

RECOMMENDATIONS OF THE COMMITTEE TO ENHANCE SINGAPORE'S CORPORATE RESTRUCTURING AND INSOLVENCY REGIME

[2025] SAL Prac 26

The Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime was convened by the Ministry of Law to provide recommendations to further enhance Singapore's corporate debt restructuring and insolvency framework. The Committee released its report in March 2025 and this article explores the recommendations in the report and how these recommendations, if implemented, would build on and further enhance the existing restructuring and insolvency framework.

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I. Introduction

1 Singapore's debt restructuring and insolvency ecosystem has developed significantly in the past decade. Singapore introduced certain features of Chapter 11 of the US Bankruptcy Code into its restructuring framework, enacted legislation based

on the UNCITRAL Model Law on Cross-Border Insolvency,¹ implemented a new omnibus Act – the Insolvency, Restructuring and Dissolution Act 2018² (“IRDA”) – that consolidates Singapore’s debt restructuring and insolvency laws into one statute and also clarified the Singapore International Commercial Court’s jurisdiction to hear corporate cross-border restructuring and insolvency matters and allowed foreign lawyers to participate in such proceedings.

2 As Singapore heads towards the tenth-year anniversary of these changes, it makes sense to take stock and consider how Singapore can further develop and strengthen its corporate restructuring and insolvency regime. With this in mind, the Ministry of Law convened the Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime (“Committee”) to provide their views and recommendations to further enhance Singapore’s restructuring framework³ and attract users to use the regime. The Committee comprised representatives from key stakeholder groups within the corporate restructuring and insolvency ecosystem, including restructuring and insolvency professionals in the turnaround, legal, banking and finance industries as well as academia and members of the Government.⁴

3 On 11 March 2025, the Committee published its recommendations in its report, *Report of the Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime*, (“Report”) and a public consultation was launched on that Report. This public consultation concluded on 8 April 2025.⁵

1 United Nations Commission on International Trade Law, UNCITRAL Model Law on Cross-Border Insolvency (1997).

2 2020 Rev Ed.

3 Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 5, para 3.

4 Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 6, para 4.

5 Ministry of Law, “Public Consultation On the Report of the Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime” (11 March 2025) <<https://www.mlaw.gov.sg/public-consultation-on-the-rni-committee-report/>> (accessed 14 August 2025).

4 This article explores the recommendations in the Report and how these recommendations, if implemented, would build on and further enhance the existing restructuring and insolvency framework.

II. Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime

5 The Committee made the following recommendations, which are grouped into four broad categories:⁶

(a) Category 1: strengthening the judicial management regime

(i) **Recommendation 1.1:** The judicial management regime is to be reconceptualised to emphasise its restructuring and turnaround functions.

(ii) **Recommendation 1.2:** Both creditors and the debtor are to have standing to apply to the court to place the debtor in judicial management, so that the debtor has the added option to seek to restructure or turnaround its business via the reconceptualised judicial management regime, in addition to the scheme of arrangement regime;

(iii) **Recommendation 1.3:** The remuneration of the judicial manager is to be based on a model that allows flexibility to better align the judicial manager's remuneration with successful outcomes in judicial management proceedings, in particular, to encourage the structuring of the judicial manager's fees to include a "success fee" component.

(iv) **Recommendation 1.4:** The judicial manager is to continue to have the ability to pursue

6 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 7, para 7.

clawback actions in the reconceptualised judicial management regime, in order to allow the judicial manager to recover the assets of the debtor.

(b) Category 2: cross-class cramdown in schemes of arrangement

(i) **Recommendation 2.1:** The cross-class cramdown threshold requirements are to be refined to remove conditions requiring a majority in number of creditors representing three-fourths in value of creditors meant to be bound by the proposed scheme to vote in favour of the restructuring plan.

(ii) **Recommendation 2.2:** The scope of the cross-class cramdown provisions is to be expanded to encompass shareholders in appropriate circumstances, reflecting the economic reality of the debtor's capital structure in a financially distressed situation.

(c) Category 3: refining the framework and tools for efficient debt restructurings

(i) **Recommendation 3.1:** The process for disposing the company's undertaking or property, and issuing new shares, is to be streamlined in a judicial management or scheme of arrangement.

