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Education

LLM, University of Melbourne, Australia, 1995

LLB, National University of Singapore, Singapore, 1989

Academic Appointments

Associate Professor of Law, Yong Pung How School of Law, SMU, Jan 2007 - Present

Associate Professor of Law, Lee Kong Chian School of Business, SMU, Jul 2001 - Dec 2006

Academic Administrative Positions

Director, Yong Pung How School of Law, SMU, May 2012 - Jun 2018

Member (School of Law), Institutional Review Board, SMU Institutional Review Board, SMU, Jan 2010 - Dec 2012

Associate Dean (Research), Yong Pung How School of Law, SMU, Sep 2006 - Dec 2008

RESEARCH

Research Interests

Corporate & Commercial Law

Publications

Journal Articles [Refereed]

The shareholder's standing to challenge the exercise of directorial power: *Tianrui (International) Holding Company v China Shanshui Cement Group Ltd*, by KOH, Pearlie. (2026). *Modern Law Review*, 89 (1), 179-194. <https://doi.org/10.1111/1468-2230.70004> (Published)

Proper purposes and directors' duties: Time to slay the chimera?, by KOH, Pearlie. (2022). *Journal of Corporate Law Studies*, 22 (2), 1045-1073. <https://doi.org/10.1080/14735970.2023.2218770> (Published)

Corporate shareholders in Singapore: Retail shareholders, effective empowerment and the unfulfilled promise of the digital revolution, by KOH, Pearlie; TAN, Hwee Hoon. (2022). *Singapore Journal of Legal*

Studies, 334-355. <https://ssrn.com/abstract=4301575> (Published)

Holding company's liability for inducing its subsidiary's contractual breach, by KOH, Pearlie M. C.. (2020). *Law Quarterly Review*, 136 30-35. (Published)

Directors' duties in Singapore: Law and perceptions, by KOH, Pearlie; TAN, Hwee Hoon. (2019). *Asian Journal of Comparative Law*, 14 (1), 37-63. <https://doi.org/10.1017/asjcl.2019.2> (Published)

The oppression remedy: Clarifications on boundaries, by KOH, Pearlie. (2015). *Journal of Corporate Law Studies*, 15 (2), 407-415. <https://doi.org/10.1080/14735970.2015.1044768> (Published)

Of links and legal merits: Good faith in the statutory derivative action in Singapore, by KOH, Pearlie. (2015). *Oxford University Commonwealth Law Journal*, 14 (2), 225-249. <https://doi.org/10.1080/14729342.2015.1047652> (Published)

Punishment and protection - The disqualification of directors in Singapore, by KOH, Pearlie Ming Choo. (2013). *Singapore Journal of Legal Studies*, 447-456. https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2414233 (Published)

A reconsideration of the shareholder's remedy for oppression in Singapore, by KOH, Pearlie M. C.. (2013). *Common Law World Review*, 42 (1), 61-90. <http://doi.org/10.1350/clwr.2013.42.1.0247> (Published)

Irregularities in procedure – reconsidering section 392, by KOH, Pearlie M. C.. (2012). *Singapore Journal of Legal Studies*, [2012] (2), 467-480. (Published)

The shareholder's personal claim: Allowing recovery for reflective loss, by KOH, Pearlie. (2011). *Singapore Academy of Law Journal*, 23 (SI), 863-889. (Published)

Agency and partnership law [2010], by KOH, Pearlie; BULL, Stephen. (2010). *Singapore Academy of Law Journal*, 11 67-73. (Published)

Derivative actions "Once removed", by KOH, Pearlie. (2010). *Journal of Business Law*, [2010] (2), 101-106. (Published)

Agency and partnership law [2009], by KOH, Pearlie; BULL, Stephen. (2010). *Singapore Academy of Law Journal*, 10 42-52. (Published)

The resigning director: A tale of two cases, by KOH, Pearlie. (2008). *Singapore Journal of Legal Studies*, [2008] (1), 205-215. (Published)

Some issues in misrepresentation, by KOH, Pearlie. (2008). *Journal of Business Law*, [2008] (2), 123-138. (Published)

