

Changes on statutory requirements for AGM and filing of AR

As part of on-going efforts to keep Singapore business friendly and competitive, legislative changes relating to Annual General Meetings (AGMs) and Annual Returns (ARs) timelines that will reduce the regulatory burden of companies took effect on 31 Aug 2018.

The following legislative amendments to the Companies Act took effect for companies with FYE ending on or after 31 August 2018.

Alignment of timelines for holding AGMs and filing ARs to the Financial Year End (FYE)

To provide greater clarity for companies and reduce the compliance burden, the timelines for holding Annual General Meetings (AGMs) and the filing of annual returns will be aligned with the company's FYE.

Timeline for holding AGMs and filing of annual returns

For Companies with FYE ending before 31 Aug 2018	For Companies with FYE ending on or after 31 Aug 2018
<i>Holding of AGMs</i>	
(a) Timeline 1: Hold first AGM within 18 months of incorporation, and subsequent AGMs yearly at intervals of not more than 15 months (b) Timeline 2: Financial statements tabled at AGM must be made up to a date within 4 months (for listed company) or 6 months (for any other company) before the AGM date.	For listed companies: Hold AGM within 4 months after FYE For any other company: Hold AGM within 6 months after FYE
<i>Filing of Annual Returns</i>	
For companies having a share capital and keeping a branch register outside Singapore	For companies having a share capital and keeping a branch register outside Singapore:

<ul style="list-style-type: none"> File annual returns within 60 days after AGM <p>For other companies</p> <ul style="list-style-type: none"> File annual returns within 30 days after AGM 	<ul style="list-style-type: none"> File annual returns within 6 months (if listed) or 8 months (if not listed) after FYE <p>For other companies:</p> <ul style="list-style-type: none"> File annual returns within 5 months (if listed) or 7 months (if not listed) after FYE <p>Annual return can be filed only:</p> <ul style="list-style-type: none"> after an AGM has been held; after financial statements are sent if company need not hold AGM; or after FYE for private dormant relevant company that is exempted from preparing financial statements.
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To prevent companies from arbitrarily changing their FYE, the following safeguards are put in place:

- companies must notify the Registrar of their FYE upon incorporation and of any subsequent change;
- companies must apply to the Registrar for approval to change their FYE:
 - if the change in FYE will result in a financial year longer than 18 months; or
 - if the FYE was changed within the last 5 years; and
- unless otherwise approved by the Registrar, the duration of a company's financial year must not be more than 18 months in the year of incorporation.
- only FYE of the current and immediate previous financial year may be changed (provided that statutory deadlines for the holding of AGM, filing of annual return and sending of financial statements have not passed).

A company's financial periods starting on or after 31 Aug 2018 by default will be taken to be a period of 12 months for each financial period.

Important information for companies with unusual financial year period

Companies with an unusual financial year period (e.g. 52 weeks) should notify ACRA via the notification of change of FYE if they want to avoid applying for approval to change FYE every year.

Important information for newly Incorporated companies that have yet to file Annual Returns

Companies incorporated before 31 August 2018 have their FYE deemed by law to be the anniversary of the date previously notified to the Registrar as their FYE date. In the absence of such notification before 31 August 2018, the anniversary of the date of incorporation is deemed by law to be their FYE. Companies can change their FYE by notifying ACRA before or after 31 August 2018.

Illustrative timelines of AGM and AR obligations

Comparison of a private company's obligations before and after change in law

For companies with FYE ending before 31 August 2018

FYE could be anywhere from 0 – 6 months before AGM due date making FYE date uncertain

Gap between FYE and AGM due date is not fixed and could be between 0 to 6 months.

AGM due date's calculation is complicated as it is based on applying 3 different rules.

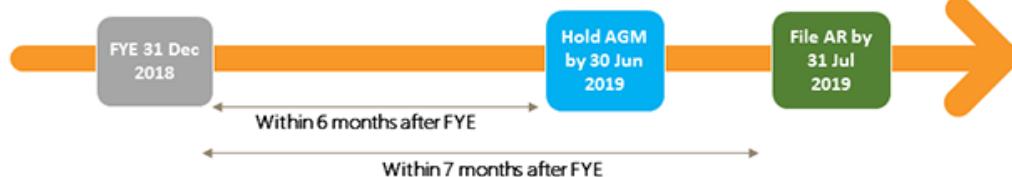
AR due date is based on AGM date + 30 days



For companies with FYE ending on and after 31 Aug 2018

FYE is certain as it must be notified to ACRA

AGM and AR due dates are simply FYE + 6 / 7 months



Illustrative examples relating to Change of FYE

Effect of new law on existing company's FYE ("existing company" refers to a company incorporated before 31 Aug 2018)

Example 1: Company has indicated in its AR previously filed with ACRA that its FYE is 31 Mar 2018.

The company's next FYE is deemed by the new law to be 31 Mar 2019.

Example 2: Company was incorporated on 1 Jan 2018 and has not yet lodged any AR with ACRA.

The company's first FYE is deemed by the new law to be 1 Jan 2019.

Effect of new law on new company's FYE ("new company" refers to a company incorporated on or after 31 Aug 2018)

Example 3: Company is incorporated on 1 Jan 2019. The company must notify the Registrar of its FYE upon incorporation.