(ii) **Recommendation 3.2:** The court is to be provided with the discretion to assess and appoint a neutral third-party individual as a restructuring officer to assist with a restructuring under a scheme of arrangement.

(d) Category 4: adopting the UNCITRAL model laws relating to insolvency

(i) **Recommendation 4.1:** The UNCITRAL Model Law on Enterprise Group Insolvency⁷ and the UNCITRAL Model Law on Recognition and Enforcement of Insolvency-Related Judgments⁸ are to be adopted, which will further strengthen Singapore's ability to deal with international, cross-border restructuring and insolvency matters, complementing Singapore's earlier adoption of the UNCITRAL Model Law on Cross-Border Insolvency in 2017.

A. Strengthening the judicial management regime

6 Recommendation 1.1 was to reconceptualise the judicial management regime by streamlining its three current functions- namely, the survival of the company, or the whole or part of its undertaking, as a going concern ("turnaround function"), the approval of a scheme of arrangement ("restructuring function"), and a more advantageous realisation of the company's assets or property than on a winding up ("recovery function")⁹ - to place greater emphasis on its turnaround and restructuring functions.

7 This recommendation was partly driven by the judicial management regime's historically poor track record and unfavourable perception from the market. As early as 2013, the Insolvency Law Review Committee then tasked with reviewing the insolvency regime observed that "since [the judicial management's] introduction in 1987, the judicial management regime has not secured a very successful track record in relation to the rehabilitation of financially troubled companies".¹⁰

7 United Nations Commission on International Trade Law, UNCITRAL Model Law on Enterprise Group Insolvency with Guide to Enactment (2019).

8 United Nations Commission on International Trade Law, UNCITRAL Model Law on Recognition and Enforcement of Insolvency-Related Judgments (2018).

9 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 8, para 1.2.

10 Insolvency Law Review Committee, *Report of the Insolvency Law Review Committee* (2013) at p 82, para 3.

Despite subsequent amendments to Singapore's insolvency and restructuring legislation, there was no significant improvement to the success rate of judicial management as at 2024.¹¹ In a review conducted by the Secretariat, of the 99 reviewed judicial management applications filed between 23 May 2017 and 31 December 2021, fewer than half (43 cases) were assessed to have been successful.¹² The Committee also noted prevailing market perceptions of judicial management being a last resort which typically resulted in a winding up, with some creditors experiencing a lack of control, oversight and disclosure during the course of the judicial management.¹³

8 In light of these findings, the Committee re-examined the role of judicial management within the overall insolvency and restructuring framework. It identified the principal value of judicial management as its ability to displace incumbent management, obtain critical information and assess the debtor's position with a view to resolve its immediate financial distress.¹⁴ However, this value proposition was eroded by the divergent purposes of judicial management (namely having turnaround, restructuring and recovery functions), which led to ambiguity regarding the intended outcome in any given case. This ambiguity in turn diminished creditor support for using judicial management.¹⁵ While the Committee acknowledged that

11 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 8, para 1.3.

12 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 9, para 1.5.

13 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 8, para 1.4(b).

14 It should be noted that this key value proposition of judicial management's restructuring and turnaround functions is only realised under the expeditious conduct of judicial management proceedings, with the outcome being the debtor's turnaround or restructuring and better than that in the debtor's immediate liquidation: Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 9, paras 1.6–1.7.

15 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 9, paras 1.7–1.8.

judicial managers have, in some cases, successfully effected asset recoveries, it was of the view that focusing on the turnaround and restructuring functions would yield more positive outcomes in a judicial management.¹⁶ The removal of the recovery function from judicial management would have wider implications, including the need to rely on other existing processes, such as receivership or winding up, to recover value.¹⁷ This can likely be adequately supported by the infrastructure available in the other existing processes.

9 Recommendation 1.2 was for both creditors and the debtor to continue to have standing to apply for judicial management. This preserves the debtor's existing option to restructure its business via the reconceptualised judicial management regime, in addition to the scheme of arrangement regime.

