RAJAH & TANN ASIA

NewsBytes: Singapore

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RAJAH & TANN ASIA
LAWYERS WHO KNOW ASIA

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News

Rajah & Tann Wins Multiple Benchmark Litigation Awards Including Firm of the Year in Singapore and Indonesia

Rajah & Tann Singapore has won multiple awards at Benchmark Litigation Asia-Pacific Awards 2021. These included Firm of the Year in Singapore for two years running, Shipping Firm of the Year, and two Impact Case awards, one of which involved the first-ever recognition of Singapore's moratorium law in a landmark ruling by a UK court.

Rajah & Tann Singapore was also named Runner Up for Competition/Antitrust Firm of the Year and Second Runner Up for White-Collar Crime Firm of the Year. Andre Yeap, SC, Head of the International Arbitration Practice, was named Second Runner up for International Arbitration Lawyer of the Year.

In addition, Assegaf Hamzah & Partners also won Indonesia Firm of the Year for the second consecutive year, with Eri Hertiawan, Joint Head of the firm's Disputes Department, named Lawyer of the Year for Indonesia, while Chandra Hamzah, Co-founder of the firm, named Runner up in the same category.

Chau Huy Quang, Managing Partner of Rajah & Tann LCT Lawyers in Vietnam, was also recognised as Lawyer of the Year for Vietnam.

Benchmark Litigation, which honours excellence in disputes and litigation practice in the Asia-Pacific market, announced the awards at a virtual ceremony held on 27 May 2021.

Click here to read our Press Release.

Rajah & Tann Asia Takes the Lead with Outstanding Performance in Benchmark Litigation Asia Pacific 2021 Rankings

Rajah & Tann Asia has once again taken the lead in having the most number of star litigators recognised in the latest edition of the Benchmark Litigation Asia-Pacific ranking.

Among the 32 lawyers ranked from across six countries of the Rajah & Tann Asia network, 19 of them are from Rajah & Tann Singapore, making it the law firm with the greatest number of recognised lawyers from a single firm to make it to the rankings. According to the publication, "*The firm enjoys a stellar reputation for litigation with the largest practice in Singapore and South East Asia. The firm has the biggest number of senior counsels with a total of seven in Singapore which brings the strongest advocacy power in the region. The firm maintains an excellent track record of securing landmark decisions and victories for its clients across a wide range of practice areas.*"

Rajah & Tann Asia has also made significant accomplishments with all of its ranked offices recognised in Tiers 1 and 2 in the various practice areas covered by the publication.

Published annually, Benchmark Litigation provides a definitive guide to Asia-Pacific's leading dispute resolution law firms and lawyers based on extensive interviews with litigators, dispute resolution specialists and their clients as well as analysis of the market's most important cases and firm developments.

Click here to read our Press Release, which lists the ranked offices and the star litigators in these offices.

Rajah & Tann Among Top 25 Most Innovative Law Firms in FT's Asia-Pacific Awards

Rajah & Tann Singapore has been recognised among the top 25 most innovative law firms at the FT Innovative Lawyers Asia-Pacific Awards 2021, for the eighth year running.

Ranked 21st on the list, the highest among Southeast Asian law firms, the award recognises "future-ready" law firms which embrace digital transformation and sustainability.

The firm was also shortlisted for the "Most Innovative Law Firm of the Year" and the "Practice of Law: Digital Advisers" categories for the launch of its subsidiary, Rajah & Tann Cybersecurity (RTCyber), the first one-stop legal and cybersecurity ecosystem that provides a full suite of technical services to prevent or respond to cyber-attacks.

The FT Innovative Lawyers Asia-Pacific is an annual ranking, report, and awards scheme for lawyers based in the region by London-based Financial Times and its research partner RSG Consulting. The awards were announced at a virtual awards ceremony on 13 May 2020.

Click here to read our Press Release.

LegisBytes

Alternative Dispute Resolution

Singapore Shares Top Position with London as Most Preferred Seat for International Arbitration

On 6 May 2021, the Queen Mary University of London's School of International Arbitration, in partnership with White & Case, published its 2021 edition of its International Arbitration Survey ("**QMUL Arbitration Survey**"). With more than 10 years' running, the annual QMUL Arbitration Survey has become an indispensable study of the latest trends and developments in the international arbitration world.

The latest edition of the QMUL Arbitration Survey saw the "widest-ever pool of respondents", with findings based on the questionnaire responses of 1,218 participants, including in-house counsel from both public and private sectors, private practitioners, arbitrators, representatives of arbitral institutions and trade associations, academics, experts, and third-party funders. 198 interviews were also conducted.

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For the first time, Singapore shared the top position with London as one of the five most preferred seats of international arbitration, and as the most preferred seat in Asia-Pacific. Singapore was ranked third in 2018's survey and fourth in 2015.

Singapore's emergence as one of the world's leading centres for international arbitration can be attributed to a number of key factors. Singapore is seen as a neutral option for parties from different states looking to resolve their disputes through arbitration. The country is a hub for international travel, in a geographically convenient and readily accessible location, with world-class physical, legal, and judicial infrastructure of sophistication, efficiency, skill, and integrity. Continuing efforts led by various agencies, bodies, and institutions on multiple fronts seek to have Singapore maintain and enhance its leading-edge role in international arbitration. The amendments introduced in September 2020 to Singapore's International Arbitration Act embody and reflect this ethos. The amendments introduce provisions to integrate the latest developments and innovation in international arbitration into the legal framework for arbitration in Singapore.

A leader in these efforts has been the Singapore International Arbitration Centre ("**SIAC**"), and the recent hard-won accolades are a fitting recognition. SIAC has been ranked the most preferred arbitral institution in Asia-Pacific, and the second most preferred arbitral institution in the world, after the International Chamber of Commerce (ICC).

The results of the survey are supported by statistics published in the 2020 SIAC Annual Report, which reported a substantial increase in SIAC's caseload, among other things. Singapore's reputation as a hub for international disputes was boosted by strong 2020 caseload figures for its arbitral centre. SIAC had a record 1,080 new case filings in 2020, more than doubling the 479 cases filed in 2019 and representing a 169% increase from the 402 new cases filed in 2018. The number of filings received by SIAC has increased five-fold in the last decade. In addition, SIAC's international reach – it has offices in China, India, South Korea, and New York, which opened in December 2020 – was also reflected in its statistics; 94% of new cases heard in 2020 were international.

The published statistics and the QMUL Arbitration Survey rankings show that Singapore and SIAC continue to make strong headway as the preferred seat and forum for resolving international disputes. Complementing this growth is the benefit that stakeholders have drawn as led by the increasing demand for their services, including Rajah & Tann Singapore's stand-out International Arbitration Practice Group. Together with the international arbitration specialists from its eight regional offices in the Rajah & Tann Asia network, the Group is uniquely positioned to help users of SIAC's services experience the full benefit of intimate local knowledge twinned with international experience and expertise.

Click on the following link for more information:

- SIAC Press Release titled "SIAC is Most Preferred Arbitral Institution in Asia-Pacific and 2nd in the World" (available on the SIAC website at www.siac.org.sg)

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Capital Markets

SGX RegCo Extends Suspension of Entry into Financial Watch-List

On 21 May 2021, the Singapore Exchange Regulation ("**SGX RegCo**") announced that it is extending the provisional suspension of half-yearly reviews regarding the placing of an issuer on the Singapore Exchange Limited ("**SGX**") financial watch-list ("**Suspension**").

By way of background, SGX operates a financial watch-list as part of its ongoing efforts to improve the overall quality of listed issuers in Singapore and promote investor confidence of the marketplace. Under SGX's rules, an issuer will be placed on the watch-list if it records pre-tax losses for the three most recently completed consecutive financial years (based on audited full year consolidated accounts) and an average daily market capitalisation of less than S$40 million over the last six months.

Originally announced on 8 April 2020, the Suspension was initiated in response to the COVID-19 pandemic. Both its initiation and subsequent extensions are intended to enable issuers to focus on meeting the current business and economic challenges due to the COVID-19 pandemic and dealing with any resultant liquidity crunch.

