

CORPORATE & COMMERCIAL – CORPORATE REGULATORY & COMPLIANCE

(SOLICITOR-SEAT) CHECKLIST

Introduction

A corporate and commercial seat in corporate regulatory & compliance practice should prepare a practice trainee (“PT”) to a standard which will enable him or her to deal with the work likely to be encountered in the first few years of corporate regulatory and compliance practice.

1) For PTs undertaking the Corporate & Commercial (Corporate Regulatory & Compliance) Seat as their **Core Seat**, the supervising solicitor must ensure that the PT completes:

- (a) All tasks set out in Section A; and
- (b) All tasks set out in Section B.

2) For PTs undertaking the Corporate & Commercial (Corporate Regulatory & Compliance) Seat as their **Secondary Seat**, the supervising solicitor must ensure that the PT completes:

- (a) **Five tasks** set out in Section A; and
- (b) All tasks set out in Section B.

SECTION A

No.	Task	Done <i>(please tick accordingly)</i>
A1	Prepare advice on the law and procedure governing annual and extraordinary general meetings, and interpreting the Constitution on the regulation of general meetings with a focus on advising on the processes and timelines for Annual General Meetings convened by SGX listed companies	

A2	Prepare advice on corporate actions such as share issue mandates, share buybacks mandates, declaration of interim/final dividends, scrip dividend schemes and interested party transaction (“IPT”) mandates (collectively, the “Corporate Actions”) and prepare advice on the required announcements to be made over the SGXNet and filings with ACRA	
A3	Assist in drafting letters to shareholders for the adoption and implementation of the Corporate Actions and facilitating clearance with SGX Regco, where required	
A4	Prepare advice on corporate governance matters generally, including reviewing and drafting advice on corporate governance reports issued by SGX listed companies for compliance with the SGX Listing Manual, the Code of Corporate Governance 2018 and the accompanying Practice Guidance	
A5	Prepare and assist with drafting terms of reference for board committees of SGX listed companies, such as the audit committee, nominating committee, remuneration committee, risk committee, sustainability committee, etc., and preparing and drafting advice on board policies such as diversity policies, dealing policies and other codes of conduct	
A6	Assist with drafting and preparing advice on equity-based share plans, cash-based share plans; and preparing advice on securities law and employment law in relation to the implementation of foreign companies’ share-based or cash-based plans for participants in Singapore	
A7	Prepare advice analysing how an interest in securities arises and further prepare advice on the manner of disclosure of interests in securities by substantial shareholders, Directors and the Chief Executive Officer of SGX listed companies under the Securities and Futures Act 2001 and, where applicable, the Companies Act 1967	

A8	Prepare advice on disclosure of material information under the SGX Listing Manual, including whether and when disclosure may be withheld, and prepare the relevant announcements for the initial disclosure and for subsequent updates	
A9	Prepare advice on continuing disclosure obligations under the SGX Listing Manual, and draft the requisite announcements for certain corporate actions requiring immediate disclosure including but not limited to acquisitions and disposals, disclosure of material information, grant of share awards and use of treasury shares	
A10	Prepare advice on analysing whether an arrangement or transaction is classified as an IPT and the implications/compliance requirements that arise as a result, and if required, prepare the relevant announcements and letters to shareholders for approving the IPT	
A11	Prepare advice and assist with analysing how a transaction may be classified under the SGX Listing Manual rules regulating significant transactions, and if required, prepare the relevant announcements and letters to shareholders for approving the transaction	
A12	Prepare advice on directors' duties and liabilities generally, with a focus on the compliance requirements under the Companies Act 1967 and SGX Listing Manual across a wide spectrum of matters including but not limited to the management of conflicts of interests and disclosure requirements	
A13	Prepare advice on the listing of a Singapore company on a foreign securities exchange, and subsequently prepare advice on reconciling the Companies Act 1967 regime with applicable foreign listing rules and securities regulations for Singapore companies after its listing on the foreign securities exchange	
A14	Prepare advice on the intricacies of drafting the Constitution of a company and where relevant, prepare advice on the interplay between harmonising the salient provisions under a shareholders' agreement with the Constitution	

A15	Prepare advice on setting up a business establishment in Singapore and ancillary advice relating thereto	
A16	Prepare advice on the disclosure requirements governing the Register of Registrable Controllers, Register of Nominee Directors and Register of Nominee Shareholders	
A17	Prepare advice on employment-relating matters, including malus and clawback arrangements, and drafting employment agreements	
A18	Assist with the conduct of seminars for boards of directors of SGX listed companies and training workshops for management on various regulatory compliance matters under the SGX Listing Manual, the Companies Act and the Securities and Futures Act	

SECTION B

No.	Task	Done <i>(please tick accordingly)</i>
B1	Discuss potential ethical issues that may arise in a corporate and commercial practice, including any issues that may arise in the practice of corporate regulatory and compliance with the supervising solicitor	

To the Singapore Institute of Legal Education:

I certify that this Practice Area Checklist accurately reflects the training undertaken and completed by the Practice Trainee under my supervision during the relevant period as specified in the Certificate of Diligence.

Name of Practice Trainee as per NRIC / FIN:	
Name of Singapore Law Practice:	
Practice Training Period Commencement Date:	
Name of Supervising Solicitor as per Practising Certificate:	
Signature of Supervising Solicitor:	
Date:	

Note: Ensure that the details provided above match with those in the approved Practice Training Contract.