10 Currently, s 90 of the IRDA allows any creditor or the debtor to apply to the court for an order to place a debtor under judicial management. The question of whether this should continue arose partly due to findings that creditor-initiated applications were more likely to be approved by the court and had a higher success rate than debtor-initiated applications.¹⁸ Notwithstanding these findings, the Committee did not recommend changing the rules on standing. It emphasised that debtors should retain the right to initiate judicial management proceedings, particularly when a planned management change is necessary.¹⁹ Indeed, debtor-led applications are especially appropriate when existing management, who is familiar with the company's operations and financial conditions, requires the

16 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 9, para 1.8.

17 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 10, para 1.8.

18 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 9, para 1.5.

19 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 10, para 1.11.

assistance of an independent officer to navigate the complexities of a turnaround.

11 Recommendation 1.3 was to base the judicial manager’s remuneration on a model that better aligns remuneration with a successful outcome of the judicial management. To achieve this, the Committee proposed introducing flexibility in fee structures and specifically encouraged the inclusion of a “success fee” component as part of a multi-stage remuneration model.²⁰ A success fee could be a motivating factor to complete a restructuring more quickly by aligning the judicial manager’s monetary interests with those of the stakeholders. This could prevent long-drawn restructurings and the costs associated with them, which would help to preserve more value for stakeholders.

12 Although the Committee did not recommend any specific multi-stage remuneration model, it considered an approach involving an initial phase where fees are charged on a time-costs basis, followed by success-based remuneration tied to the achievement of the judicial manager’s proposals and objectives.²¹ To implement this, the Committee suggested that the remuneration structure be detailed in the judicial manager’s statement of proposals, which should be submitted to the relevant parties and presented before a creditors’ meeting within 90 days after the company’s entry into judicial management, unless this timeline is extended by the court or by the creditors. This extension is sought somewhat as a matter of course, and in some judicial managements, the extension is obtained repeatedly until almost the end of the judicial management. This practice removes the opportunity for creditors to have early visibility on the judicial manager’s plans.²² If approval for the judicial manager’s remuneration structure forms part of the statement of proposals, judicial managers may be incentivised to avoid

20 Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 13, para 1.23.

21 Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore’s Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 13, para 1.24.

22 See the discussion in TC Choong & VK Rajah, *Judicial Management in Singapore* (Singapore: Butterworths, 1990) at pp 133–136.

postponing the creditors' meeting where statement of proposals are presented.

13 The Committee further noted that prescribing a specific remuneration figure, percentage or formula would not be commercially desirable and that the conditions of success in relation to the success fee component must be mutually agreed between the judicial manager and the creditors.²³ The issue of insolvency practitioners' fees, in particular judicial managers' fees, has not been an easy one and any further guidance on how best to deal with it is very welcome.

14 Recommendation 1.4 was for judicial managers to retain the ability to pursue clawback actions under the reconceptualised judicial management regime. Currently, ss 224, 225, 228, 229 and 438(4) of the IRDA²⁴ allow judicial managers to apply to court to unwind or adjust prior transactions. Where successful, any value improperly lost by the debtor, or any advantage improperly conferred on a third party as a result of the transaction, can be reversed or otherwise remedied.²⁵ This has the effect of augmenting the assets held by the debtor, thus also aiding in creditor recovery.

15 While the reconceptualised judicial management regime envisages removing the recovery function, the Committee nonetheless recommended retaining judicial managers' power to pursue clawback actions because doing otherwise would unduly restrict the judicial manager's functions.²⁶

23 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 13, para 1.24.

24 Insolvency, Restructuring and Dissolution Act 2018 ss 224 ("Transactions at undervalue"), 225 ("Unfair preferences"), 228 ("Extortionate credit transactions"), 229 ("Avoidance of certain floating charges") and 438 ("Transactions defrauding creditors").

25 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 14, para 1.25; Insolvency, Restructuring and Dissolution Act 2018 (2020 Rev Ed) ss 227(1), 228, 229(1) and 439(1).

26 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 14, para 1.26(a).

16 The Committee also noted the real possibility of a delay in the judicial management because of clawback actions but also observed that these delays can be managed because clawback actions require creditors' consent to be commenced and may only proceed if they support the restructuring process.²⁷ This approach is sensible especially given the growing interest in litigation funding and the significant potential returns from these clawback actions, which could play an important role in the restructuring.