The Suspension will not affect the exit of issuers which meet the exit criteria under the SGX-ST Mainboard Listing Rules from the watch-list.

SGX RegCo will determine if the Suspension requires further extension in due course. If no further extension is granted, the half-yearly review will commence on the first market day of June 2022.

Click on the following link for more information:

- SGX Press Release titled "SGX RegCo to continue to suspend entry into issuers' watch-list" (available on the SGX website at www.sgx.com)

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Singapore Develops Global Exchange and Marketplace for High-Quality Carbon Credits

With increased efforts to address climate change issues, global demand for high-quality carbon credits in the voluntary carbon market is estimated to increase at least fifteenfold by 2030, driven by corporate climate commitments. However, challenges include a lack of transparency over the risks and effectiveness of carbon projects, affecting trust among investors and buyers and thereby creating liquidity issues among suppliers.
To tackle this issue, the development of a carbon exchange and marketplace named Climate Impact X ("**CIX**") through a joint venture by DBS Bank ("**DBS**"), Singapore Exchange ("**SGX**"), Standard Chartered, and Temasek was announced on 20 May 2021. CIX aims to facilitate a well-functioning

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marketplace which provides organisations with high-quality carbon credits to address hard-to-abate emissions, with strong impact and risk data so as to enable efficient price discovery and catalyse the development of new projects.

With the aim of becoming a global exchange and marketplace for high-quality carbon credits, CIX will establish the Exchange and the Project Marketplace, which are expected to be launched by end 2021. The Exchange will facilitate the sale of large-scale high-quality carbon credits through standardised contracts, catering primarily to multinational corporations (MNCs) and institutional investors. The Project Marketplace will also cater to a broader spectrum of corporates seeking to participate in the voluntary carbon market, offering them a curated selection of Natural Climate Solutions ("**NCS**") projects that can help meet their sustainability objectives.

Other features include the:

(a) distinct platforms and products that cater to the needs of different buyers and sellers of carbon credits, including carbon credits from various high-quality NCS projects;

(b) leveraging of satellite monitoring, machine learning, and blockchain technology to enhance the transparency, integrity, and quality of carbon credits; and

(c) possible provision of independent ratings for NCS projects, subject to ongoing talks with global ratings agencies.

CIX is an initiative born out of Singapore's Emerging Stronger Taskforce's Alliance for Action (AfA) on Sustainability. Headquartered in Singapore, it will be guided by an International Advisory Council (an independent expert body) and work with an ecosystem of global partners and international working groups to align on leading standards for quality and integrity.

In the opening remarks at the CIX announcement event, Mr Ravi Menon, the managing director of the Monetary Authority of Singapore, also spoke on the opportunities in using carbon markets to support the transition to a low carbon future, and Singapore's vision to be a carbon services and trading hub in Asia.

Click on the following link for more information:

- SGX Press Release titled "DBS, SGX, Standard Chartered and Temasek to take climate action through global carbon exchange and marketplace" (available on the SGX website at www.sgx.com)

2021 Assessment of Sustainability Reporting Shows Improvement in Companies' Sustainability Reporting Quality and Disclosures

In comparison with the results of a 2019 review, Singapore-listed issuers ("**issuers**") showed an overall improvement in 2021 in their sustainability reporting and level of disclosure. This was despite the challenging backdrop of the COVID-19 pandemic, heightened concerns about the impact of

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climate change, and an increase in sustainability-linked financing affecting sustainability management and reporting.

These findings were pursuant to a joint review in 2021 of issuers' sustainability reports by the Singapore Exchange Regulation ("**SGX RegCo**") and the Centre for Governance and Sustainability (CGS) at the National University of Singapore Business School. The study covered all SGX-listed issuers (excluding newly listed companies, delisted companies, suspended companies, secondary listings, cash companies, and companies under judicial management), and assesses their latest sustainability reports published as of 31 December 2020.

The review indicates an overall increase in the depth and understanding of sustainability reporting, as well as sustainability management among the listed issuers. A few salient findings from the review are as follows:

(a) **Improvements across the board** raised the average overall score from 60.6 points in 2019 to 71.7 points in 2021, with issuers conforming more closely to regulatory standards and a greater evenness in reporting quality.

(b) **Smaller issuers, especially those listed on the sponsor-supervised Catalist board, showed relatively more improvement** than mid-cap and large cap companies, demonstrating that issuers that needed help most had improved the most.

(c) **The depth of reporting for disclosures was better but still limited**. All issuers disclosed material topics, while reporting became more balanced with a greater percentage of issuers disclosing unfavourable aspects of their sustainability performance.

(d) **Issuers are embedding sustainability more deeply into their corporate structures and strategies**, with increases in the proportion of issuers linking (i) top executive remuneration and economic, environmental, social and governance (EESG) performance; and (ii) business strategies to sustainability targets.

(e) **Despite some progress, independent assurance remained uncommon**. There was also regression in disclosures about underlying processes and stakeholder engagement in materiality determination.

(f) **Social factors remained the most common material factors**, and were particularly relevant for issuers during the COVID-19 pandemic.

(g) **A targeted approach would be beneficial** in addressing the gaps highlighted in this study in light of the uneven progress depending on an issuer's listing board, size, and industry sector.

Further details are available in the full report here.

Addressing the global call for efforts on the climate change and sustainable development, SGX RegCo indicated that it will consult the market in due course on proposals to place greater emphasis on climate-related disclosures, assurance, and structured formats for reporting.

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Click on the following link for more information:

- SGX Press Release titled "SGX RegCo, NUS Business School see improvement in companies' sustainability reporting quality and disclosures" (available on the SGX website at www.sgx.com)

Commercial Litigation

Mental Capacity (Amendment) Bill – Digitalisation of Lasting Powers of Attorney

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On 10 May 2021, the Mental Capacity (Amendment) Bill ("**Amendment Bill**") was introduced in Parliament. The Amendment Bill is preceded by the public consultation held by the Ministry of Social and Family Development ("**MSF**") in 2020 regarding the electronic execution of lasting powers of attorney ("**LPAs**"), for which MSF has provided its response ("**Response**") here.

Foremost among the amendments is the digitalisation of LPAs. The Amendment Bill would allow LPAs to be made electronically as a deed without wet-ink signatures and without the need to affix physical seals. However, donors must still attend before an LPA Certificate Issuer ("**CI**") to have their signature witnessed. Notwithstanding feedback from the consultation to remove this witnessing requirement, MSF chose to retain it as an important safeguard to ensure that the donor understands the purpose of the LPA and the scope of the authority conferred, and that no fraud or undue pressure was used to induce the donor to make the LPA. Should remote witnessing be necessary, an application must be made to the Public Guardian. Donees, on the other hand, will not be required to attend in person to sign the LPA.

This development is anticipated to make the process significantly more efficient, from an average of three weeks down to eight working days.

Some of the key sections include:

(a) **Section 10B on the establishment of an electronic system by the Public Guardian**. Among other matters, the system can be used by donors to create an electronic instrument; by persons to carry out transactions with the Public Guardian; and by persons to give a notice to other persons.

(b) **Section 10C on requiring persons transacting with the Public Guardian to use the electronic transaction system**. It is required for registration of LPAs, unless the system is unavailable or the person is unable to do so due to physical disability or other circumstance.

(c) **Section 12A on the electronic execution of LPAs**. This will permit donors to sign the LPA electronically, albeit with the stipulation that they must still attend before a CI to have their signature witnessed.

(d) **Section 15A on rectification of errors in electronic LPAs by the Public Guardian**. Donors or donees may notify the Public Guardian to rectify any error in the electronic copy of a non-electronic LPA.

(e) **Section 16A on the protection of donees and others if there is an error in the electronic LPA**. Parties transacting in good faith with the donee without knowing of the relevant error may rely on the electronic copy.