The nominee director's tangled lot, by KOH, Pearlie. (2007). *Singapore Journal of Legal Studies*, [2007] (1), 148-161. (Published)

Directors' fiduciary duties: Unthreading the joints of shareholder ratification, by KOH, Pearlie. (2005). *Journal of Corporate Law Studies*, 5 (2), 363-399. (Published)

Disclosing conflicts of interests: Dayco Products Singapore Pte Ltd v Ong Cheng Aik [2004] 4 SLR 318, by KOH, Pearlie. (2005). *Singapore Academy of Law Journal*, 17 (1), 465-475. (Published)

The Great Divide: Considering Section 157a of the Singapore Companies Act, by KOH, Pearlie. (2004). *Australian Journal of Asian Law*, 6 (3), 1-22. <http://www.law.unimelb.edu.au/ajal/journal-contents/browse-the-journal/journal-details?Articles.ID=94> (Published)

Mistaken identity in the House of Lords, by PHANG, Andrew; LEE, Pey Woan; KOH, Pearlie. (2004). *Cambridge Law Journal*, 63 (1), 24-27. <http://doi.org/10.1017/S0008197304296490> (Published)

Principle 6 of the Proposed Statement of Directors Duties, by KOH, Pearlie. (2003). *Modern Law Review*, 66 (6), 894-905. <http://dx.doi.org/10.1046/j.1468-2230.2003.06606006.x> (Published)

Economic Duress and a Drop of Fairness: A Singapore Perspective, by KOH, Pearlie. (2003). *Journal of Business Law*, [2003] (6), 572-583. (Published)

An issue of absolution: Section 391 of the Companies Act, by KOH, Pearlie. (2003). *Singapore Academy of Law Journal*, 15 (2), 306-332. (Published)

- Once a director, always a fiduciary?, by KOH, Pearlie. (2003). *Cambridge Law Journal*, 62 (2), 403-443. <https://doi.org/10.1017/S0008197303006366> (Published)
- The director's fiduciary obligations: A fresh look?, by KOH, Pearlie. (2003). *Cambridge Law Journal*, 62 (1), 42-45. <https://doi.org/10.1017/s0008197303356211> (Published)
- Of Driftnets and Submarines: The Insider Trading Laws of Singapore, by KOH, Pearlie. (2002). *Australian Business Law Review*, 30 (4), 298-308. (Published)
- Corporate Governance in Asia, by SHENOY, George T. L.; KOH, Pearlie. (2001). *Asia Business Law Review*, [2001] (31), 18-28. <http://catalogue.library.smu.edu.sg/record=b1002578~S1> (Published)
- The statutory derivative action in Singapore: A critical and comparative examination, by KOH, Pearlie. (2001). *Bond Law Review*, 13 (1), 64-94. (Published)
- Enhancing economic co-operation: A regional arbitration centre for ASEAN?, by KOH, Pearlie. (2000). *International and Comparative Law Quarterly*, 49 (2), 390-412. <https://doi.org/10.1017/S0020589300064204> (Published)
- Company Law in Asia: Recent Developments, by Shenoy, George T. L.; KOH, Pearlie. (1997). *Asia Business Law Review*, [1997] (16), 27-35. <http://catalogue.library.smu.edu.sg/record=b1002578~S1> (Published)
- Foreign Judgments in ASEAN: A Proposal, by KOH, Pearlie. (1996). *International and Comparative Law Quarterly*, 45 (24), 844-860. (Published)
- Insolvency Laws in Asia: An Overview, by KOH, Pearlie. (1996). *Asia Business Law Review*, [1996] (14), 43-48. <http://catalogue.library.smu.edu.sg/record=b1002578~S1> (Published)
- Shadow Director, Shadow Director, Who Art Thou?, by KOH, Pearlie. (1996). *Company and Securities Law Journal*, 14 340-351. (Published)
- Securities Regulations in ASEAN: Is it Time for a Harmonious Tune to be Sung?, by KOH, Pearlie. (1995). *Singapore Journal of Legal Studies*, [1995] (1), 146-180. <http://www.heinonline.org/HOL/Page?collection=journals&handle=hein.journals/sjls1995&id=152> (Published)
- For better or for worse: The statutory derivative action in Singapore, by KOH, Pearlie. (1995). *Singapore Academy of Law Journal*, 7 (1), 74-102. (Published)

