

# Table of Contents

	Page
<i>About Wolters Kluwer</i> .....	iii
<i>About the Author</i> .....	v
<i>Preface</i> .....	vii
<i>List of Abbreviations</i> .....	ix
 <b>Chapter 1: An Overview of Companies</b>	
Development of Singapore company law .....	2
Sources of company law .....	10
Business structures .....	12
Nature of companies .....	23
Classification of companies .....	26
Lifting of the corporate veil .....	32
Foreign companies .....	37
Taxation in Singapore .....	44
 <b>Chapter 2: Incorporation</b>	
Pre-incorporation matters .....	48
Formation of a new company .....	51
Commencement of business — applicable for a public company with share capital .....	65
Post-incorporation matters .....	68
Conversion of status .....	76
A short note on company names .....	80
 <b>Chapter 3: Company's Constitution</b>	
Constitution .....	86
Effect of constitution .....	93
Objects and powers .....	98
Alteration of constitution .....	100
Ultra vires .....	110
Indoor management rule .....	112
Shareholders' agreement .....	114
 <b>Chapter 4: Company's Shares</b>	
Nature of shares .....	118
Classes of shares .....	122
Allotment and issue of shares .....	127
Payment for shares .....	131

	Page
Share certificates .....	138
Alteration of class rights .....	142
Transfer of shares .....	144
Dividends .....	151
Maintenance of capital .....	155
<b>Chapter 5: Officers of the Company</b>	
The officers of the company .....	162
Types of directors .....	167
Appointment .....	173
Remuneration .....	180
Vacation of office .....	183
Removal .....	191
Payments to directors for loss of office .....	195
Disqualification of directors .....	197
<b>Chapter 6: Duties and Liabilities of Directors and Company Secretary</b>	
Duties owed by directors .....	208
Remedies for director's breach of duty .....	225
Relief from liability for breach of duty .....	227
Disclosure requirements .....	231
Loans to directors and connected persons .....	235
Duties owed by company secretary .....	237
<b>Chapter 7: Company Registers</b>	
Types of registers .....	240
Register of members and index .....	243
Register of directors, chief executive officers, secretaries and auditors .....	247
Register of directors' and chief executive officers' shareholdings .....	249
Register of substantial shareholders .....	252
Individual or corporate controllers .....	254
Disclosures of interest in listed companies .....	257
Register of debenture holders .....	266
Register of charges .....	267
Branch registers .....	268
Additional non-statutory registers .....	270
<b>Chapter 8: Shareholders and Meetings</b>	
Shareholders and members .....	272
Duties and rights of shareholders .....	278
Company meetings .....	287

	Page
Notices of meeting .....	300
Resolutions .....	303
<b>Chapter 9: Minority Protection</b>	
Overview of minority protection .....	312
Modes of legal actions against company .....	316
Derivative action .....	319
Statutory protection against oppression .....	327
Just and equitable winding up .....	342
<b>Chapter 10: Accounts and Audit</b>	
Accounts to be kept .....	346
Accounts and audit .....	350
True and fair view .....	361
Consolidated financial statements .....	363
Directors' statement .....	364
Administrative matters .....	365
Auditors .....	368
Appointment of auditors .....	370
Vacation of office of auditors .....	372
Company's obligations to its auditors .....	374
Protection of auditors .....	377
Duties and liabilities of auditors .....	378
<b>Chapter 11: Borrowing and Receivership</b>	
Borrowing .....	386
Debentures .....	387
Charges .....	390
Registration of charges .....	392
Receivership .....	400
Powers and duties of receivers .....	403
<b>Chapter 12: Winding Up</b>	
Dissolution of a company .....	410
Winding up framework .....	424
Voluntary winding up .....	432
Compulsory winding up .....	439
Duties and functions of liquidators .....	448
Powers of liquidators .....	459
Effects of winding up on other transactions .....	473
Payment of debts .....	483

	Page
<b>Chapter 13: Regulatory Obligations of Listed Companies</b>	
The Singapore Stock Exchange .....	490
Disciplinary actions by the SGX Disciplinary Committee .....	494
Listing on the SGX .....	495
Corporate disclosures .....	505
Immediate disclosure requirements .....	510
Directors' and shareholders' disclosures .....	514
Periodic disclosures obligations .....	516
<b>Chapter 14: Take-overs and Amalgamations</b>	
Take-overs .....	548
Procedure governing take-overs .....	552
<b>Chapter 15: Corporate Restructuring</b>	
Corporate restructuring .....	566
Schemes of arrangement .....	568
Amalgamations .....	581
Judicial management .....	591
<b>Table of Cases</b> .....	615
<b>Legislation Finding List</b> .....	621
<b>Index</b> .....	639