The First Schedule to the principal Act will also be repealed and replaced if the Amendment Bill is passed. Among other changes, a new paragraph 1A will provide for an application to be made to the Public Guardian regarding remote witnessing of a donor's execution of an electronic instrument.

Click on the following link for more information:

- Full text of the Amendment Bill (available on the Parliament of Singapore website at www.parliament.gov.sg)

Competition Law

Merger Control Regime in Singapore – Voluntary, But Really?

It is often stated that Singapore has a voluntary merger notification regime and thus, parties are not obliged to notify their mergers to the Competition and Consumer Commission of Singapore ("**CCCS**"). However, it has become increasingly apparent over the years, and perhaps reinforced by the developments since the seminal *Infringement Decision in relation to the Sale of Uber's Southeast Asian business to Grab in consideration of a 27.5% stake in Grab* (CCCS 500/001/18) (Grab-Uber case), that CCCS does in fact expect merging parties to notify CCCS as long as the merger could result in a substantial lessening of competition and thus be prohibited under Section 54 of the Competition Act (Cap. 50B).

Issues that should be considered are:

(a) when merging parties should consider notifying their merger to CCCS;
(b) explain the importance of notification and the possible consequences of failing to notify; and
(c) provide suggestions on undertaking a proper merger analysis and managing the Singapore leg of the transaction potentially with the regulator.

Alongside this, parties should note that merger control compliance is now in at least four other countries in Southeast Asia, namely, Indonesia, Thailand, Vietnam, and the Philippines. These are countries where notification is mandatory when the prescribed thresholds are crossed (with each country applying different thresholds). Any multi-jurisdictional analysis will need to bear these countries in mind.

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

Leniency Applications – Important Dos and Don'ts

Cartel conduct or anti-competitive agreements in general remain in focus as enforcement priorities for competition regulators around the world. The Australian Competition & Consumer Commission's (ACCC) set of "enduring priorities" includes cartel conduct and anti-competitive agreements, and the UK Competition and Markets Authority (CMA) stated in its Annual Plan for 2020/2021 that priority compliance issues include the prevention of business

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cartels. Closer to home, the Competition & Consumer Commission of Singapore ("**CCCS**") (or Competition Commission of Singapore, as it then was) had stated since 2014 that its enforcement priority is clear and consistent – it focuses on anti-competitive practices and takes an especially strict stance against collusive activities such as price fixing and price recommendations.

In this regard, leniency applications are becoming more common for businesses involved in cartel activities, particularly where a competition commission commences or is on the verge of commencing investigations. The rationale for submitting a leniency application is because leniency programmes run by competition regulators offer potential immunity against financial penalties and even criminal liability in certain jurisdictions for cartel behaviour and/or other competition violations.

Given the potential benefits of a leniency application, it is highly recommended whether a business is small or large. A review of just Singapore cases reflects that apart from international cartels, CCCS has penalised a number of small businesses, be it in electrical works, maintenance, swimming pools, and more. Yet, businesses should not treat leniency applications as a default solution without carefully weighing its pros and cons. Some critical questions which are often left unanswered by leniency applicants include whether there is truly a cartel in place, the chances of securing immunity as the first leniency applicant (or one of the first leniency applicants), the indirect costs of exposing a cartel in favour for leniency, and the alternative options to leniency.

For more information on the hidden pitfalls and specific dos and don'ts that businesses must keep in mind before proceeding with leniency applications, click here to read our Legal Update.

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Construction & Projects

Relief for Construction Firms Facing Higher Foreign Manpower Costs Due to COVID-19

The COVID-19 pandemic has brought about a whole host of challenges for construction firms. Among them, the cost of foreign manpower necessary for construction works has increased due to travel restrictions and limited supply. To provide relief for affected firms, the COVID-19 (Temporary Measures) (Amendment No. 3) Bill ("**Bill**") was introduced in Parliament on 10 May 2021.

The Bill introduces a new Part 10A to the COVID-19 (Temporary Measures) Act ("**Act**"), which provides a framework for parties to construction contracts to apply for relief from their contractual counterparties if they are affected by an increase in remuneration for work permit holders as a result of a COVID-19 event. Such increase may be caused by border control quotas set by the Government limiting the inflow of workers from particular countries facing a spike in COVID-19 cases, or by travel restrictions imposed by other countries on their citizens.

The Bill was tabled on a Certificate of Urgency and has since been passed on 11 May 2021. In this Update, we highlight the key provisions of the Bill and the framework for relief applications set out therein.

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

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COVID-19 – Support Measures

Support Measures for Businesses and Individuals during Phase 2 (Heightened Alert)

On 28 May 2021, the Ministry of Finance ("**MOF**") announced an S$800 million package of support measures for businesses and individuals during Phase 2 (Heightened Alert) ("**P2(HA)**") from 16 May to 13 June 2021. Key components are:

(a) Tiered Jobs Support Scheme for certain sectors; and
(b) Rental support for qualifying tenants.

Jobs Support Scheme ("**JSS**")

The JSS provides wage support to employers for the first $4,600 of gross monthly wages paid to local employees. This will be reinstated for the period from 16 May 2021 to 13 June 2021 as follows:

(a) 50% of wage support for sectors where the tightened measures require them to suspend many, if not all of their operations

- Sectors include affected gyms, fitness studios, performing arts organisations, and arts education centres.
- The JSS support will replace the operating grant for gyms and fitness studios under the Sports Resilience Package.

(b) 30% of wage support for sectors that are not required to suspend operations but are significantly affected by the tightened measures

- Sectors include retail, affected personal care services, museums, art galleries, historical sites, cinemas, indoor playgrounds, and other family entertainment centres.
- However, some retailers like supermarkets, convenience stores and online retailers will not be eligible for the enhanced support.

Annex A contains further details on supported sectors. Other businesses that are significantly affected by the tightened measures in P2(HA) may appeal for enhanced JSS support at go.gov.sg/jss. The enhanced payout, based on wages paid in April 2021 to June 2021, will be disbursed in September 2021.

Rental Support for Qualifying Tenants of Commercial Properties

The Government will provide rental relief to small and medium enterprises ("**SMEs**"), and eligible non-profit organisations ("**NPOs**") with an annual revenue not exceeding $100 million, who are tenant-occupiers of qualifying commercial properties. Further details are contained in Annex B.

(a) **Government-owned commercial properties.** The Government will grant one month of rental relief for qualifying tenants. Tenants will be required to pass down the rental relief received to any qualifying sub-tenants.

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(b) **Privately-owned commercial properties.** The Inland Revenue Authority of Singapore ("**IRAS**") will disburse a 0.5-month rental relief cash payout directly to qualifying tenants as part of a new Rental Support Scheme (see Annex C for scheme details). This includes property owners who run an eligible SME or NPO on their own qualifying commercial property.

Most qualifying tenants and owner-occupiers will receive the cash payout automatically without needing to submit an application. More details will be available on the IRAS website by mid-June 2021.

Additional Help

(a) **Hawkers** – provision of a subsidy of 100% of fees for table-cleaning and centralised dishwashing services for hawker centres managed by the National Environment Agency ("**NEA**") or NEA-appointed operators during the no dine-in period.

(b) **COVID-19 Recovery Grant (Temporary) for individuals** – provision of one-off support for lower- to middle-income employees and self-employed persons who are financially impacted as a result of the tightened measures.

(c) **Transport sector** – enhancement of the COVID-19 Driver Relief Fund payout to taxi and private hire car drivers from 16 May 2021 to 30 June 2021 in view of the expected fall in ridership under P2(HA). The payout will be increased from $450/month per vehicle to $750/month per vehicle.

Click on the following link for more information:

- MOF Press Release titled "Support Measures Enhanced to Help Individuals and Businesses during Phase 2 (Heightened Alert)" (available on the MOF website at www.mof.gov.sg)

Financial Institutions

MAS Proposes Mandatory Reference Checks for Representatives & Certain Employees of Financial Institutions

On 14 May 2021, the Monetary Authority of Singapore ("**MAS**") issued a consultation paper seeking feedback on proposals to mandate reference checks of representatives and specific employees of financial institutions in Singapore ("**FIs**").