Case Notes/Digests

- A director's duty of loyalty and the relevance of the company's scope of business: <i>Cheng Wai Tao</i> v <i>Poon Ka Man Jason</i>, by KOH, Pearlie. (2017). *Modern Law Review*, 80 (5), 941-954. <https://doi.org/10.1111/1468-2230.12294> (Published)
- Agency and partnership law, by KOH, Pearlie; BULL, Stephen. (2017). *Singapore Academy of Law Annual Review of Singapore Cases*, [2016] 76-88. (Published)
- The theory of division of powers and advisory resolutions, by KOH, Pearlie. (2017). *Law Quarterly Review*, 133 (2), 197-202. (Published)
- Agency and partnership law, by KOH, Pearlie; BULL, Stephen. (2016). *Singapore Academy of Law Annual Review of Singapore Cases*, 16 87-99. (Published)
- Agency and partnership law, by KOH, Pearlie; BULL, Stephen. (2015). *Singapore Academy of Law Annual Review of Singapore Cases*, 15 39-46. (Published)
- Agency and partnership law, by KOH, Pearlie; BULL, Stephen. (2014). *Singapore Academy of Law Annual Review of Singapore Cases*, [2013] 62-71. (Published)
- Agency and partnership law, by KOH, Pearlie; BULL, Stephen. (2012). *Singapore Academy of Law Annual Review of Singapore Cases*, 12 48-54. (Published)
- Contract law, by THAM, Chee Ho; KOH, Pearlie; LEE, Pey Woan. (2008). *Singapore Academy of Law Annual Review of Singapore Cases*, [2007] 150-195. (Published)
- Contract law, by LEE, Pey Woan; KOH, Pearlie; THAM, Chee Ho. (2007). *Singapore Academy of Law Annual*

Review of Singapore Cases, [2006] 171-210.

<http://journalsonline.academyPublishing.org.sg/Journals/Singapore-Academy-of-Law-Annual-Review-of-Singapore-Cases/e-Archive/ctl/eFirstSALPDFJournalView/mid/512/ArticleId/197/Citation/JournalsOnlinePDF> (Published)

Contract law, by THAM, Chee Ho; KOH, Pearlie; LEE, Pey Woan. (2006). *Singapore Academy of Law Journal*, [2005] 171-210. (Published)

Contract law, by THAM, Chee Ho; KOH, Pearlie; LEE, Pey Woan. (2005). *Singapore Academy of Law Journal*, [2004] 162-207. (Published)

Contract law, by KOH, Pearlie; LEE, Pey Woan; THAM, Chee Ho. (2004). *Singapore Academy of Law Annual Review of Singapore Cases*, 5 162-207. (Published)

Books (Refereed)

A casebook on company law: Materials and commentary by KOH, Pearlie. (2021). Singapore: LexisNexis. (Published)

Books (Non-Refereed)

Company law (3rd ed), by KOH, Pearlie. (2017). Singapore: LexisNexis. <https://worldcat.org/isbn/9789814770484> (Published)

Corporate Law by TJIO, Hans; KOH, M.C. Pearlie; LEE, Pey-Woan. (2015). Law Practice Series, Singapore: Academy Publishing. (Published)

Book Chapters

Company law, by TJIO, Hans; KOH, Pearlie; LEE, Pey Woan. (2025). In Simon Chesterman, Goh Yihan & Andrew Phang (Ed.), *Law and Technology in Singapore* Singapore: Academy Publishing. (Published)

Law and technology: Company law, by TJIO, Hans; LEE, Pey Woan; KOH, Pearlie M. C.. (2021). In Simon Chesterman, Goh Yihan & Andrew Phang (Ed.), *Law and technology in Singapore* (pp. 1-23) Singapore: Academy Publishing. <https://doi.org/10.2139/ssrn.3783552> (Published)

