

PEARLIE KOH MING CHOO
ASSOCIATE PROFESSOR OF LAW
School of Law, Singapore Management University
LLB (NUS), LLM (MELBOURNE)
ADVOCATE & SOLICITOR (SINGAPORE)
pearliekoh@smu.edu.sg

Capsule Biography

Pearlie Koh is Associate Professor of Law with the School of Law, Singapore Management University. She was formerly an Associate Professor at the Nanyang Business School, Nanyang Technological University. She graduated with an LL.B (Second Class Upper Honours) from the National University of Singapore and obtained her LL.M from the University of Melbourne, Australia. She is an Advocate and Solicitor of the Singapore Supreme Court. She teaches Law of Business Organisations and Corporate Law.

Pearlie's main areas of research are in corporate and commercial law. She has published in international peer-reviewed legal journals, including the *Asian Journal of Comparative Law*, the *Cambridge Law Journal*, the *Journal of Corporate Law Studies*, the *Law Quarterly Review* and the *Modern Law Review*. Her research has been referred to by the courts of Singapore, England and Wales, Hong Kong and Malaysia. She has also written a book on Company Law (in its 3rd edition), and co-authored or contributed to text books on Business Law, Contract Law and Company Law.

Employment

- 1990 – 1992: Legal Associate
Messrs Lee & Lee Advocates and Solicitors
- 1992 – 2001: Lecturer
Nanyang Business School, Nanyang Technological University
- Since 2001: Associate Professor
Singapore Management University

Education

- 1985 – 1989 LLB *National University of Singapore*
- 1993 – 1995 LLM *University of Melbourne*

Publications

Books [monographs and/or edited collections]

1. *A Casebook on Company Law: Materials and Commentary 2021*, LexisNexis (lvi + 814 pages)
2. *Company Law* 3rd Ed, 2017, LexisNexis (xli + 443 pages)
3. *Company Law* 2nd Ed, 2009, LexisNexis (xxiii + 459 pages).

Co-Authored

4. *Corporate Law*, 2015, Academy Publishing (lxxxiv + 774 pages).
5. *Company Law*, 1999, Butterworths Asia (vii + 417 pages).

Journal Articles

1. “Corporate Shareholders in Singapore – Retail Shareholders, Effective Empowerment and the Unfulfilled Promise of the Digital Revolution” (with Tan Hwee Hoon) [2022] *Singapore Journal of Legal Studies* 1 – 22.
2. “Directors’ Duties in Singapore: Law and Perceptions” (with Tan Hwee Hoon) [2019] *Asian Journal of Comparative Law* 37 - 63.
3. “Power Allocation and the Role of Shareholders – A Comparative Examination” (2019) 15 *Berkeley Business Law Journal* 409 - 440.
4. “The Oppression Remedy – Clarifications on Boundaries” (2015) 15 *Journal of Corporate Law Studies* 407 - 415.
5. “Of Links and Legal Merits – Good Faith in the Statutory Derivative Action in Singapore” (2014) 14 *Oxford University Commonwealth Law Journal* 225-249.
6. “Punishment and Protection – The Disqualification of Directors in Singapore” [2013] *Singapore Journal of Legal Studies* 1-10.
7. “A Reconsideration of the Shareholder’s Remedy for Oppression in Singapore” (2013) 42 *Common Law World Review* 61-90
8. “Irregularities in Procedure – Reconsidering Section 392” [2012] *Singapore Journal of Legal Studies* 467-480
9. “The Shareholder’s Personal Claim – Allowing Recovery for Reflective Loss” (2011) 23 *Singapore Academy of Law Journal (Special Issue – Company Law)* 863-889