This consultation follows an earlier July 2018 MAS consultation paper on proposals to mandate reference checks for representatives of FIs, where MAS proposed, among other things, that FIs conduct reference checks and respond to reference check requests on prospective representatives.

In the present consultation, to maintain public confidence and trust in the financial industry, a collective effort across the financial industry in the form of mandatory reference checks extending beyond representatives to other employees, and to ensure meaningful information exchange, will be introduced. Under the proposed mandatory reference check framework, FIs

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will be required to respond to reference check requests, based on a set of minimum mandatory information within a specified period of time.

Salient points of MAS' proposals in the present consultation broadly relate to:

(a) **Scope of FIs and employees that will be subject to these mandatory reference checks requirements**

MAS intends to apply these requirements to various FIs regulated by MAS, including capital market licensees, banks and insurers, amongst others. MAS also proposes that FIs conduct reference checks on certain employees who may potentially cause harm to the FI and its customer's interests. These employees include individuals identified as senior managers, who are defined as those employed in an executive capacity and are principally responsible for the day-to-day management of the FI, examples of which are set out in the consultation paper.

(b) **Standardising requirements in requesting for and responding to reference checks**

These include proposals that the reference checks must cover specified mandatory information relating to the individual's records in the past five years, duty on an FI to respond within a specified timeframe, as well as the right of representatives and employees to review.

Further, MAS clarified that the law will not provide an express legal immunity to FIs to absolve FIs from liability arising from the provision of responses to reference checks. Thus, FIs should bear in mind the duty of care owed by employers to employees (both present and former) when providing reference checks, and take reasonable care in preparing and communicating references to ensure that reference checks are accurate, objective, clear, balanced, and based on verifiable facts.

(c) **FIs' duty on record keeping and investigation/disciplinary process**

As employees (presently outside the scope of reference check requirements) may be hired into a role within the scope of reference check requirements, MAS proposes that FIs maintain records of specified mandatory information for all employees, except for ancillary service personnel, for a minimum period of five years, once the reference check requirements take effect. MAS also proposes that FIs establish a framework to provide guidance on actions that may be taken against employees who have breached policies, procedures and regulations.

(d) **Implementation timeline and transitional period**

These reference check requirements will be applied on a prospective basis, and will be set out in the form of Notice(s) to be issued under the relevant legislation. Non-compliance with the Notice would be a breach of legal requirements. Potential consequences of a breach include regulatory action by MAS for breach of the Notice (including but not limited to issuing warning or reprimand letters). MAS proposes

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to effect the requirement for FIs to conduct reference checks on prospective employees and respond to reference check requests with a transitional period of six months, i.e. six months after the Notice(s) under the relevant legislation is published.

The consultation ends on 25 June 2021.

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

MAS Consults on Draft AML/CFT Notices for Proposed Frameworks for Cross-border Business Arrangements Involving a Singapore FI and its Foreign Related Corporations or Branches

On 12 May 2021, the Monetary Authority of Singapore ("**MAS**") issued a consultation paper seeking comments on draft Notices on Prevention of Money Laundering and Countering the Financing of Terrorism ("**draft AML/CFT Notices**") that will be applicable to the proposed frameworks for a cross-border business arrangement involving a financial institution in Singapore ("**Singapore FI**") and its foreign related corporations ("**FRCs**"), or its foreign head office or branches (collectively, "**Foreign Offices**"), respectively. The consultation period for the MAS consultation paper titled "Proposed AML Notices for Cross-Border Business Arrangements of Capital Markets Intermediaries under Proposed Exemption Framework" ("**Consultation Paper**") ended on 11 June 2021.

By way of background, in March 2021, MAS sought feedback on proposed requirements to operationalise:

(a) The proposed exemption framework for cross-border business arrangements involving the Foreign Offices of Singapore FIs, which will exempt the Foreign Offices from the applicable business conduct and representative notification requirements under the Securities and Futures Act and Financial Advisers Act when they serve Singapore customers ("**proposed Branch framework**"); and

(b) The proposed ex-post notification FRC framework for cross-border business arrangements involving Singapore FIs and their FRCs, which exempts the FRCs from the relevant licensing and business conduct requirements ("**proposed notified FRC framework**"). Currently, FRCs are exempted if they have been approved by MAS to operate under the FRC framework. MAS proposes to move the approval approach under the FRC framework to an ex-post notification approach.

MAS has indicated in the earlier March 2021 consultation paper that the proposed anti-money laundering and countering the financing of terrorism ("**AML/CFT**") requirements applicable to the proposed Branch framework and the proposed notified FRC framework will be consulted on in a separate consultation paper. The Consultation Paper is issued following from that.

The Consultation Paper provides that the Singapore FIs must put in place adequate policies, procedures, and control to ensure that their FRCs or Foreign Offices and their respective representatives operating under the proposed notified FRC framework and the proposed Branch framework, conduct customer due diligence ("**CDD**") in accordance with the relevant MAS AML/CFT Notices and MAS Regulations issued pursuant to the UN

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Security Council Resolutions. Other proposed requirements in the Consultation Paper include mandating the Singapore FIs to maintain or have access to all CDD records kept overseas by the FRCs or Foreign Offices that relate to the cross-border arrangements, and provide MAS with timely access to these records.

The Consultation Paper sets out four sets of draft AML/CFT Notices addressed to (i) all specified holders of a capital markets services licence; (ii) specified exempt persons to be defined under regulations to be issued under the proposed notified FRC framework or the proposed Branch framework; and (iii) licensed financial advisers and specified exempt financial advisers. This is in relation to the cross-border arrangements under the proposed notified FRC framework and proposed Branch framework respectively.

Click on the following link for more information:

- The Consultation Paper and the draft AML/CFT Notices set out in the Annexures to the Consultation Paper (available on the MAS website at www.mas.gov.sg)

MAS Consults on Revisions to Corporate Governance Requirements for Banks & Insurers Incorporated in Singapore

The Monetary Authority of Singapore ("**MAS**") is seeking feedback on proposed revisions to the corporate governance requirements for financial holding companies, banks, direct insurers, reinsurers, and captive insurers which are incorporated in Singapore in the Consultation Paper titled "Consultation Paper on Revisions to the Guidelines on Corporate Governance" issued on 7 May 2021.

The MAS Guidelines on Corporate Governance ("**CG Guidelines**") provide guidance on best good practices on corporate governance that financial institutions should observe. The CG Guidelines comprise the principles and provisions of the Code of Corporate Governance ("**CG Code**") which apply to all companies listed on the SGX-ST (including banks and insurers incorporated in Singapore) as well as additional guidelines for locally-incorporated banks and insurers ("**FI-specific Guidelines**").

In brief, MAS seeks comments on the following main proposed revisions:

(a) **Compliance with the Principles of the Code of Corporate Governance in the CG Guidelines**. In 2018, the structure of the CG Code and requirements on how companies listed on the SGX-ST must describe their corporate governance practices were changed. Shifting from the pure comply or explain approach, the CG Code in 2018 contains core Principles of corporate governance that must be observed by companies listed on the SGX-ST. They are required to disclose how they conform to the Principles set out in the CG Code.

MAS proposes a similar compliance approach, which is for locally-incorporated banks, Tier 1 insurers, and designated financial holding companies which own banks or Tier 1 insurers to fully observe the principles of the CG Code contained within the CG Guidelines, where deviations from principles concerning shareholder rights and engagement (Principles 11 and 12 of the CG Code) are acceptable if

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they are not relevant in the context of the ownership structure of non-listed FIs. Relevant FIs that do not observe Principles 11 and 12 should explain the deviation in their annual reports (for listed FIs) or company websites (for non-listed FIs). For Tier 2 insurers, captive insurers, and designated financial holding companies which own Tier 2 insurers, MAS does not expect full observance of the Principles in the CG Code, but any variation should be explained in their annual reports (for listed FIs) or company websites (for non-listed FIs).

