

# **Companies (Amendment) Bill**

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**Bill No: 3/2003**

***Read the first time: 28th February 2003***

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**Companies (Amendment) Bill**

**Bill No. 3/2003**

*Read the first time on 28th February 2003.*

An Act to amend the Companies Act (Chapter 50 of the 1994 Revised Edition).

Be it enacted by the President with the advice and consent of the Parliament of Singapore, as follows:

### **Short title and commencement**

1. This Act may be cited as the Companies (Amendment) Act 2003 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

### **Amendment of section 4**

2. Section 4(1) of the Companies Act is amended —

(a) by inserting, immediately after the definition of “articles”, the following definition:

“ “audit requirements” means the requirements of sections 201(4) and (4A) and 207;” and

(b) by inserting, immediately after the definition of “branch register”, the following definition:

“ “business day” means any day other than a Saturday, Sunday or public holiday;”.

### **Amendment of section 19**

3. Section 19(2) of the Companies Act is amended by deleting the words “an advocate and solicitor, accountant or prescribed person,” in paragraph (a) and substituting the words “a prescribed person”.

### **Amendment of section 61**

4. Section 61 of the Companies Act is amended by deleting the words “an advocate and solicitor, accountant or prescribed person,” in subsections (1)(b)(iii)(B) and (2)(c)(ii) and substituting in each case the words “a prescribed person”.

### **Amendment of section 64**

5. Section 64 of the Companies Act is amended by deleting subsection (5) and substituting the following subsection:

“(5) This section shall apply to a public company having a share capital.”.

### **Amendment of section 76**

**6. Section 76 of the Companies Act is amended —**

- (a) by deleting the words “general meeting of the company at” in subsection (10)(h) and substituting the words “date on”;
- (b) by deleting the words “general meeting of the listed corporation or ultimate holding company at” in subsection (10)(h) and substituting the words “date on”; and
- (c) by inserting, immediately after subsection (10), the following subsection:

“(10A) If the resolution referred to in subsection (10)(a) or (b) is proposed to be passed by written means under section 184A, subsection (10)(f) or (g), as the case may be, shall be complied with at or before the time —

- (a) agreement to the resolution is sought in accordance with section 184C; or
- (b) documents referred to in section 183(3A) in respect of the resolution are served on or made accessible to members of the company in accordance with section 183(3A),

as the case may be.”.

**Amendment of section 76D**

**7. Section 76D of the Companies Act is amended by inserting, immediately after subsection (4), the following subsection:**

“(4A) If the special resolution referred to in subsection (2) is proposed to be passed by written means under section 184A —

- (a) a person whose shares are proposed to be purchased or acquired or any of his associated persons shall not be regarded as a member having the right to vote on the resolution at a general meeting of the company for the purposes of section 184A;
- (b) subsection (7) does not apply; but all documents referred to in this section shall be given to all members having the right to vote on the resolution at a general meeting for the purposes of section 184A at or before the time —
  - (i) agreement to the resolution is sought in accordance with section 184C; or
  - (ii) documents referred to in section 183(3A) in respect of the resolution are served on or made accessible to them in