ensure accuracy. More importantly, do the changes make sense and are they workable?

For more information, click here to read our Legal Update.

Singapore-Indonesia Bilateral Investment Treaty Enters into Force

On 9 March 2021, the Ministry of Trade and Industry ("**MTI**") announced that the Singapore-Indonesia Bilateral Investment Treaty ("**Treaty**") had entered into force. The two countries have strong trading links with each other, with bilateral trade reaching S$48.8 billion in 2020. Indonesia stands among Singapore's top ten trading partners, while Singapore remains Indonesia's top source of foreign direct investment as of 2020.

Under the Treaty, investors from Indonesia and Singapore that invest in either country will enjoy specific legal protection, including access to international arbitration to resolve disputes. Key points of the Treaty include:

(a) Non-discriminatory treatment compared to other foreign investors and their investments (Most-Favoured-Nation treatment);
(b) Non-discriminatory treatment compared to local investors and their investments (National Treatment) in most sectors;
(c) Fair and equitable treatment, and full protection and security, based on customary international law;
(d) Protection from illegal expropriation;
(e) Compensation for losses arising from war, armed conflict, civil strife;
(f) Freedom to transfer capital and returns;
(g) Right for investors to submit dispute claims on behalf of their locally-established enterprise in the host State; and
(h) Access to international arbitration for investment disputes.

In comparison with the previous bilateral investment treaty between Indonesia and Singapore which expired on 20 June 2016, the Treaty strikes a more even balance between the rights and obligations of investors, as well as adopting new norms and models from other bilateral investment treaties and free trade agreements. Significant changes from the prior state of affairs include:

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(a) Exclusion of certain investments from the protection afforded under the Treaty (ranging from government procurement to services supplied in the exercise of governmental authority); and
(b) Improved dispute settlement mechanisms by allowing investors to resolve disputes through arbitration and cementing the option for investors to participate in mediation.

Click on the following link for more information:

- MTI News Release titled "Singapore-Indonesia Bilateral Investment Treaty enters into force" (available on the MTI website at https://www.mti.gov.sg/)

CaseBytes

Applying for a Moratorium in Bankruptcy Proceedings: The Requirement of a Serious and Viable Proposal

Under Part 14 of the Insolvency, Restructuring and Dissolution Act 2018 ("**IRDA**"), which deals with bankruptcy proceedings, an insolvent debtor intending to propose a voluntary arrangement may apply to Court for a moratorium restraining bankruptcy applications and other proceedings against the debtor so as to give breathing room for consideration of the proposal. In *Re Sifan Triyono* [2021] SGHC 55, the Singapore High Court highlighted that, in considering applications for such a moratorium, it would filter out proposals which are not "serious and viable".

The debtor in this case had applied to Court for an interim moratorium under section 279(2) of the IRDA. The High Court dismissed the application, finding that the debtor had not shown the proposed voluntary arrangement to be serious or viable due to a lack of clarity and transparency over the alleged source of funds for repayment under the proposal.

In reaching its decision, the Court set out the relevant principles in considering the making of an interim order under section 279(2) of the IRDA. The Court highlighted that it would filter out proposals which are not serious and viable; for proposals with no apparent likelihood of benefit to the creditors, nor any real prospect of the proposal being productive, it would be expected that the Court would refuse to make an interim order.

For more information, click here to read our Legal Update.

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Hazards in Trade Finance: Court of Appeal Considers Issues of Assignment, Set-Off and Competing Agreements

Navigating the course of trade finance is not without its hazards and challenges. Varying trade arrangements and multiplicity of parties often give rise to legal issues and uncertainties. In *CIMB Bank Bhd v World Fuel Services (Singapore) Pte Ltd* [2021] SGCA 19, the Singapore Court of Appeal had the opportunity to consider such issues of trade finance, including claims under assignment, the resolution of competing contracts, and the right of set-off.