10. “Derivative Actions ‘Once Removed’” [2010] *Journal of Business Law* 101
11. “The Resigning Director – A Tale of Two Cases” [2008] *Singapore Journal of Legal Studies* 205 – 215
12. “Issues in Misrepresentation” [2008] *Journal of Business Law* 123-138
13. “The Nominee Director’s Tangled Lot” [2007] *Singapore Journal of Legal Studies* 148 – 161.
14. “Directors’ Fiduciary Duties: Unthreading the Joints of Shareholder Ratification” (2005) *5 Journal of Corporate Law Studies* 363 - 399.
15. “Disclosing Conflicts of Interests” (2005) *17 Singapore Academy of Law Journal* 465 - 475.
16. “The Great Divide - Considering Section 157A of the Singapore Companies Act” (2004) *6 Australian Journal of Asian Law* 231 - 252.
17. “Principle 6 of the Proposed Statement of Directors’ Duties” (2003) *66 Modern Law Review* 894 - 905.
18. “The Director’s Fiduciary Obligations – A Fresh Look?” [2003] *Cambridge Law Journal* 42 - 45.
19. “An Issue of Absolution – Section 391 of the Companies Act” (2003) *15 Singapore Academy of Law Journal* 306 - 332.
20. “Economic Duress and A Drop of Fairness – A Singapore Perspective” [2003] *Journal of Business Law* 571 - 578.
21. “Once a Director, Always a Fiduciary?” [2003] *Cambridge Law Journal* 403 - 443.
22. “Of Driftnets & Submarines – The Insider Trading Laws of Singapore” (2002) *30 Australian Business Law Review* 298 - 308 (with Lee Pey Woan).
23. “The Statutory Derivative Action in Singapore – A Critical and Comparative Examination” (2001) *13 Bond Law Review* 64 - 94.

24. "Corporate Governance in Asia" (2000) 31 *Asia Business Law Review* 18 – 28 (with G. Shenoy).
25. "Enhancing Economic Cooperation: A Regional Arbitration Centre for ASEAN?"; (2000) 49 *International and Comparative Law Quarterly* 390 – 412.
26. "Foreign Judgments in ASEAN - A Proposal" (1996) 45 *International and Comparative Law Quarterly* 844 – 860.
27. "Shadow Director, Shadow Director, Who Art Thou?" (1996) 14 *Company and Securities Law Journal* 340 – 351.
28. "Securities Regulations in ASEAN - Is It Time for a Harmonious Tune to be Sung?" [1995] *Singapore Journal of Legal Studies* 146 - 180.
29. "For Better or For Worse - The Statutory Derivative Action in Singapore" (1995) 7 *Singapore Academy of Law Journal* 74 – 102.

Case Notes and Shorter Notes

1. "Holding Company's Liability for Inducing its Subsidiary's Contractual Breach" (2020) 136 *LQR* 30 – 35.
2. "A Director's Duty of Loyalty and the Relevance of the Company's Scope of Business: *Cheng Wai Tao v Poon Ka Man Jason*" (2017) 80 *Modern Law Review* 941 - 954.
3. "The Theory of Division of Powers and Advisory Resolutions" (2017) 133 *Law Quarterly Review* 197 – 203.
4. "Company Law in Asia: Recent Developments" (1997) 16 *Asia Business Law Review* 27 – 35 (with G. Shenoy).
5. "Insolvency Laws in Asia: An Overview" (1996) 14 *Asia Business Law Review* 43 – 48.

Book Chapters

1. "Shareholder Empowerment in the Digital Age" in Andrew Godwin, Lee Pey Woan, Rosemary Langford (eds), *Technology and Corporate Law: How Innovation Shapes Corporate Activity* (Hart Publishing, 2021).
2. "Market Misconduct" [with Lee Pey Woan] in Lan Luh Luh, Dora Neo & Hans Tjio (eds), *Financial Law and Regulation in Singapore* (Academy Publishing, 2019), 472 - 517.