(b) **Revision of FI-specific Guidelines** relating to an elaboration on the roles and responsibility of the board of directors of financial institutions; remuneration practices; documentation of unresolved concerns of independent directors; and appointment of non-directors to the Board Risk Committee.

(c) **Inclusion of certain fundamental corporate governance requirements as statutory requirements** in the Banking (Corporate Governance) Regulations 2005 and Insurance (Corporate) Governance Regulations 2013 (collectively, "**CG Regulations**"). These include, for instance, key responsibilities of the Board. MAS also proposes to include a requirement that the Board committees' written terms of reference should clearly set out the authority and duties of the committees in the CG Regulations.

The consultation ends on 18 June 2021.

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

Fraud, Asset Recovery & Investigations

Singapore Ramps Up Combat Against Trade Financing Fraud

On 19 March 2021, the Electronic Transactions (Amendment) Act ("**ETAA**") came into operation in Singapore, making Singapore the second country to adopt the United Nations Model Law on Electronic Transferable Record (MLETR). The changes that the ETAA effects essentially enable the digitalisation of transferable documents which are often used in cross-border trade. Importantly, the ETAA may feature in Singapore's effort to combat fraud in relation to transferable documents.

Transferable documents refer to documents which entitle the holder to claim performance of the obligations indicated therein, such as bills of lading. Despite advancements in digital technology, a majority of these transferable documents today are still physical — paper-based — documents. This observation is worrying especially since developments in reprography are causing these valuable physical documents to be increasingly susceptible to fraud.

A potential solution to the spate of transferable documents fraud is the adoption of electronic transferable documents. These electronic documents are more difficult to forge because they utilise technologies which have authentication and traceability features at its core. Furthermore, the occurrence of fraud is made even more unlikely with the added involvement of trusted providers of electronic transferable documents who are charged with ensuring the security of these documents.

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Legislative support is an essential ingredient to the viability of electronic documents because while electronic transferable documents can serve as a receipt of goods and as evidence of a contract, it might not be recognised as a "document of title" like a physical transferable document is recognised. Legislative intervention is thus needed to assure industry players that electronic transferable documents will be conferred the same status as physical transferable documents in the eyes of the law. Singapore has, through the passing of the ETAA, provided the necessary legislative support for electronic transferable documents to be used. Section 6 of Singapore's ETAA inserts sections 16A to 16S into the Electronic Transactions Act, which collectively ensure that an electronic transferable document is functionally and legally equivalent to a physical transferable document and is capable of being recognised as a "document of title".

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

Sustainability

GFIT Announces Initiatives to Accelerate Green Financing in Singapore

On 19 May 2021, the Green Finance Industry Taskforce ("**GFIT**"), a taskforce convened by the Monetary Authority of Singapore ("**MAS**") and made up of representatives from financial institutions, corporates, non-governmental organisations, and financial industry associations announced three initiatives set out below to accelerate green finance in Singapore.

(a) **Guide for Financial Institutions on Climate-related Disclosure Document**

GFIT launched the "Handbook on Implementing Environmental Risk Management" which shares guidance on implementing environmental risk management practices and provides illustrations on best practice disclosures for asset managers, banks, and insurers (collectively, "**FIs**") in January 2021. Following from that, on 19 May 2021, GFIT issued the "Financial Institutions Climate-related Disclosure Document" ("**FCDD**"). The FCDD aims to enhance the quality of FIs' climate disclosures and facilitate more consistent and comparable disclosures across FIs. For more information, please refer to a summary of the FCDD here.

(b) **White Paper on Fostering Green Finance Solutions**

On 19 May 2021, GFIT issued the Whitepaper on Fostering Green Finance Solutions ("**Whitepaper**") that seeks to identify the best practices, key measures, and resources required to develop the green finance ecosystem in Singapore. Five key sectors were identified to have the greatest near-term potential to catalyse change for the greening of the economy in Singapore and the region. These key areas are:

- green and sustainable trade finance and working capital;
- transition financing with a focus on corporate/small and medium-sized enterprises in manufacturing, digitisation, and equity/venture capital. The targeted sectors include oil & gas, shipping and automotive;

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- real estate with enablers including green loans/green bonds, transition financing, and securitisation;
- infrastructure with ideas such as a green development fund/export credit agency (ECA), securitisation, insurance and transition financing; and
- greening the fund management industry.

The Whitepaper highlights, among other things, that real estate is the most developed, and can be a major differentiator in ASEAN with well-established environmental, social and governance (ESG) standards and practices. On the other hand, transition in other key industries such as the oil and gas, shipping, automotive and industrial sectors require further development of the taxonomy and transition frameworks. Please click here for the full text of the Whitepaper which is made available on the website of The Association of Banks in Singapore ("**ABS**") at www.abs.org.sg.

(c) **Capacity Building Series 2021 – 2022**

GFIT published a training schedule detailing the workshops and e-learning modules for FIs and corporates to build capacity in green finance. The objectives of the workshops and training modules are to strengthen the capabilities of banks, insurers, and asset managers in environmental risk management, enhance their environment-related disclosures, deepen knowledge of green finance instruments, and enable FIs and corporates to customise green financing solutions for transition sectors. Please click here for the full schedule of the Capacity Building Series 2021-2022 that is made available on the ABS website at www.abs.org.sg.

Click on the following link for more information:

- MAS Media Release titled "Accelerating Green Finance" (available on the MAS website at www.mas.gov.sg)

Guide to Climate-Related Disclosures for Banks, Asset Managers & Insurers

Improving the quality of disclosures is vital to supporting the growth of green finance in Singapore. In this regard, the Green Finance Industry Taskforce ("**GFIT**") issued an implementation guide for climate-related disclosures by financial institutions ("**FIs**") on 19 May 2021 ("**Guide**"). The Guide details the best practices that are aligned with the recommendations of the Financial Stability Board's Task Force on Climate-Related Financial Disclosures ("**TCFD**").

By focusing on climate-related disclosures, the Guide supplements the previously issued Monetary Authority of Singapore Guidelines on Environmental Risk Management for banks, asset managers and insurers ("**ENRM Guidelines**"), as well as GFIT's handbook that provides practical implementation guidance and good practices on environmental risk management. The Guide is relevant to financial institutions which are expected to meet the expectations of the ENRM Guidelines, namely, banks, asset managers, and insurers.

We briefly explain what climate-related risks and opportunities are and provide an outline of the main recommendations for disclosure in the Guide,

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structured around four areas: governance, strategy, risk management, and metrics and targets.

Climate-Related Risks and Opportunities

The Task Force has categorised climate-related risks in two major classes: (i) transition risks, being risks related to the transition to a lower-carbon economy; and (ii) physical risks, being risks related to the physical impacts of climate change. Climate-related opportunities arise from efforts and initiatives to mitigate and adapt to climate change. These opportunities vary depending on the region, market, and industry in which an organisation operates.

Governance

As it is vital for investors and stakeholders to know whether the board of directors ("**Board**") and management have directed their minds to material climate-related issues, FIs are expected to disclose their governance around climate-related risks and opportunities. TCFD key recommendations on disclosure relate to: (i) the Board's oversight of climate-related risks and opportunities; and (ii) the management's role in assessing and managing climate-related risks and opportunities.

Strategy

Investors and stakeholders will generally be concerned with the process the FI takes in managing its short, medium, and long-term business strategy. As such, an FI is expected to disclose the actual and potential impacts of climate-related risks and opportunities on the FI's business(es), strategy, and financial planning where such information is material. TCFD key recommendations relate to: (i) climate-related risks and opportunities the FI has identified over the short, medium, and long term; (ii) impact of climate-related risks and opportunities on the FI's businesses, strategy, and financial planning; and (iii) resilience of FI's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.

Risk Management

To help investors and stakeholders assess the FI's overall risk profile and risk management activities, an FI is expected to disclose how it identifies, assesses, and manages climate-related risks. TCFD key recommendations relate to: (i) FI's processes for identifying and assessing climate-related risks; and (ii) FI's processes for identifying, assessing, and managing climate-related risks and how these are integrated into the FI's overall risk management.