In this case, the borrower allegedly assigned to the plaintiff bank its rights under certain transactions with the defendant. The bank claimed against the

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defendant as assignee for the purported debts owing from the defendant to the borrower. However, the defendant disputed the terms which governed the transactions between the defendant and the borrower – in particular, the Court had to grapple with a clause *precluding* the right of set-off contained in the borrower's standard terms and conditions on one hand, and a subsisting offset agreement *providing for* the right of set-off between the defendant and the borrower on the other hand.

The Court of Appeal found that the right of set-off in the offset agreement took precedence over the clause precluding the right of set-off in the standard terms and conditions. In reaching this decision, the Court focused on issues of which clause/contract was the more specific document, and which had been specifically agreed to. The bank's claim against the defendant was thus dismissed as the defendant was found to have set off the entire sum due to the borrower.

This decision highlights the pitfalls that may arise in the course of trade finance arrangements, and provides an indication of how the courts will interpret common clauses such as assignments and set-off provisions, particularly in the context of competing agreements.

For more information, click here to read our Legal Update.

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Ratification of Agreements by the Court in Bankruptcy

In order to preserve a bankrupt's assets for distribution to creditors, any disposition of the bankrupt's property from the date of the bankruptcy application is considered void. However, this position is not absolute – the Court may consent to or ratify the disposition. In *Sutherland, Hugh David Brodie v Official Assignee* [2021] SGHC 65, the Singapore High Court set out the applicable principles that it would take into account when considering whether to ratify such disposition:

(a) The Court would consider whether ratification promotes the objective of preserving the bankrupt's assets for orderly and rateable distribution.

(b) A disposition that is in the interests of the general pool of creditors would meet this objective and may be ratified if it is otherwise fair and just.

(c) Good faith, notice, and value will be relevant, but their importance depends on the overall exercise of discretion.

The arrangement in this case was for the applicant to make payments on behalf of the debtors to stave off a mortgagee sale of the debtors' property so as to obtain a better price than in a mortgagee sale. The applicant would be repaid from the surplus sale proceeds ahead of unsecured creditors. The arrangement was recorded in an assignment agreement. However, the debtors were soon made bankrupt, and the Official Assignee considered the agreement to be void.

On an assessment of the facts, the Court ratified the agreement, finding that it was made in good faith, that it would benefit the interests of the creditors, and that it would be fair and just to ratify the agreement.

For more information, click here to read our Legal Update.

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Professional Fact-Finders and their Duty of Care

In *Tan Woo Thian v PricewaterhouseCoopers Advisory Services Pte Ltd* [2021] SGCA 20, the Singapore Court of Appeal considered the question of whether a professional fact-finder contracting with a client to carry out an investigation or a fact-finding exercise owes a duty of care to third parties who may be affected by that investigation or fact-finding exercise. As there was no existing authority on this issue in Singapore, the Court took the opportunity to set out its views on the arguments for and against imposing such a duty of care.

The Respondent, one of Singapore's largest professional services firms, had been engaged by a company to conduct a fact-finding review on certain transactions. The Appellant, a former director and CEO of the company, had been involved in these transactions, and alleged that the Respondent had acted negligently in investigating the transactions and presenting its findings, leading him to suffer resultant financial and reputational losses.

The Court held that the Appellant had failed to lead any evidence at trial to show that he had suffered any loss or that any loss suffered had been caused by alleged negligence of the Respondent.

While this was enough to dispose of the appeal, the Court set out some thoughts on whether a duty of care ought to have been found in the circumstances. The Court considered the arguments militating against finding a duty of care:

(a) There is a potential clash between the scope of the contractual duties undertaken by the professional fact-finder to its client on the one hand, and the tortious duties that are imposed on it in favour of the world at large on the other.
(b) There may exist other avenues for individuals who believe they have been wronged by the findings of professional fact-finders in such circumstances.
(c) Recognising a duty of care in such contexts might lead to defensive and excessively circumspect reporting.