3. “Economic Duress, Undue Influence & Unconscionability” in Chapter 14 of Loo Wee Ling (ed), *Principles of Singapore Business Law* (Cengage Learning, Singapore, 2019), 397 - 424.
4. “Agency” in Chapter 20 of Loo Wee Ling (ed), *Principles of Singapore Business Law* (Cengage Learning, Singapore, 2019) 559 - 582.
5. “Business Organisations” in Chapter 21 of Loo Wee Ling (ed), *Principles of Singapore Business Law* (Cengage Learning, Singapore, 2019) 583 - 612.
6. “Misrepresentation and Non-disclosure” in A Phang (gen ed), *The Law of Contract in Singapore* (Academy Publishing, 2012), 661 – 777.
7. “Regulation of Terms – With Particular Reference to Exception Clauses” in A Phang (gen ed), *The Law of Contract in Singapore* (Academy Publishing, 2012) 331 - 416 (with Andrew Phang)
8. “Express and Implied Terms” in A Phang (gen ed), *The Law of Contract in Singapore* (Academy Publishing, 2012) 283-330 (with Andrew Phang)
9. “Of Directors and ‘Mouldable’ Duties” in TM Yeo, H Tjio & HW Tang (eds), *Developments in Singapore Law between 2006 and 2010: Trends and Perspectives*, (Singapore Academy of Law, 2011) 779-796
10. “Enforcement of Corporate Rights” in Chapter 9 of *Halsbury’s Laws of Singapore Vol 6 - Company Law & Limited Liability Partnerships* (LexisNexis, Singapore, 2010 reissue), pp 206-230.
11. “Directors’ Duties and Liabilities” in Chapter 8 of *Halsbury’s Laws of Singapore Vol 6 - Company Law & Limited Liability Partnerships* (LexisNexis, Singapore, 2010 reissue), pp 175-206.
12. “Directors and Other Corporate Officers” in Chapter 7 of *Halsbury’s Laws of Singapore Vol 6 - Company Law & Limited Liability Partnerships* (LexisNexis, Singapore, 2010 reissue), pp 140-175.
13. “Incorporation and its Consequences” in Chapter 2 of *Halsbury’s Laws of Singapore Vol 6 - Company Law & Limited Liability Partnerships* (LexisNexis, Singapore, 2010 reissue), pp 28 - 52.

14. "Introduction" in Chapter 1 of *Halsbury's Laws of Singapore Vol 6 - Company Law & Limited Liability Partnerships* (LexisNexis, Singapore, 2010 reissue), pp 5 - 28.
15. "Company Law" in Chapter 9 of HW Tang and M Hor (eds), *Reading Law in Singapore*, (Lexis-Nexis, Singapore, 2009).
16. "Business Organisations" in Chapter 21 of George Shenoy & Loo Wee Ling (Gen.Eds), *Principles of Singapore Business Law*, (Cengage Learning, Singapore, 2009).
17. "Agency" in Chapter 20 of George Shenoy & Loo Wee Ling (Gen.Eds), *Principles of Singapore Business Law*, (Cengage Learning, Singapore, 2009).
18. "Economic Duress, Undue Influence & Unconscionability" in Chapter 14 of George Shenoy & Loo Wee Ling (Gen.Eds), *Principles of Singapore Business Law*, (Cengage Learning, Singapore, 2009).
19. "Directors and Officers" in Chapter H of *Woon's Corporations Law* (looseleaf) (LexisNexis, Singapore, 2006; 2007).
20. "Company Administration" in Chapter 10 of *Halsbury's Laws of Singapore Vol 6 - Company Law* (LexisNexis, Singapore, 2006), pp 229 - 244.
21. "Enforcement of Corporate Rights" in Chapter 9 of *Halsbury's Laws of Singapore Vol 6 - Company Law* (LexisNexis, Singapore, 2006), pp 205 - 229.
22. "Directors' Duties and Liabilities" in Chapter 8 of *Halsbury's Laws of Singapore Vol 6 - Company Law* (LexisNexis, Singapore, 2006), pp 176 - 205.
23. "Directors and Other Corporate Officers" in Chapter 7 of *Halsbury's Laws of Singapore Vol 6 - Company Law* (LexisNexis, Singapore, 2006), pp 142 - 175.
24. "Company Meetings" in Chapter 6 of *Halsbury's Laws of Singapore Vol 6 - Company Law* (LexisNexis, Singapore, 2006), pp 115 - 141.
25. "Membership and Members' Rights" in Chapter 5 of *Halsbury's Laws of Singapore Vol 6 - Company Law* (LexisNexis, Singapore, 2006), pp 96 - 115.
26. "Business Organisations" in Chapter 18 of Andrew Phang (Gen. Ed.) *Basic Principles of Singapore Business Law* (Thomson Learning, Singapore, 2004), pp 478 - 498.