COVID-19 and the spotlight on stakeholderism, by KOH, Pearlie. (2020). In Aurelio Gurrea-Martinez, Mark Findlay and Goh Yihan (Ed.), *Law and COVID-19* (pp. 94-97) Singapore: School of Law, Singapore Management University. <https://doi.org/10.2139/ssrn.3686357> (Published)

Market misconduct, by LEE Pey Woan; KOH, Pearlie. (2019). In LUH, Lan Luh; NEO, Dora; TJIO, Hans (Ed.), *Financial Law and Regulation in Singapore* Singapore: Academy Publishing. (Accepted)

Form, substance and context in company law, by KOH, Pearlie; LEE, Pey Woan; TJIO, Hans. (2017). In Andrew Phang; Goh Yihan (Ed.), *A Judge for the Ages - Essays in Honour of Justice Chao Hick Tin* Singapore: Academy Publishing. <https://www.sal-e.org.sg/a-judge-for-the-ages-essays-in-honour-of-justice-chao-hick-tin> (Published)

Company law, by KOH, Pearlie M. C.. (2014). In Hang Wu Tang; Michael Yew Meng Hor; Nicholas Poon (Ed.), *Reading law in Singapore* Singapore: LexisNexis. <http://worldcat.org/isbn/9789814406802> (Published)

Agency, by KOH, Pearlie M. C.. (2013). In George Shenoy & Loo Wee Ling (Ed.), *Principles of Singapore Business Law* <http://worldcat.org/isbn/9789814455527> (Published)

Misrepresentation and non-disclosure, by KOH, Pearlie M. C.. (2012). In Andrew Phang (Ed.), *The Law of Contract in Singapore* (pp. 661-777) Singapore: Academy Publishing. <http://worldcat.org/isbn/9789810886936> (Published)

Express and implied terms, by KOH, Pearlie M. C.; PHANG, Andrew. (2012). In Andrew Phang (Ed.), *The Law of Contract in Singapore* (pp. 283-330) Singapore: Academy Publishing. <http://worldcat.org/isbn/9789810886936> (Published)

Regulation of terms – with particular reference to exception clauses, by KOH, Pearlie M. C.; PHANG,

Andrew. (2012). In Andrew Phang (Ed.), *The Law of Contract in Singapore* (pp. 331-416)
<http://worldcat.org/isbn/9789810886936> (Published)

Of directors and 'mouldable' duties, by KOH, Pearlie M. C.. (2011). In Tiong Min Yeo; Hans Tjio; Hang Wu Tang; (Ed.), *Developments in Singapore Law between 2006 and 2010: Trends and Perspectives* (pp. 779-796) Singapore: Academy Publishing. <https://worldcat.org/isbn/9789810886707> (Published)

Directors and other corporate officers, by KOH, Pearlie M. C.. (2010). In Hardinge Stanley Giffard Earl of Halsbury (Ed.), *Halsbury's Laws of Singapore: Company law : companies and limited liability partnership* (pp. 140-175) Singapore: LexisNexis. <http://worldcat.org/isbn/9789812368683> (Published)

Directors' duties and liabilities, by KOH, Pearlie M. C.. (2010). In Hardinge Stanley Giffard Earl of Halsbury (Ed.), *Halsbury's Laws of Singapore: Company law and companies; limited liability partnership* (pp. 206-32) Singapore: LexisNexis. <http://worldcat.org/isbn/9789812368683> (Published)

Enforcement of corporate rights, by KOH, Pearlie M. C.. (2010). *Halsbury's Laws of Singapore: Company law and limited liability partnership* (pp. 206-230) Singapore: LexisNexis. <http://worldcat.org/isbn/9789812368683> (Published)

Incorporation and its consequences, by KOH, Pearlie M. C.. (2010). In Hardinge Stanley Giffard Earl of Halsbury (Ed.), *Halsbury's Laws of Singapore: Company law : companies; limited liability partnership* (pp. 28-52) Singapore: LexisNexis. <http://worldcat.org/isbn/9789812368683> (Published)