On the other hand, the Court also considered the arguments in support of finding a duty of care:

(a) Considerations of circumstantial and causal proximity clearly arose on the facts, and these militated in favour of a finding of legal proximity.
(b) There might not be any necessary or inevitable conflict between an investigator's contractual obligations and the duties that it would owe in tort if a duty of care were found.
(c) The existence of alternative causes of action such as defamation need not preclude the finding of a duty of care.

Given the complexity of the point, and the significant commercial ramifications that this might have for professionals and their insurers, the Court left that for decision on a future occasion.

The Respondent was successfully represented by our Dispute Resolution Team comprising Patrick Ang, Kelvin Poon, Chew Xiang and Torsten Cheong.

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Court of Appeal Sets Out the Law on Transnational Issue Estoppel

In *Merck Sharp & Dohme Corp v Merck KGaA* [2021] SGCA 14, the Singapore Court of Appeal set out the principles governing transnational issue estoppel, where issue estoppel arises from a prior foreign decision rather than a local decision. Here, the Court found that transnational issue estoppel applied such that the Appellant was bound by an earlier English decision interpreting an agreement between the parties' predecessors (the agreement being the subject of the Singapore litigation).

The Court affirmed that foreign judgments are capable of giving rise to issue estoppel, and set out the elements of transnational issue estoppel as follows:

(a) There must be a foreign judgment that is capable of being recognised in the jurisdiction in which issue estoppel is invoked. Under the common law, the foreign judgment in question must be a final and conclusive decision on the merits by a court of competent jurisdiction that has transnational jurisdiction over the party sought to be bound, and there must be no defences to the recognition of the judgment.

(b) Where there are multiple competing foreign judgments, the foreign judgment that was the first in time should be recognised for the purposes of creating an estoppel. However, where there is an inconsistent prior or subsequent *local* judgment between the same parties, the foreign judgment should not be recognised.

(c) There must be identity of issues and identity of parties. The Court highlighted that in considering whether there is identity of issues, caution should be exercised when interpreting judgments from foreign legal systems.

The Court also set out the following potential limitations on the application of transnational issue estoppel, although it refrained from expressing concluded views since it was not determinative of the appeal:

(a) Transnational issue estoppel should not arise in relation to any issue that the court of the forum ought to determine for itself under its own law.
(b) Transnational issue estoppel should be applied with due consideration of whether the foreign judgment in question is territorially limited in its application.
(c) Additional caution may be necessary in applying the doctrine against a defendant in foreign proceedings, as opposed to against a plaintiff who has the prerogative to choose the forum.

Where a foreign judgment conflicts with the public policy of the jurisdiction in which issue estoppel is invoked, issue estoppel may be denied for the judgment.

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Deals

PT Japfa Comfeed Indonesia Tbk's Issuance of US$350 Million Sustainability-linked Bonds

Lee Xin Mei, Cheryl Tan and Eugene Lee from Rajah & Tann Singapore acted as Singapore counsel and Putu Suryasturi from Assegaf Hamzah & Partners acted for PT Japfa Comfeed Indonesia Tbk, the largest agrifood company in Indonesia, in the issuance of US$350 million sustainability-linked bonds ("**SLBs**") that were listed on the Singapore Exchange. The SLB is the first of its kind in the agri-food industry and the first US$-denominated SLB issuance from Southeast Asia. The bonds were issued on 23 March 2021.

S$220 Million Acquisition of Retail Mall, YewTee Point

Norman Ho and Benjamin Tay from the Corporate Real Estate Practice are acting for the purchaser in the S$220 million acquisition of a retail mall known as "YewTee Point" ("**Property**"), which is situated in Choa Chu Kang, Singapore, from HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Frasers Centrepoint Trust). The Property has a net lettable area of approximately 6,844 square metres and comprises two retail levels.