27. “Agency” in Chapter 17 of Andrew Phang (Gen. Ed.) *Basic Principles of Singapore Business Law* (Thomson Learning, Singapore, 2004), pp 458 - 474.
28. “Performance of Contract” in Chapter 7 of George Shenoy (Ed.), *Principles of Law for Engineers* (Prentice Hall, Singapore, 2001), pp 142 - 151.
29. “Vitiation of Contract” in Chapter 6 of George Shenoy (Ed.), *Principles of Law for Engineers* (Prentice Hall, Singapore, 2001), pp 120 - 141.
30. “Discharge by Frustration” in Chapter 17 of *Halsbury’s Laws of Singapore Vol 7 - Contract* (Butterworths, Singapore, 2000), pp 456 – 483 (with Low Kee Yang).
31. “Mistake” in Chapter 7 of *Halsbury’s Laws of Singapore Vol 7 - Contract* (Butterworths, Singapore, 2000), pp 152 – 172 (with Low Kee Yang).
32. “Capacity to Contract” in Chapter 13 of *Halsbury’s Laws of Singapore Vol 7 - Contract* (Butterworths, Singapore, 2000), pp 380 – 400.
33. “Discharge of Contract and the Remedies” in Chapter 3 of Shenoy & Toh (ed), *Rights and Obligations of Business in Singapore* (Addison Wesley, Singapore, 1995), pp 104-146 (with N Kasiraja).

Other Publications [e.g. book reviews]

1. “Agency and Partnership Law” in Singapore Academy of Law Annual Review of Singapore Cases 2021, pp 72 - 86 (with Stephen Bull)
2. “Sustainability and Corporate Mechanisms in Asia by Ernest Lim” [2022] Sing JLS 258
3. “Agency Law” in Singapore Academy of Law Annual Review of Singapore Cases 2020, pp 87-94
4. “Agency Law” in Singapore Academy of Law Annual Review of Singapore Cases 2019, pp 53-58
5. “Agency Law” in Singapore Academy of Law Annual Review of Singapore Cases 2017, pp 50-53
6. “Agency and Partnership Law” in Singapore Academy of Law Annual Review of Singapore Cases 2016 (jointly with Stephen Bull), pp 76-88