17 Despite the intention to focus the judicial management regime away from its recovery functions, the Committee also proposed to allow the judicial manager to make distributions in certain circumstances, subject to the court's control.²⁸ The Committee reasoned that this would offer flexibility and cost-efficiency and also address feedback that judicial managers have been constrained by their lack of power to make distributions. This marks a shift from the position in 2017, when the Ministry of Law was considering amendments to Singapore's insolvency and restructuring legislation. The position then was that judicial management was not intended to distribute the debtor's property to creditors.²⁹

B. Refining cross-class cramdown in schemes of arrangement

18 Recommendation 2.1 was to refine the cross-class cramdown threshold requirements by removing the requirement that a majority in number representing three-fourths in value of all the creditors meant to be bound by a proposed scheme

27 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 14, para 1.27.

28 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 15, para 1.30(a).

29 Ministry of Law, "Ministry's Response to Feedback from Public Consultation on the Draft Companies (Amendment) Bill 2017 to Strengthen Singapore as an International Centre for Debt Restructuring" (27 February 2017) <https://www.mlaw.gov.sg/files/Annex_A-Government_Response_to_Public%20Consult_Feedback_for_Companies_Act_Amendments.pdf> at paras 10.3.1–10.3.2 (accessed 14 August 2025). See also the discussion in Lee Eng Beng, "Insolvency Law" (2003) 4 SAL Ann Rev 263 at paras 14.41–14.43.

and who are present and voting, vote in favour of the scheme (“Overall Number and Value Condition”).

19 Currently, even if some creditor classes fail to meet the voting thresholds (majority in number and three-fourths in value) to approve a scheme, s 70 of the IRDA allows for a cross-class cramdown that binds the dissenting classes provided that: (a) the Overall Number and Value Condition is met; and (b) the court is satisfied that the arrangement does not discriminate unfairly between two or more classes of creditors and is fair and equitable to each dissenting class.³⁰ The Committee noted that this high threshold deters the use of the cross-class cramdown in a restructuring.³¹

20 The Committee further noted that foreign cramdown frameworks, such as Chapter 11 of the US Bankruptcy Code, Part 26A of the UK Companies Act 2006³² and Court Approved Restructuring Plan Act of the Netherlands, do not impose the Overall Number and Value Condition. Instead, they rely on other safeguards. For example, US Chapter 11 requires acceptance by at least one impaired creditor class and also requires the plan to be fair and reasonable. Any secured creditors subject to cramdown must be offered the equivalent of their claims.³³ In both the UK and the Netherlands, at least one class of creditors who are in-the-money in the event of a liquidation must meet the requisite voting threshold. Based on this comparative analysis, the Committee recommended lowering Singapore's threshold requirements for cross-class cramdown and considering adaptations from these foreign frameworks.³⁴ This departs from the Ministry of Law's position in 2017 to not lower the

30 See generally, Mohan Gopalan, “Creditor Schemes of Arrangement and Dissenting Creditor Protection” (2018) 30 SAJLJ 902 at 912.

31 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 16, para 2.4.

32 c 46 (UK).

33 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 18, para 2.11.

34 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 19, paras 2.14(a) and 2.16.

threshold requirements for a cross-class cramdown. In 2017, in response to a respondent's suggestion to abolish the Overall Number and Value Condition on the basis that the requirement was unnecessary and overly restrictive, the Ministry of Law considered it a safeguard in a cramdown scenario.³⁵

21 Recommendation 2.2 was to expand the scope of the cross-class cramdown provisions to encompass shareholders in appropriate circumstances. The IRDA currently does not provide for shareholder cramdowns. This means that shareholders with no economic interest in the debtor upon its liquidation can potentially block a restructuring plan supported by a majority of creditors. The possibility of shareholder cramdowns was considered in 2017. The Companies (Amendment) Act 2017³⁶ provided that when there is a cramdown, members cannot retain any "property", which would have included the members' shares in the company.³⁷ However, when the provision was ported to the IRDA, the phrasing of such provision was amended to "property of the company",³⁸ which would not include members' shares in the company. This confirms the then position that the cramdown provisions introduced were "not concerned with adjustments to shareholder interests"³⁹ and that introducing shareholder cramdown was a "fundamental paradigm shift to the regime".⁴⁰

22 Allowing cramdowns on such shareholders would better reflect the economic reality of the debtor's capital

35 Ministry of Law, "Ministry's Response to Feedback from Public Consultation On the Draft Companies (Amendment) Bill 2017 to Strengthen Singapore as an International Centre for Debt Restructuring" (27 February 2017) <https://www.mlaw.gov.sg/files/Annex_A-Government_Response_to_Public%20Consult_Feedback_for_Companies_Act_Amendments.pdf> at para 8.1 (accessed 14 August 2025).