S$210.8 Million Voluntary Conditional Cash Offer for Shares in Singapore Reinsurance Corporation Limited

Danny Lim, Cheryl Tay, Simon Goh and Benjamin Teo from the Capital Markets / Mergers & Acquisitions Practice and Insurance & Reinsurance Practice are advising Fairfax Asia Limited, as offeror, in its approximately S$210.8 million voluntary conditional cash offer for the shares of Singapore Reinsurance Corporation Limited.

Sale of Shares in Tye Soon Limited

Danny Lim and Penelope Loh from the Capital Markets / Mergers & Acquisitions Practice advised OBG & Sons Pte Ltd in its sale of shares in Tye Soon Limited to Bapcor Asia Limited.

BreadTalk Group's Sale and Leaseback of BreadTalk IHQ Building

Elsa Chai and Amelia Cheng from the Corporate Real Estate Practice are acting for BreadTalk Group in the sale and leaseback of the BreadTalk IHQ Building situated at 30 Tai Seng Street, Singapore 534013 to a consortium led by Mainboard-listed Lian Beng Group. The purchasing consortium comprises Lian Beng Group, 32RE Investments and Apricot Capital. BreadTalk Group will lease the BreadTalk IHQ Building as an anchor tenant for an initial 10-year period. The 10-storey BreadTalk IHQ Building is an industrial development with a retail component located in the Tai Seng industrial precinct. It has a gross floor area of approximately 248,902 square feet, including the commercial retail units, and houses retail brands, corporate offices, warehouse spaces as well as central kitchens.

S$192.33 Million Privatisation Scheme of Arrangement of World Class Global Limited

Danny Lim from the Capital Markets / Mergers & Acquisitions Practice is advising World Class Global Limited as offeree in the privatisation scheme of arrangement by its controlling shareholder, Aspial Corporation Limited. Based on the offer price of S$0.21 per share, World Class is valued at S$192.33 million, with the offer consideration to be satisfied by way of issue of new Aspial shares.

Boustead Industrial Fund Management Pte. Ltd's Acquisition of Real Estate Assets and Interests

Norman Ho, Gazalle Mok, Loh Chun Kiat and Cheryl Tay from the Corporate Real Estate Practice and Mergers & Acquisitions Practice acted for Boustead Industrial Fund Management Pte. Ltd. ("**BIF**"), in its S$422.4 million acquisition of a portfolio of real estate assets and interests comprising investments in business parks, logistics, and industrial properties. BIF has an investment mandate to acquire, invest in, and manage certain real estate investments and is sponsored by Boustead Projects Limited.

Marketnode's Collaboration and Investment in Covalent Capital

Sandy Foo, Goh Jun Yi, and Lee Jin Rui from the Capital Markets / Mergers & Acquisitions Practice advised Marketnode, a joint venture between Singapore Exchange and Temasek, in its partnership and investment in Covalent Capital to collaborate and build Asia-Pacific's first end-to-end digital infrastructure in the fixed income space.

Pre-conditional Voluntary Offer by PricewaterhouseCoopers Corporate Finance Pte. Ltd for and on behalf of AEM Singapore Pte. Ltd. for CEI Limited

Cynthia Goh from the Capital Markets / Mergers & Acquisitions Practice is acting for AEM Singapore Pte. Ltd. ("**AEM**") in the pre-conditional voluntary offer ("**Offer**") by PricewaterhouseCoopers Corporate Finance Pte. Ltd, for and on behalf of AEM, to acquire all the issued and paid-up ordinary shares (excluding any shares held in treasury) ("**Shares**") in the capital of CEI Limited ("**CEI**") other than those already held by AEM. Based on the offer consideration of S$1.15 per Share, the Offer values CEI at approximately S$101.1 million.

Keppel's investment in Cove Living

Lawrence Tan, Loh Chun Kiat, Benjamin Tay, Benjamin Cheong, and Desmond Wee from the Mergers & Acquisitions Practice, Corporate Real Estate Practice, Technology, Media & Telecommunications Practice, and Corporate Commercial Practice acted for Keppel Land in its strategic minority stake investment in Cove Living Pte Ltd, as the lead investor in the start-up's Series A funding round.