Metrics and Targets

To help investors and stakeholders evaluate the FI's possible risk-adjusted returns and compare FIs within a sector, an FI is expected to disclose metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material. TCFD key recommendations relate to: (i) metrics used by the FI to assess climate-related risks and opportunities being in line with its strategy and risk management process; scope 1, scope 2, and, if appropriate, scope 3 greenhouse gas emissions, and the related risks; and (ii) targets used by FIs to manage climate-related risks and opportunities and performance against targets.

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The Guide also details sector-specific and business-specific matters for consideration by banks, asset managers, and insurers.

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

Technology, Media & Telecommunications

PDPC Issues Decision on Access Obligation and the Evaluative Purpose Exception in Relation to Artificial Intelligence Systems and Deterministic Algorithms

The Personal Data Protection Act sets out the various obligations on the part of businesses and organisations dealing with personal data, as well as the exceptions to these obligations. In *[redacted] v HSBC Bank (Singapore) Limited* [2021] SGPDPC 3, the Personal Data Protection Commission ("**PDPC**") issued its decision on the obligation to provide access to personal data in an organisation's possession as well as the exception allowing organisations to deny access to opinion data for evaluative purposes, both in the context of Artificial Intelligence ("**AI**") systems and deterministic algorithms.

The Applicant had sought a copy of the respondent Bank's internal evaluation report regarding his unsuccessful credit card application. The Bank provided the report, but redacted certain opinion data. While the complainant took issue with the redaction, PDPC held in favour of the Bank and affirmed the Bank's decision not to provide the Applicant with access to the redacted personal data, finding that the redaction fell within the applicable exception to the access obligation.

Notably, the redacted data pertained to opinion data auto-generated by the Bank's AI algorithms. With AI becoming an increasingly common tool for financial institutions and other organisations for making business evaluations, this decision may thus have significant impact on the disclosure obligations of these organisations relating to the data produced by such AI systems.

The Bank was successfully represented by Rajesh Sreenivasan and Justin Lee from the Technology, Media & Telecommunications Practice.

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

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Trade

Consultation to Amend Food Regulations to Permit New Food Additives etc to Align with International Standards

To align regulations with international standards and ensure coherence in legislation, the Singapore Food Agency ("**SFA**") is seeking comments from the food industry and interested parties on proposed amendments to the Food Regulations under the Sale of Food Act (Chapter 283) ("**Food Regulations**"). The consultation is open from 3 May 2021 and ends on 2 July 2021.

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Briefly, the proposed key amendments relate to:

(a) Permitting the use of new food additives and ingredients;
(b) Extending the use of existing food additives;
(c) Revising the maximum limits for heavy metals in food; and
(d) Ensuring coherence in legislation concerning specifications relating to purity of food additives.

The proposed amendments are set out in the draft Food (Amendment No. X) Regulations 2021 and are targeted to come into effect in the fourth quarter of 2021. For a detailed description of the proposed changes, refer to Public Consultation titled "Consultation on Draft Food (Amendment No. X) Regulations 2021" (available on the REACH website at www.reach.gov.sg).

These proposed changes will impact food businesses dealing or intending to deal in the food products mentioned above. The changes will either broaden or limit the range of permitted food products in Singapore, depending on the specific food product in question. They could potentially also have an impact on the labelling undertaken.

Food businesses must monitor these developments and plan ahead to take advantage of potential new opportunities in respect of new permitted food products. On this note, food businesses must also review the composition of their food products carefully to ensure that they will not violate the new rules of maximum limits, amongst others, when they come into force.

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

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CaseBytes

Drafting Cautionary: Be Very Specific with "No Oral Modification" Clause

A "no oral modification" clause ("**NOM clause**") is a boilerplate clause included in an agreement to require any variations of an agreement to be in writing. The Singapore Court of Appeal recently held in *Charles Lim Teng Siang v Hong Choon Hau* [2021] SGCA 43 that a NOM clause which stated that any variation, supplement, deletion, or replacement of a term must be in writing did not preclude an oral rescission of the contract.

In *obiter*, the Court of Appeal further expounded on the legal effect of an NOM clause at some length, raising the possibility that despite the presence of an NOM clause, the court may still uphold oral modification or rescission in some circumstances.

This decision illustrates the importance of ensuring that NOM clauses are properly drafted such that oral recission and termination are captured in the plain language of the clause if that is intended. It additionally provides illumination on the likely treatment of NOM clauses by the Court of Appeal.

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

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Successful Appellant Fails to Get Reimbursement of Damages Paid on Behalf of All Co-defendants in Satisfaction of Trial Judgment

In commercial disputes, it is not uncommon for there to be multiple plaintiffs or defendants, which may also be related entities, represented by the same set of counsel. In *Crest Capital Asia Pte Ltd v OUE Lippo Healthcare Ltd* [2021] SGCA 57, the Singapore Court of Appeal highlighted the importance of distinguishing between the principals despite their common representation, discussing the potential consequences which may arise from a failure to do so.

Here, the plaintiff had succeeded in a claim against a number of related defendants before the High Court, with the defendants being found jointly and severally liable for damages. One of the defendants made payment of the judgment sum and costs to the plaintiff, but was subsequently successful on appeal (although three of the defendants remained liable to the plaintiff). The question was thus whether this defendant was entitled to seek repayment of the funds from the plaintiff.

The Court of Appeal found in favour of the plaintiff, finding that the payment had been made on behalf of all the defendants. The Court held that the defendant should thus look to the other defendants for reimbursement of the damages and costs it had paid to the plaintiff.

The plaintiff was successfully represented in this appeal by Lee Eng Beng, SC, Mark Cheng, Jansen Chow, Sasha Gonsalves, and Dawn Seow from the Restructuring & Insolvency Practice and Commercial Litigation Practice.

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

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Application for Declaratory Relief for Arbitral Proceedings Held to be Abuse of Process

In *Republic of India v Vedanta Resources plc* [2021] SGCA 50, the Court of Appeal considered whether a party in an arbitration, who puts a question of law to a tribunal in an investment treaty arbitration and receives an answer which it does not like, can put the same question before a Singapore court (as the seat court) by way of an application for declaratory relief.

While the High Court Judge answered the question in the affirmative (albeit deciding against exercising his discretion to grant the declaratory relief), the Court of Appeal answered the same question in the negative, finding the application to be an abuse of process on several levels.

By way of background, the appellant was the Republic of India ("**India**") and the respondent was Vedanta Resources Plc ("**Vedanta**"). India and Vedanta were parties to a Singapore-seated investment treaty arbitration commenced by Vedanta against India ("**Vedanta Arbitration**"). There was also a separate but related arbitration ("**Cairn Arbitration**"), as both Vedanta and Cairn had commenced their separate arbitrations against India under the India-UK bilateral investment treaty ("**India-UK BIT**") in relation to the same set of tax assessment orders issued by India.

Given the potential overlap and risk of inconsistent findings between the Cairn Arbitration and the Vedanta Arbitration, India had sought to implement

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a regime to permit cross-disclosure of documents between the two arbitrations. The Vedanta Tribunal formulated a cross-disclosure regime that India was dissatisfied with, resulting in India's subsequent application to the Singapore High Court in OS 980 seeking the following declarations:

(a) a declaration that documents disclosed or generated in the Vedanta Arbitration were not confidential or private; and

(b) a declaration that disclosure of documents disclosed or generated in the Vedanta Arbitration by India in the Cairn Arbitration would not be in breach of any obligation of confidentiality or privacy.

Among others, the Singapore Court of Appeal found that India had no basis on which to seek declaratory relief, and that OS 980 was ultimately an abuse of process. In the first place, there was no legitimate basis for India to invoke the Court's jurisdiction. Furthermore, the application was in substance an attempt to obtain an abstract ruling of law from the Court in order to place pressure on the Vedanta Tribunal, as well as a backdoor appeal against procedural orders issued by the Vedanta Tribunal, which made the purpose of the application improper. The Court dismissed the appeal accordingly.