36 Act 15 of 2017.

37 See s 211H(4)(b)(ii)(B) in s 22 of the Companies (Amendment) Act 2017 (Act 14 of 2017).

38 Insolvency, Restructuring and Dissolution Act 2018 (2020 Rev Ed) s 70(4)(b)(ii)(B).

39 Singapore Parl Debates, Vol 94, Sitting No 43; [10 March 2017] (Indranee Rajah, Senior Minister of State for Finance).

40 Singapore Parl Debates, Vol 94, Sitting No 43; [10 March 2017] (Indranee Rajah, Senior Minister of State for Finance).

structure in a financially distressed situation.⁴¹ The Committee also recommended limiting such cramdowns in cases where shareholders contribute new value to the debtor, reasoning that preserving their interest could encourage their continued support for the restructuring.⁴² A similar situation was presented in the recent UK case of *Re Sino-Ocean Group Holding Ltd*,⁴³ where the court allowed state-owned shareholders to retain their shares in the company despite a cramdown, because it would be beneficial for the company to be regarded as state-owned. It will be interesting to see if an exception like this will be allowed in Singapore if the Committee's recommendation is implemented.

23 If implemented, this recommendation would greatly facilitate a restructuring process which could otherwise be hampered by shareholders with no real economic interest. It would also reduce the time and cost involved in achieving a successful restructuring.

C. Refining the framework and tools for efficient debt restructurings

24 Recommendation 3.1 was to streamline the process for disposing the company's undertaking or property and for issuing new shares in a judicial management or scheme of arrangement. Currently, under ss 160 and 161 of the Companies Act 1967,⁴⁴ shareholder approval at a general meeting is required before a company can dispose of all or substantially all of its undertaking or property, or issue new shares in connection with a restructuring. This requirement can create uncertainty in restructuring plans as shareholders, which are often out-of-the-money in insolvency, may frustrate creditor-approved

41 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 17, para 2.6.

42 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 19, para 2.14(b).

43 [2025] EWHC 205 (Ch).

44 2020 Rev Ed.

agreements.⁴⁵ The Committee noted that the UK framework includes a carve-out from the shareholder approval requirement in certain restructuring arrangements which is absent from Singapore's current legislation.⁴⁶ It therefore recommended streamlining the corporate approval processes to help debtors to implement their restructuring plans.⁴⁷

25 It should also be noted that the Singapore Exchange Regulation is proposing changes to its rules to facilitate the restructuring of companies listed on the Singapore Exchange ("SGX").⁴⁸ These changes, including removing the requirement for shareholders to vote on major disposals in a judicial management or liquidation, are intended to enable insolvent issuers to restructure more efficiently and lessen regulatory burden. It will be interesting to see how the amended SGX rules will interact with Recommendation 3.1, if implemented.

26 Recommendation 3.2 was to statutorily give the court the discretion to appoint a neutral third-party individual, a restructuring officer, to assist with a scheme of arrangement.⁴⁹ The Committee noted that the court already has the power to appoint a restructuring officer, citing the example of a chief restructuring officer being appointed by the Singapore High Court in a scheme of arrangement relating to Antanium Resources Pte Ltd.⁵⁰ The chief restructuring officer was granted extensive

45 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 21, para 3.6.

46 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 21, para 3.5.

47 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 21, para 3.7.

48 Singapore Exchange Ltd, "Consultation Paper On Proposed Enhancements to Corporate Restructuring Framework and Trading Resumption Framework" (23 February 2024) <<https://www.sgx.com/regco/public-consultations/20240223-consultation-paper-proposed-enhancements-corporate>> (accessed 14 August 2025).