Follow-on Offering of Ordinary Shares in the Capital of Wave Life Sciences Ltd. for Aggregate Gross Proceeds of Approximately US$100 Million

Evelyn Wee and Cynthia Wu from the Capital Markets / Mergers & Acquisitions Practice acted as Singapore Counsel to Jefferies LLC, Leerink Partners LLC, and Mizuho Securities USA LLC (as representatives of the several underwriters under the underwriting agreement entered into with Wave Life Sciences Ltd. ("**Company**")) in relation to the follow-on offering of 8,333,334 ordinary shares in the capital of the Company.

US$113 Million Investment in Eruditus Learning Solutions

Chia Kim Huat and Cynthia Wu from the Capital Markets / Mergers & Acquisitions Practice acted for Eruditus Learning Solutions Pte. Ltd. ("**Eruditus**") in a fundraising exercise of up to US$113 million via an issuance of Series D preference shares in the capital of Eruditus and the sale and purchase of existing securities by shareholders of Eruditus to the incoming investors.

Authored Publications

Rajah & Tann Singapore Contributes to Singapore Venture Capital & Private Equity Guide 2021: "Deep Dive into Down-Round Mechanics"

Rajah & Tann Singapore has contributed an article titled "Deep Dive into Down-Round Mechanics" in the Singapore Venture Capital & Private Equity Guide 2021. The Guide is published by the Singapore Venture Capital & Private Equity Association.

Authored by Private Equity and Venture Capital Partners Brian Ng, Tracy-Anne Ang, and Terence Quek, the article discusses headline issues often encountered in a down-round scenario. A down-round is a fundraising round of a company in which the pre-money valuation is lower than its post-money valuation in the preceding fundraising round. Terms that are relevant in a down-round, including anti-dilution rights, liquidation events and liquidation preferences, and redemption rights are examined in the article.

The full e-Edition of the Singapore Venture Capital & Private Equity Guide 2021 is available for purchase here. Please click here to read our contribution titled "Deep Dive into Down-Round Mechanics".

Events

Recognition of Foreign Insolvency Orders in Malaysia – Lessons to be Learnt from the Past Experience of Singapore

On 25 March 2021, Rajah & Tann Asia's Restructuring and Insolvency teams in Malaysia and Singapore organised a webinar titled "Recognition of Foreign Insolvency Orders in Malaysia – Lessons to be learnt from the past experience of Singapore".

The panel speakers focussed on: (i) the issue of recognition of foreign insolvency orders in Malaysia; (ii) the issue of recognition of foreign insolvency orders in Singapore prior to the signing and implementation of the UNCITRAL Model of Cross-Border Insolvency in Singapore; and (iii) the current legal framework in Singapore after the signing and implementation of the UNCITRAL Model of Cross-Border Insolvency in Singapore.

The speakers comprised John Matthew and Heng Yee Keat from Christopher & Lee Ong, and Sim Kwan Kiat, Head of the Restructuring & Insolvency Practice of Rajah & Tann Singapore.

Changes to Data Protection Law: Key Impact & To-Dos for Organisations

On 12 March and 19 March 2021, the Technology, Media & Telecommunications Practice organised a two-part webinar titled "Changes to Data Protection Law: Key Impact & To-Dos for Organisations".

The speakers in the first session covered the key changes to the Personal Data Protection Act, such as the expansion of deemed consent, new exceptions to consent, new criminal provisions, Do Not Call regime changes, the new framework for fines, the reboot of the Protection Obligation, and a brief introduction to breach notification in tandem with the Protection Obligation.

At the second session, the speakers tackled the new Data Breach Notification Obligation in depth, which included a discussion on the legal and technical aspects of effectively dealing with a data breach. They also shared tips on handling data breaches based on their extensive experience in handling localised as well as multi-jurisdictional data breaches.