Economic duress, undue influence & unconscionability, by KOH, Pearlie M. C.. (2009). In George Shenoy & Loo Wee Ling (Ed.), *Principles of Singapore Business Law* Singapore: Cengage Learning. <http://worldcat.org/isbn/9789814455527> (Published)

Business organisations, by KOH, Pearlie M. C.. (2009). In George T L Shenoy; Wee Ling Loo; (Ed.), *Principles of Singapore business law* Singapore: Cengage Learning. <https://worldcat.org/isbn/9789814455527> (Published)

Membership and members' rights, by KOH, Pearlie M. C.. (2006). *Halsbury's laws of Singapore. 6, Company law*. Singapore: LexisNexis. <https://worldcat.org/isbn/9789812364876> (Published)

Chapter H Directors and Officers, by KOH, Pearlie. (2006). In Woon, Walter (Ed.), *Woon's Corporations Law* Singapore: LexisNexis. <http://worldcat.org/isbn/9789812364869> (Published)

Company administration, by KOH, Pearlie M. C.. (2006). *Halsbury's laws of Singapore. 6, Company law* (pp. 229-244) Singapore: LexisNexis. <https://worldcat.org/isbn/9789812364876> (Published)

Performance of contract, by KOH, Pearlie M. C.. (2001). In George T. L. Shenoy (Ed.), *Principles of law for engineers* (pp. 142-151) Singapore: Prentice Hall. <https://worldcat.org/isbn/9789814096485> (Published)

Vitiation of contract, by KOH, Pearlie M. C.. (2001). In George T. L. Shenoy (Ed.), *Principles of law for engineers* (pp. 120-141) Singapore: Prentice Hall. <https://worldcat.org/isbn/9789814096485> (Published)

Discharge by frustration, by KOH, Pearlie M. C.; LOW, Kee Yang. (2000). *Halsbury's Laws of Singapore. Volume 7, Contract*. (pp. 456-483) Singapore: LexisNexis. <https://worldcat.org/isbn/9789814770156> (Published)

Misrepresentation, by KOH, Pearlie M. C.; LOW, Kee Yang. (2000). *Halsbury's Laws of Singapore: Contract, Volume 7* Singapore: Butterworths Asia. (Published)

Mistake, by KOH, Pearlie M. C.; LOW, Kee Yang. (2000). *Halsbury's Laws of Singapore: Contract, Volume 7* (pp. 152-172) Singapore: Butterworths Asia. <http://worldcat.org/isbn/9789814770156> (Published)

Capacity to contract, by KOH, Pearlie M. C.. (2000). *Halsbury's laws of Singapore. Volume 7, Contract* (pp. 380-400) Singapore: LexisNexis. <http://worldcat.org/isbn/9789814770156> (Published)

Discharge of contract and the remedies, by KOH, Pearlie M. C.. (1996). In Georgy T L Shenoy; See Kiat Toh (Ed.), *Rights and obligations of business in Singapore* (pp. 104-146) Singapore: Reading, Mass: Addison-Wesley. <http://worldcat.org/isbn/9780201889130> (Published)

Book Reviews

Book review of Independent directors in Asia: A historical, contextual and comparative approach, by KOH,

Pearlie M. C.. (2018). *Singapore Journal of Legal Studies*, 2018 157-160 (Published)

The Singapore Corporate Directors Manual [Book review], by KOH, Pearlie. (1999). *Asia Business Law Review*, [1999](26), 79- <http://catalogue.library.smu.edu.sg/record=b1002578~S1> (Published)

The Companies Act of Malaysia: An Annotation [Book review], by KOH, Pearlie. (1997). *Asia Business Law Review*, [1997](17), 90- <http://catalogue.library.smu.edu.sg/record=b1002578~S1> (Published)

Intellectual Property in China: The Roots of the Problem in Enforcement [Book review], by KOH, Pearlie. (1997). *Asia Business Law Review*, [1997](17), 82-
<http://catalogue.library.smu.edu.sg/record=b1002578~S1> (Published)