49 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 24, para 3.18.

50 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (cont'd on the next page)

powers to advance the debtor's restructuring and promote transparency with creditors.

27 Similar to the concept of a monitor in certain foreign jurisdictions, the Committee identified the restructuring officer's role as an independent third party reporting to the court and creditors to address concerns about information gaps and creditor engagement. The Committee envisaged the restructuring officer's powers to be wide-ranging, including investigating and reporting on alleged misfeasance during restructuring, advising on the operational aspects of the restructuring and assisting with overseeing and implementing the restructuring. While acknowledging that the appointment of a restructuring officer would increase costs and potentially delay scheme proceedings, the Committee considered the option of having a restructuring officer a useful one, and added that the court's discretion to make an assessment of the merits of such an appointment and confirm such appointment would provide more certainty to parties and minimise disputes.

28 However, the Committee did not consider it necessary to extend the option of appointing a restructuring officer to the context of judicial management.⁵¹ It reasoned that a judicial manager is already an officer of the court, and introducing a parallel option for the appointment of a restructuring officer could cause conflict with the statutory powers of a judicial manager. In addition, the judicial manager should already be able to provide the necessary business expertise and if the mandated option of a restructuring officer were to be included, it could run the risk of abuse as there may be applications made by parties trying to gain some form of leverage over the judicial manager.⁵²

and Insolvency Regime (11 March 2025) at p 22, para 3.9; see also Kyriaki Karadelis, "Singapore Commodities Trader Secures Novel CRO-Managed Scheme's Sanction" (23 June 2023) <<https://globalrestructuringreview.com/article/singapore-commodities-trader-secures-novel-cro-managed-schemes-sanction>> (accessed 14 August 2025).

51 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 25, para 3.21.

52 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (cont'd on the next page)

The Committee's views are well founded. In fact, appointing both a judicial manager and restructuring officer could lead to unnecessary duplication and inefficiencies.

D. Adopting UNCITRAL Model Law on Enterprise Group Insolvency and UNCITRAL Model Law on Recognition and Enforcement of Insolvency-Related Judgments

29 Recommendation 4.1 was for the UNCITRAL Model Law on Enterprise Group Insolvency (“MLEGI”), and the UNCITRAL Model Law on Recognition and Enforcement of Insolvency-Related Judgments (“MLRIJ”) to be adopted. This would further strengthen Singapore's ability to deal with international, cross-border restructuring and insolvency matters, complementing Singapore's earlier adoption of the UNCITRAL Model Law on Cross-Border Insolvency in 2017. This would also demonstrate Singapore's commitment to mutual cooperation and international best practices in the area of international insolvency.⁵³ In the Committee's view, both the MLEGI and MLRIJ could be enacted in the IRDA in its entirety, without substantially affecting or undermining existing IRDA provisions and proceedings.⁵⁴

30 The Committee also specifically recommended adopting the supplemental provisions in the MLEGI that would allow Singapore to support “synthetic proceedings”.⁵⁵ A “synthetic proceeding” permits a jurisdiction to resolve foreign creditor claims in a manner similar to the foreign insolvency proceeding, in lieu of actually commencing the foreign insolvency proceeding. For example, a synthetic proceeding in Singapore would

and Insolvency Regime (11 March 2025) at p 23, paras 3.14–3.15.

53 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 26, para 4.2.

54 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 27, paras 4.5 and 4.7.

55 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 26, para 4.3; see generally Sim Kwan Kiat, “Jurisdictional Basis of Synthetic Proceedings in Cross-Border Insolvency” [2019] SAL Prac 10.

allow a restructuring of debts owed to Indonesian creditors in Singapore (under the rules of restructuring in Indonesia), in lieu of commencing the restructuring proceeding in Indonesia.⁵⁶

III. Conclusion

31 It remains to be seen how the various recommendations in the Report would be implemented. However, it is clear from the convening of the Committee, release of the Report and the response to the public consultation that the restructuring and insolvency community in Singapore is committed to further strengthening the Singapore framework for future turnaround matters.

56 Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime, *Report of the Committee to Enhance Singapore's Corporate Restructuring and Insolvency Regime* (11 March 2025) at p 26, n 37.