The speakers at the first session comprised Rajesh Sreenivasan and Steven Tan, Head and Deputy Head of the Technology, Media & Telecommunications Practice, respectively. They were joined by Wong Onn Chee, Chief Executive Officer of Rajah & Tann Cybersecurity in the second session.

Arbitration in the Face of a Global Pandemic (Where Now for Non-Damage Business Interruption?)

On 11 March 2021, Simon Goh, Head of the Insurance & Reinsurance Practice, was one of the speakers at the webinar titled "Arbitration in the Face of a Global Pandemic (Where Now for Non-Damage Business Interruption?)".

The closing down of businesses (indeed, virtually whole countries) has been a common solution globally to the COVID-19 pandemic of 2020/21. However, this has had a devastating effect on businesses. Whilst governments have provided financial support, there have been inevitable gaps. The insurance industry has therefore faced substantial claims under business interruption ("**B.I.**") insurance policies. Many Property and B.I. policies would not respond to a financial loss without a designated property damage loss having occurred, and the majority of such claims (forming billions of dollars globally) have been denied. In an unprecedented step, several prominent insurance market regulators stepped in to try to obtain a better result for suffering businesses, many of whom are on the verge of collapse. In the UK this process was speedily put through a test case in the

courts in London ending up at the Supreme Court, which handed down its judgment in mid-January.

At the webinar, Ben Lynch QC (who appeared in the UK Supreme Court) explained the UK test case, its outcome, and what it means for insurers and policyholders with English law policies. Simon then examined the implications of the UK decision for the Singapore and Asian marketplace, including differences arising from how the Singapore Government has reacted to the pandemic. Among others, the speakers considered what questions remain unanswered and will have to be resolved in future disputes, including by arbitration.

The webinar was organsied by the Singapore Institute of Arbitration (SIArb).

Regional Competition Law Update – Key Issues in Cartels, Abuse and Mergers

On 10 March 2021, the Regional Competition & Antitrust and Trade Practice organised a webinar titled "Regional Competition Law Update – Key Issues in Cartels, Abuse and Mergers".

Over the past year, we have seen businesses transform and adapt to the new market realities in the face of COVID-19, be it through increased collaborations, changing their business model, or moving into e-commerce and platforms. Many regulators in the region have picked up on and responded to these trends through market studies, issuing guidelines or conducting investigations in this area. Competition enforcement and activity by the competition regulators in the region also remained high in the other traditional areas, such as merger review, cartel enforcement and investigations. There have additionally been various updates to the competition frameworks and policies issued by regulators in the region.

The speakers provided updates on the competition landscape in their respective jurisdictions including the above developments, and discussed pertinent competition law issues. They comprised Rikrik Rizkiyana and Farid Fauzi Nasution (Assegaf Hamzah & Partners), Yon See Ting and Jane Guan (Christopher & Lee Ong), Norma Margarita B. Patacsil (C&G Law), Tanya Tang (Rajah & Tann Singapore), Melisa Uremovic (R&T Asia (Thailand)), and Vu Thi Que (Rajah & Tann LCT Lawyers).

Kala Anandarajah, Head of the Competition & Antitrust and Trade Practice of Rajah & Tann Singapore, was the moderator.

What's New in Data and Privacy in Europe and the UK

On 10 March 2021, Rajah & Tann Singapore and Lewis Silkin (UK and Hong Kong) organised a webinar titled "What's New in Data and Privacy in Europe and the UK", where the speakers provided an update on data protection in the two jurisdictions, and talked about the key learnings in relation to the General Data Protection Regulation ("**GDPR**") and the UK GDPR. They also provided brief updates on key Personal Data Protection Act (PDPA) developments in Singapore and key Personal Data (Privacy) Ordinance (PDPO) developments in Hong Kong over the last 12 months and what the future will bring.

The speakers included Lionel Tan from the Technology, Media & Telecommunications Practice.