The decision illustrates how strongly the principle of minimal curial intervention is upheld under Singapore law, reinforcing parties' assurance that once they choose to resolve their dispute through arbitration, they will not find the arbitral process easily sidelined by curial intervention.

The respondent was successfully represented by Andre Yeap, SC, Kelvin Poon, Matthew Koh, and Alyssa Leong from the International Arbitration Practice.

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

Singapore Court of Appeal Strikes Out Appeal against Bankruptcy Decision

In *Aathar Ah Kong Andrew v OUE Lippo Healthcare Ltd* [2021] SGCA 48, the Singapore Court of Appeal struck out an appeal against a bankruptcy decision, thus bringing to a close the latest chapter in a long-running bankruptcy and voluntary arrangement dispute. The Court's decision highlights the importance of complying with the procedural requirements of bankruptcy proceedings and appeals, including observing the relevant timelines and obtaining the prior sanction of the Official Assignee ("**OA**").

The appellant here sought to appeal against a decision of the High Court Judge revoking a voluntary arrangement (VA) so as to stave off bankruptcy proceedings. However, the Court of Appeal held against the appellant, finding that the appellant had shown a "blatant disregard" for procedural rules.

First, the Court found that appeal should be deemed withdrawn as the appellant had failed to file the Appellant's Case by the stipulated deadline. The Court declined to grant the appellant an extension of the deadline as it had already done so once before, and the appellant was delaying proceedings by insisting that he be represented by solicitors even though he had failed to provide any evidence that his solicitors were in discussion with the OA regarding his ability to proceed with the appeal.

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The Court added that it would have struck out the Notice of Appeal in any case as the appellant had failed to obtain the prior sanction of the OA for the appeal, and because the appellant's lawyers had filed the appeal without a warrant to act from the appellant.

The respondent was successfully represented by Jansen Chow and Sasha Gonsalves from the Commercial Litigation Practice.

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

Deals

QT Vascular Ltd.'s Placement of Shares to Investors and Acquisition of Shares in Asia Dental Group Pte. Ltd.

Danny Lim and Cheryl Tay from the Capital Markets / Mergers & Acquisitions Practice are acting for QT Vascular Ltd., which is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited, in its S$7.3 million placement of shares to investors and in its S$7.65 million acquisition of shares in Asia Dental Group Pte. Ltd., which the placement proceeds will be applied to finance for.

SAC Capital Private Limited's Placement of Shares in Yinda Infocomm Limited

Danny Lim and Penelope Loh from the Capital Markets / Mergers & Acquisitions Practice are acting for SAC Capital Private Limited as placement agent in the S$26.33 million placement of shares in Yinda Infocomm Limited, which is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited.

Woh Seng Holdings Pte. Ltd.'s Voluntary Conditional Offer for Shares in Cheung Woh Technologies Ltd.

Danny Lim and Cheryl Tay from the Capital Markets / Mergers & Acquisitions Practice are advising Woh Seng Holdings Pte. Ltd., as offeror, in its S$84.1 million voluntary conditional cash offer for the shares of Cheung Woh Technologies Ltd., which is listed on the Mainboard of the Singapore Exchange Securities Trading Limited.

Acquisition of Shares in PT Matahari Department Store by Joint Venture between OUE Limited and Auric Bespoke I Pte. Ltd.

Sandy Foo and Goh Jun Yi from the Capital Markets / Mergers & Acquisitions Practice are acting for OUE Limited in the voluntary tender offer with Auric Bespoke I Pte. Ltd. to acquire up to 40.0% of the total issued and fully paid-up shares in the capital of PT Matahari Department Store Tbk ("**PT Matahari**"), a company listed on the PT Bursa Efek Indonesia. The transaction values PT Matahari at approximately S$367 million.

Leader Environmental Technologies Limited's Issue of Renounceable Rights

Danny Lim, Tan Mui Hui and Cheryl Tay from the Capital Markets / Mergers & Acquisitions Practice are advising Leader Environmental Technologies Limited, which is listed on the Mainboard of the Singapore Exchange Securities Trading Limited, in its S$66.05 million renounceable rights issue.

STC Capital Pte. Ltd.'s Acquisition of Remaining Equity Stake in Straits Real Estate Pte. Ltd.

Lawrence Tan from the Mergers & Acquisitions Practice acted for STC Capital Pte. Ltd., a wholly-owned subsidiary of The Straits Trading Company, in its S$105 million acquisition of the remaining 10.5% equity stake in Straits Real Estate Pte. Ltd.

Authored Publications

Rajah & Tann Contributes to Chambers and Partners Global Practice Guide: International Fraud & Asset Tracing 2021 – Singapore Chapter

Rajah & Tann Singapore has authored the Singapore chapter of the Chambers and Partners Global Practice Guide: International Fraud & Asset Tracing 2021. The guide provides the latest legal information on fraud claims, disclosure of assets, shareholders' claims against fraudulent directors, overseas parties in fraud claims, rules for claiming punitive or exemplary damages, and laws to protect banking secrecy.

Exclusively authored by our Fraud, Asset Recovery & Investigations partners Danny Ong, Jansen Chow and Yam Wern-Jhien, the Singapore chapter discusses the current Singapore law on fraud and asset tracing. It also looks into the trends and developments in this area, exploring the development of modern fraud schemes, the difficulties faced in policing and recovery, as well as attempts by the Singapore government to address the issues.

The full Singapore chapter can be read here.

Find out more about our Fraud, Asset Recovery & Investigations Practice here.

Rajah & Tann Contributes to Chambers and Partners Global Practice Guide: Corporate M&A 2021 – Singapore Trends and Developments

Rajah & Tann Singapore shares our views on the mergers & acquisitions ("**M&A**") trends and developments in Singapore in our contribution to the Chambers and Partners Global Practice Guide: Corporate M&A 2021.

Exclusively authored by our leading M&A partners Lim Wee Hann, Lawrence Tan, Sandy Foo, and Favian Tan, the article sets out an overview of the M&A landscape in Singapore, recounting M&A activity in 2020 and providing

a 2021 outlook. Our partners highlight some significant market trends and legal developments that may shape M&A activity moving forward.

The full Singapore chapter can be read here.

Find out more about our Mergers & Acquisitions Practice here.

Rajah & Tann's South Asia Practice Group Contributes to The Hindu BusinessLine: "India's ASEAN Engagement Needs a Digital Push"

Vikram Nair and Sriram Chakravarthi from the South Asia Practice Group ("**SAPG**") of Rajah & Tann contributed an article titled "India's ASEAN Engagement Needs a Digital Push" published on 6 May 2021 in The Hindu BusinessLine, a leading Indian financial and business daily.

The article discusses how the COVID-19 pandemic has reshaped the digital landscape of the Association of Southeast Asian Nations ("**ASEAN**").

With ASEAN doubling down on digital transformation of its economies and adopting strategic roadmaps such as the ASEAN Digital Masterplan 2025 for such transformation, it is the right time for India to step up its digital engagement with ASEAN. The authors suggest that India's engagement with ASEAN should be driven by and focused on expanding the digital connectivity between the two. Click here to read the full article.

About Rajah & Tann's South Asia Practice Group

The SAPG comprises lawyers with substantial legal practice experience relating to India, Sri Lanka, and Bangladesh – including leading practitioners in arbitration, corporate, shipping and construction.

Commended for having service of "global quality" standards, the firm has been ranked Band 1 for our International & Cross-Border Capabilities by Chamber Global (2021). In addition, our lawyers are also lauded for their notable expertise with handling cases connected to the India market in Chambers Asia-Pacific (2021). We have also been featured as a leading Regional & Specialist firm for our work in the region by India Business Law Journal (2020).

Events

Singapore Insurance Law Reform – The Issues, the Report, the Future

On 27 May 2021, Simon Goh, Head of the Insurance & Reinsurance Practice, was the speaker at the webinar titled "Singapore Insurance Law Reform – The Issues, the Report, the Future".