7. “Agency and Partnership Law” in Singapore Academy of Law Annual Review of Singapore Cases 2015 (jointly with Stephen Bull), pp 87-99
8. “Agency and Partnership Law” in Singapore Academy of Law Annual Review of Singapore Cases 2014 (jointly with Stephen Bull), pp 39-46
9. “Agency and Partnership Law” in Singapore Academy of Law Annual Review of Singapore Cases 2013 (jointly with Stephen Bull), pp 62-71
10. “Agency and Partnership Law” in Singapore Academy of Law Annual Review of Singapore Cases 2011 (jointly with Stephen Bull), pp 48-54.
11. “Agency and Partnership Law” in Singapore Academy of Law Annual Review of Singapore Cases 2010 (jointly with Stephen Bull), pp 67-73.
12. “Agency and Partnership Law” in Singapore Academy of Law Annual Review of Singapore Cases 2009 (jointly with Stephen Bull), pp 42-52.
13. “Understanding Corporate Capacity” *Student Accountant*, United Kingdom; September 2008, pp 36 - 38.
14. “Contract Law”, Singapore Academy of Law, International Promotion of Singapore Law Committee, <http://www.singaporelaw.org.sg>, since 12 Jan 2006 (jointly with Lee Pey Woan and Tham Chee Ho).
15. “Contract Law” in Singapore Academy of Law Annual Review of Singapore Cases 2007 (jointly with Lee Pey Woan and Tham Chee Ho), pp 150 – 195.
16. “Contract Law” in Singapore Academy of Law Annual Review of Singapore Cases 2006 (jointly with Lee Pey Woan and Tham Chee Ho), pp 171 - 210.
17. “Contract Law” in Singapore Academy of Law Annual Review of Singapore Cases 2005 (jointly with Lee Pey Woan and Tham Chee Ho), pp 160 - 198.
18. “Contract Law” in Singapore Academy of Law Annual Review of Singapore Cases 2004 (jointly with Lee Pey Woan and Tham Chee Ho), pp 162 - 207.
19. “Insider Trading in Singapore: A Shift in Focus” *Student Accountant*, United Kingdom; June/July 2003, pp 34 - 36.

20. “Minority Shareholder Protection” *Smart Investor*, Singapore; May 2000, pp 64 – 69.
21. Case & Legislation Update, (1993) 3 *Asia Business Law Review* 94 – 99 (with Victor Yeo).
22. Case & Legislation Update, (1993) 2 *Asia Business Law Review* 94 – 99 (with Victor Yeo).
23. Case & Legislation Update, (1993) 1 *Asia Business Law Review* 83 – 91 (with Victor Yeo).

Conference Presentations [or Academic Presentations]

1. “Corporate Purpose and Sustainability”, Conference on Sustainable Development and Commerce in ASEAN Cities, Singapore, 12th November 2021.
2. “Shareholder Empowerment in the Digital Age”, Corporate Law Teachers Association Conference, Melbourne, Australia, 2nd - 5th February 2020.
3. “Shareholder Empowerment in the Digital Age”, Trends & Challenges in Corporate Law - A Comparative Perspective, Singapore, 23rd – 24th May 2019
4. “Proper Purposes Duty – Duty or Chimera”, Second Asian Private Law Workshop, Hong Kong, 16th – 17th May 2019.
5. “Directors’ Duties – Law and Perceptions”, 15th Asian Law Institute Conference, Seoul, South Korea, 10th – 11th May 2018 (with Tan Hwee Hoon).
6. “Power Allocation and the Role of Shareholders”, US-Asia Comparative Corporate Governance Conference 2018, Singapore, 13th – 14th January 2018.
7. “Boundaries of Shareholder Power”, HKU-NUS-SMU Symposium 2016, Hong Kong, 22nd – 23rd February 2016.
8. “Of Links and Legal Merits – The Statutory Derivative Action in Singapore”, Comparative Enforcement of Corporate and Securities Laws in Asia Conference, Singapore, 17th – 18th July 2014.
9. “Fairness in Contract”, Singapore Academy of Law Conference 2006, Singapore, 12th - 14th January 2006 (with SY Thio)
10. “The Role of Boards and Stakeholders in Corporate Governance”, Third Asian Roundtable on Corporate Governance, Singapore, 4th – 6th April 2001 (with Victor Yeo).

11. “Harmonisation of ASEAN Company Law - A Proposal”, National Corporate Law Teachers Conference 1994, Sydney, Australia.

Professional Presentations [or Professional Lectures]

- 2017: Talk on “Directors’ Duties and Liabilities: Developments and Trends” at Singapore Judicial College 28 March 2017.
- 2016: Panelist, SAL Distinguished Speaker Lecture 2016 [Lord Justice Christopher Charke], 23 September 2016.

Subjects Taught

LAW 201 Law of Business Organisations

LAW 205 Corporate Law