Trends and Changes Arising from COVID-19: Managing Employment Issues in 2021 at Singapore and US Workplaces

On 9 March 2021, Rajah & Tann Singapore and US-based law firm Littler organised a webinar titled "Trends and Changes Arising from COVID-19: Managing Employment Issues in 2021 at Singapore and US Workplaces".

Globally, COVID-19 has caused a sea of changes in employment practices across workplaces in 2020. Employers are having their employees do more cross-border work out of necessity. They also increasingly rely on gig- and contract-type of workers, which replace or supplement their usual workforce. Employers' workplace health and safety obligations are expanded owing to work from home (WFH) and work from office (WFO) obligations, and employers more frequently face a need to implement cost-savings measures such as furlough and/or the termination or retrenchment of their workers.

The COVID-19 pandemic has resulted in businesses increasingly managing workforces in multiple countries, including in Singapore, the United States, and elsewhere. At the webinar, the speakers explored issues for Singapore and US workplaces brought about by this development, such as essential employer obligations that human resource or legal teams must understand for compliance, and the legal pitfalls faced by employers in their workplace health and safety obligations, or when varying contractual terms and ending an employment relationship.

The speakers included Kala Anandarajah from the Employment & Benefits Practice and Alvin Tan.

Infrastructure & Energy – Review of 2020 and Outlook on 2021

On 4 March 2021, the Regional Infrastructure, Energy & Resources Practice organised a webinar titled "Infrastructure & Energy – Review of 2020 and Outlook on 2021". The panel speakers focussed on: (i) the impact of significant events in 2020 on the infrastructure and energy industry; (ii) what can be expected in 2021 and beyond, such as issues ranging from asset recycling and privatisation, renewable energy and clean technology to investments in data and digital centres and social infrastructures; (iii) important political, financial and construction risk factors to take note of in 2021; and (iv) the role of multilateral and government agencies in "The Great Reset" via means of financing or sector reforms.

The panel speakers comprised Kanya Satwika (Assegaf Hamzah & Partners), Lim Saw Wan (Christopher & Lee Ong), Dr Min Thein (Rajah & Tann Myanmar), Jaime Renato B. Gatmaytan (C&G Law), and Shemane Chan (Rajah & Tann Singapore).

Soh Lip San, Head of the Construction & Projects Practice, was the panellist.

MAS' Guidelines on Technology Risk Management

On 2 March 2021, Rajah & Tann Cybersecurity ("**R&T Cyber**"), Rajah & Tann Technologies ("**R&T Tech**") and Rajah & Tann Singapore's Financial Institutions Practice, Technology, Media & Telecommunications Practice,

and Funds & Investment Management Practice organised a webinar titled "MAS' Guidelines on Technology Risk Management".

The Monetary Authority of Singapore ("**MAS**") recently issued its revised Technology Risk Management Guidelines ("**TRM Guidelines**") which are to be observed by financial institutions ("**FIs**") regulated by MAS. The speakers covered MAS' expectations in areas of technology risk governance and security control. They also discussed how the revised TRM Guidelines apply to FIs' use of cloud technologies, application programming interfaces, and rapid software development. Lastly, they shared the legal and practical considerations to be applied in formulating the policy frameworks and action plans needed to appropriately identify, mitigate and test technology-related risks.

The speakers comprised Regina Liew and Larry Lim, Head and Deputy Head of the Financial Institutions Practice, respectively, Rajesh Sreenivasan, Head of the Technology, Media & Telecommunications Practice who is also a Director of both R&T Cyber and R&T Tech, Anne Yeo, Co-head of the Funds & Investment Management Practice, and Wong Onn Chee, Chief Executive Officer of R&T Cyber and Technical Director of R&T Tech.

R&T Cyber and R&T Tech are units within Rajah & Tann formed in response to the growing demands of operating in a digital economy, with technologically-driven solutions to manage digital data, advising on areas such as data breach readiness and response, cybersecurity, and other legal tech services.