Contract of Sale in International Trade Law [Book review], by KOH, Pearlie. (1993). *Asia Business Law Review*, [1993](1), 100- <http://catalogue.library.smu.edu.sg/record=b1002578~S1> (Published)

Conference Papers

Boundaries of shareholder power, by KOH, Pearlie M. C.. (2016.0). *HKU-NUS-SMU Symposium 2016, Hong Kong, 2016 February 22-23*, Hong Kong. (Presented)

Fairness in contract, by SHEN, Yi Thio; KOH, Pearlie. (2006.0). *Singapore Academy of Law Conference 2006*, Singapore. (Presented)

The role of boards and stakeholders in corporate governance, by YEO, Victor; KOH, Pearlie. (2001.0). *Third Asian Roundtable on Corporate Governance, Singapore, April 4-6 2001*, Singapore.
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=268077 (Published)

Harmonisation of ASEAN Company Law: A Proposal, by TAN, Wee Liang; KOH, Pearlie. (1994.0). *National Corporate Law Teachers Conference, 4th, Sydney, Sydney, Australia*. (Published)

Magazine Articles

Minority Shareholder Protection, by KOH, Pearlie. (2000, May). *Smart Investor*, (May), 64-69. (Published)

Other Outputs and Contributions

Reports

Improving connectivity between ASEAN's legal systems to address commercial issues by HSU, Locknie; KOH, Pearlie; YIP, Man. (2017). <http://www.canasean.com/uploads/Interim Report Final Sep 2017.pdf> (Published)

Blog Posts

Contract law [Blog post], by THAM, Chee Ho; KOH, Pearlie; LEE, Pey Woan. (2006, January 12). (Published)

Research Grants

Singapore Management University

The impact of technology on shareholder empowerment, SMU Internal Grant, Ministry of Education (MOE) Tier 1, PI (Project Level): Pearlie KOH, Co-PI (Project Level): TAN Hwee Hoon, 2019, S\$28,190

Directors' Duties - Law and Perceptions

How do corporate directors understand and perceive their legal duties and responsibilities?, SMU Internal Grant, Ministry of Education (MOE) Tier 1, PI (Project Level): Pearlie KOH, Co-PI (Project Level): TAN Hwee Hoon, 2016, S\$25,130

Improving Connectivity between ASEAN's Legal Systems to Address Commercial Issues, SMU Internal Grant, Ministry of Education (MOE) Tier 1, PI (Project Level): Locknie HSU, Co-PI (Project Level): Basil C. BITAS, Pearlie KOH, YIP Man, 2015, S\$71,142

Once a Director, Always a Fiduciary?, SMU Internal Grant, Ministry of Education (MOE) Tier 1 , PI (Project Level): Pearlie KOH, 2003, S\$12,969

TEACHING

Courses Taught

Singapore Management University

Undergraduate Programmes :

Company Law

Corporate Law

Directed Research

Law of Business Organisations

Executive Development :

SMU-SID Directorship Programme (Module 1) - The Role of Directors: Duties Responsibilities and Legal Obligations, 17 Apr 2018-19 Apr 2018

OTHER ACADEMIC AND PROFESSIONAL ACTIVITIES

Presentation and Talks

Presentations

Speculations on the Possible Evolution of Corporate Law in an AI-dominated World of the Future, (03 Feb 2025). *Speculations on the Possible Evolution of Corporate Law in an AI-dominated World of the Future*, University Technology Sydney.

Directors' Duties and Shareholder Power – Public-isation and Duty-fication , (06 Feb 2024). *Society of Corporate Law Academics Annual Conference 2024 Shifting Connections Between the Corporation and Society*, Sydney, NSW. Australia

Back To Basics – The No-reflective Loss Principle, (07 Feb 2023). *Society of Corporate Law Academics 2023 Annual Conference*, Melbourne, Vic.

Directors Duties - Law and Perceptions, (10 May 2018). *15th Asian Law Institute Conference*, Seoul. South Korea

Power Allocation and the Role of Shareholders, (13 Jan 2018). *Comparative Corporate Governance Conference 2018*, Singapore