What an existing company needs to do to change its FYE

Company has indicated in its AR previously filed with ACRA that its FYE is 31 Mar 2018. FYE deemed by law is 31 Mar 2019.

What should the company do to change its FYE?

- Company can notify the Registrar of a change in FYE via the transaction "Change of Financial Year End".

Restrictions on change in FYE for companies with FYE ending on or after 31 Aug 2018 for a change made on or after 31 Aug 2018

(a) A company cannot change its FYE without Registrar's approval:

- if the change in FYE will result in a financial year longer than 18 months; or
- if the FYE was changed within the last 5 years (from the last changed FYE)

Example 1

Company's FYE deemed by the new law is 31 Mar 2019

On 31 Jul 2018, company wants to change its FYE to 30 Apr 2019

- New laws are not applicable to the change in FYE. New laws only apply on and after 31 Aug 2018.

On 31 Dec 2020, company wants to change its FYE to 1 Feb 2021

- Not required to seek Registrar's approval. Although this change is within 5 years of the last changed FYE (30 Apr 2019), a change of FYE before the new law takes effect is not taken into consideration.

Example 2

Company's FYE deemed by the new law is 31 Mar 2019

On 31 Jan 2019, company wants to change its FYE to 30 Apr 2019

- Not required to seek Registrar's approval
- FYE changed to 30 Apr 2019.

On 31 Dec 2020, company wants to change its FYE to 1 Feb 2021

- Company must seek Registrar's approval for the FYE change because this is the second change within the last 5 years of the last changed FYE (30 Apr 2019).

Example 3

Company indicated in its AR filed in 2019 that its previous FY ended on 31 Mar 2019. Its next FYE should be 31 Mar 2020.

On 31 Jan 2020, company wants to change its FYE to 31 Dec 2020.

- Company must seek Registrar's approval for the FYE change because this will result in a financial year which is longer than 18 months (from 1 Apr 2019 to 31 Dec 2020).

(b) FYE can be changed for previous or current financial year, but only if the deadline for the holding of AGM, filing of AR or sending of financial statements for the current financial year have not yet passed.

Example 4

Company's FYE notified in AR last filed with ACRA is 31 Mar 2021. Its next FYE should be 31 Mar 2022.

On 10 Nov 2025, company wants to change its FYE for 2022 from 31 Mar 2022 to 31 Dec 2022.

- Company is not allowed to do so, because it can only change its previous or current financial year.

Example 5

Company indicated in its AR filed in 2019 that its previous FY ended on 31 Mar 2019. Its next FYE should be 31 Mar 2020.

On 1 Dec 2020, company wants to change its FYE from 31 Mar 2019 to 31 Dec 2020.

- Company is not allowed to do so, because the deadline for the holding of AGM, filing of AR or sending of financial statements for the current financial year have passed.

Exemption for private companies from holding AGMs subject to specified safeguards

Under the Companies (Amendment) Act 2017, private companies are exempted from holding AGMs if they send their financial statements to members within 5 months after the FYE.

The following safeguards are put in place:

- a. A member who wishes to request that an AGM be held must notify the company to hold an AGM not later than 14 days before the last day of the 6th month after FYE;
- b. Directors must hold an AGM within 6 months after FYE if notified by any one member of the company to do so. The company may seek the Registrar's approval for an extension of time to hold AGM; and
- c. Private companies must hold a general meeting to lay financial statements if any member or auditor requests for it not later than 14 days after the financial statements are sent out. Directors must, within 14 days after the date of request, hold a general meeting to lay the financial statements.

Private dormant relevant companies

Private dormant relevant companies exempt from preparing financial statements do not need to hold AGM, subject to the above-mentioned safeguards.

A Private Dormant Relevant Company is a private company which is dormant; is not listed (or not a subsidiary of a listed company); and has total assets less than or equal to \$500,000 (consolidated value if it is an ultimate parent).

Illustration of the timelines applicable to a private company



Private companies can continue to dispense with holding of AGMs

Private companies need not hold AGMs if all members have approved a resolution to dispense with the holding of AGMs. The timelines differ according to the companies' FYE. This is for consistency with the alignment of timelines for holding AGMs and filing ARs to the Financial Year End (for companies with FYE ending on or after 31 Aug 2018).

For companies with FYE ending before 31 Aug 2018	For companies with FYE ending on or after 31 Aug 2018
Annual Return is due within 30 days after the date financial statements are sent or the date on which all resolutions by written means were passed, whichever is later	Annual Return is due within 7 months after FYE
A member may request for AGM not later than 3 months before year end	A member may request for AGM not later than 14 days before the last day of the 6th month after FYE
If the dispensation resolution ceases to be in force, AGM must be held if there is at least 3 months of the year remaining from the time the resolution ceases to have effect	If the dispensation resolution ceases to be in force, AGM must be held if at least 3 months remain to the AGM due date

Where AGM is held after annual return is filed (due to member request), the new notification of the AGM date must be filed with the Registrar within 14 days.

A private company which sends out its financial statements within 5 months after FYE may proceed to file its annual return with ACRA. If the company subsequently receives a valid request from a member to hold AGM, it must lodge a notice with the Registrar of the date of the AGM held.

[Frequently Asked Question on AGM exemption, change of FYE and AR filing timelines](#)