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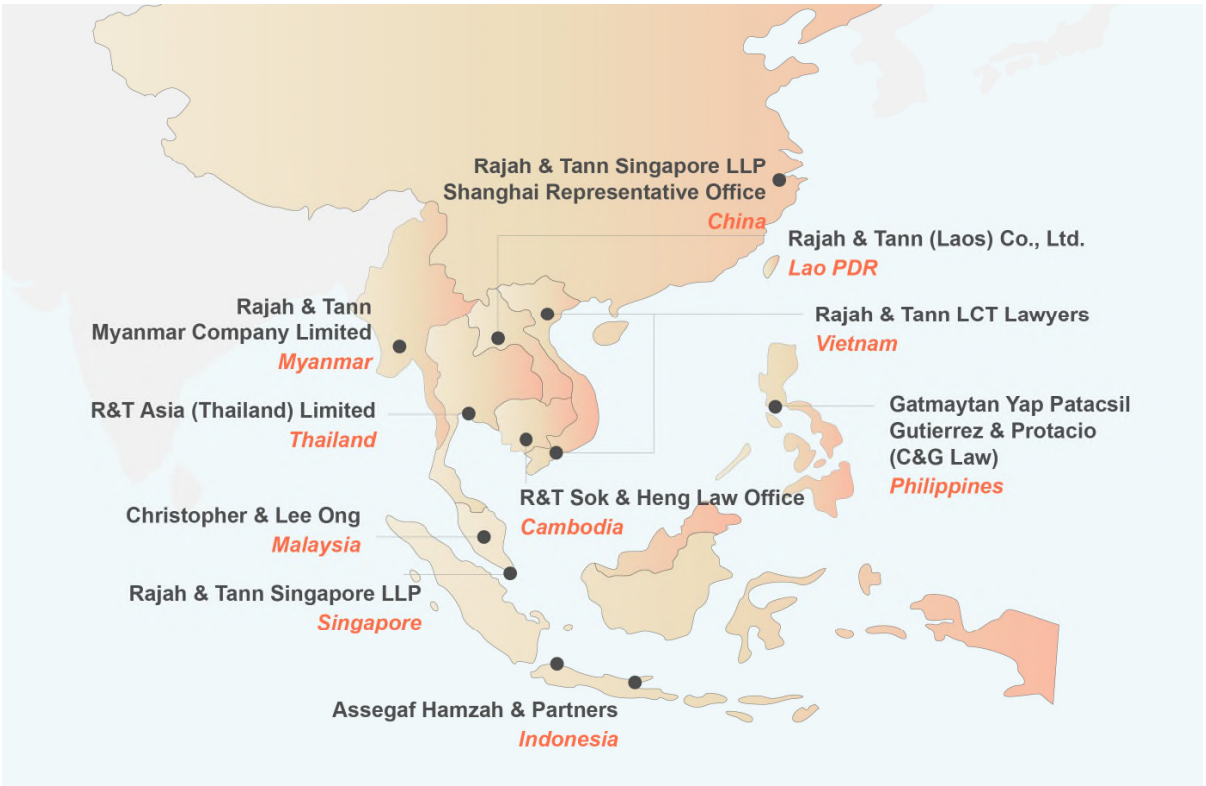
Our Regional Presence



Rajah & Tann Singapore LLP is one of the largest full-service law firms in Singapore, providing high quality advice to an impressive list of clients. We place strong emphasis on promptness, accessibility and reliability in dealing with clients. At the same time, the firm strives towards a practical yet creative approach in dealing with business and commercial problems. As the Singapore member firm of the Lex Mundi Network, we are able to offer access to excellent legal expertise in more than 100 countries.

Rajah & Tann Singapore LLP is part of Rajah & Tann Asia, a network of local law firms in Cambodia, China, Indonesia, Lao PDR, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam. Our Asian network also includes regional desks focused on Brunei, Japan and South Asia.