By way of background, the Singapore Academy of Law (SAL) formed the Insurance Law Reform Sub-committee ("**Sub-committee**") in 2017 with the task of identifying and studying key areas of Singapore insurance law which require reform. Key areas identified by the Sub-committee included the duty of utmost good faith, the duty of disclosure and misrepresentation, warranties, remedies for fraudulent claims and insurable interest. The Sub-

committee's report ("**Report**") was completed and published in February 2020.

At the webinar, Simon, who is the Chairman of the Sub-committee, discussed the deficiencies and problems with the current state of Singapore insurance law, the reasons for the recommendations made in the Report and how they affect insurers and the insureds. He also shared his insight on the work done for the Report and his view on what lies ahead on this road to reform.

Focus on RCEP: Joining the Lion City and Going to the World

On 25 May 2021, the Rajah & Tann Singapore Shanghai Representative Office, King & Wood Mallesons (Guangzhou Office), and the Shanghai Office of Singapore Economic Development Board (EDB) jointly organised a webinar titled "Focus on RCEP: Joining the Lion City and Going Global".

The official signing of the Regional Comprehensive Economic Partnership ("**RCEP**") Agreement marked the official start of the free trade zone with the largest population, the largest economic and trade scale, and the most development potential in the world. The key benefits under the RCEP Agreement include the elimination of trade barriers, creation and enhancement of a free investment environment, and expansion of service trade, competition policies, and many other fields. It will also promote the integration of regional industries and value chains, as well as facilitate trade and investment and the integration of regional economies. Injecting strong impetus into transformation will have a positive and far-reaching impact on the construction of a more stable and prosperous East Asian economic circle.

The webinar was conducted to help companies understand the rich content of the RCEP Agreement, make full use of the preferential policies and mutually beneficial terms of the Agreement to carry out cross-border cooperation, and fully grasp the development opportunities that the Agreement brings to cross-border e-commerce.

Tanya Tang, Rajah & Tann Singapore's Chief Economic and Policy Advisor, was one of the speakers. Chia Lee Fong, Chief Representative of the Rajah & Tann Singapore Shanghai Representative Office, was the webinar moderator.

Return to Office and Roll-Out of COVID-19 Vaccinations – Fresh Employment Law Issues?

On 11 May 2021, Rajah & Tann Singapore organised a webinar titled "Return to Office and Roll-Out of COVID-19 Vaccinations – Fresh Employment Law Issues?"

In April this year, Singapore allowed more workers to return to work from office ("**WFO**") following the relaxation of the rule on default work from home ("**WFH**"). At the same time, COVID-19 vaccinations are progressively being rolled out to the rest of the working population. Although these are all good news, fresh issues arise from these developments, including managing employees who insist on staying with the default WFH working arrangement, and assessing the performance of employees who return to WFO. Regarding the roll-out of COVID-19 vaccinations, the issues that employers

face include the propriety of asking job candidates, employees, contractors, or even visitors whether they have been vaccinated, and whether employers can require employees to get vaccinated.

Kala Anandarajah, Partner, Employment & Benefits, and Alvin Tan, Partner, addressed these and other unique challenges that employers face in their respective workplaces amidst these developments, and offered insight from a practitioner's perspective.

Note: The Singapore government has since announced that WFH will be the default working arrangement with effect from 16 May 2021 under both Phase 2 (Heightened Alert) and Phase 3 (Heightened Alert) measures.

Workplace Harassment: Managing and Investigating Complaints, Reaching Defensible Conclusions, and Conducting Fair Disciplinary Proceedings

On 6 May 2021, the Employment and Benefits Practice organised a webinar titled "Workplace Harassment: Managing and Investigating Complaints, Reaching Defensible Conclusions and Conducting Fair Disciplinary Proceedings".

Harassment in the workplace is becoming more prevalent in Singapore. In a widely reported survey earlier in the year, two in five workers in Singapore say that they have been victims of sexual harassment at the workplace; another survey found that 1 in 4 employees in Singapore have been bullied, while 32% of employees were made to "feel uncomfortable" by the employers.

At the webinar, Desmond Wee, Head of the non-contentious side of the Employment & Benefits Practice and Jonathan Yuen, Head of the Employment & Benefits Practice (Disputes), discussed how employers can effectively manage and resolve workplace harassment complaints amidst the changing employment and regulatory landscape in Singapore. With a more educated workforce and increased enforcement actions taken by the Ministry of Manpower against errant employers, as well as the upcoming establishment of a new dedicated Protection from Harassment Court, employers must know how to deal with workplace harassment issues before matters are escalated to the authorities, the Courts, or worse, played out in an ugly public spectacle on social media.

The speakers did a deep-dive into the multi-faceted and complex issues of workplace harassment and also shared their real-life practitioner's perspectives and advice regarding workplace harassment.

Note: The Protection from Harassment Court has since been established on 1 June 2021.

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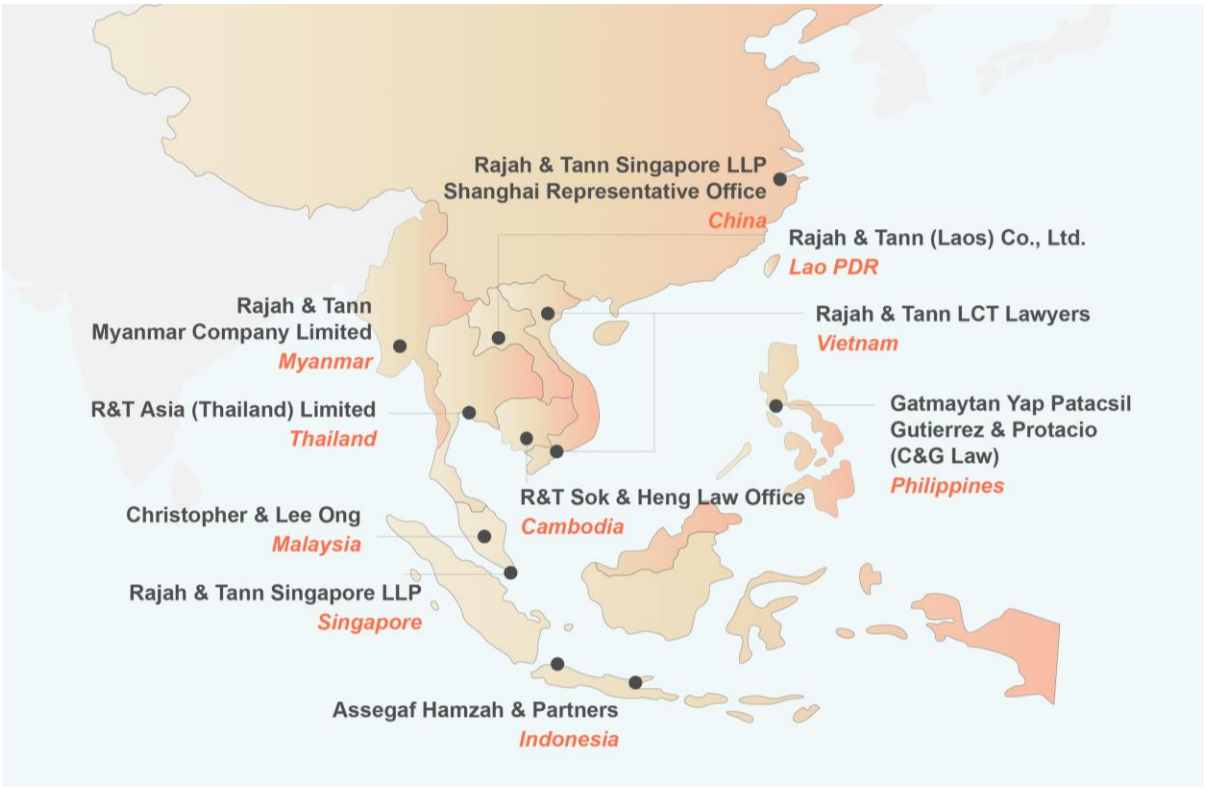
Our Regional Presence



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.