Clause	*Suggestion*	*Rationale*
Clause 13(C) and Clause 13(W) (Add as new sub-clause)	**Recommendation: Appointment of custodian.** The draft does not require any sub-fund to appoint a custodian or depositary to hold its assets. We would suggest a provision (with the details left to regulations) for an independent custodian to hold sub-fund assets, at least for retail and listed sub-funds, with lighter or proportionate requirements for purely restricted, institutional sub-funds. The custodian could also be made responsible for checking that the asset segregation required under section 13C is being maintained.	Singapore, Luxembourg, Ireland, the UK and Hong Kong all require an independent depositary or custodian for corporate fund vehicles. In the present trust based regime, the trustee performs this safekeeping role. Since the VCC does away with the trust regime, no independent party is left to confirm that each sub-fund's assets are ring-fenced.
Clause 13(L)	**Recommendation: Permit standalone VCCs.** Explicitly permit both standalone VCCs and umbrella VCCs with sub-funds.	Some strategies and managers prefer single-fund vehicles, as this approach aligns with global best practices and enhances adoption flexibility, particularly under frameworks such as the Mauritius and the Singapore jurisdiction.
Clause 13(O) & 13(P)	**Recommendation: Introduction of mandated items requiring participating shareholders' approval.** Introduce mandatory "reserved matters", requiring approval of participating shareholders for changes including but not limited to investment strategy, fee or expense modifications materially affecting the participating shareholders, related party transactions, material amendments to fund documentation.	This framework aligns with global LP governance standards, provides meaningful investor participation, and will prove to be a catalyst in significantly reducing disputes and governance risks.
Clause 13(O)(3)	**Recommendation: Clarification on written consent.** Clarify that "written consent" includes electronic and other consent mechanisms.	Ensures ease of compliance and clarity.
Clause 13(X)	**Recommendation: Allow flexibility to dispense with AGMs.**	Fund structures globally operate without the requirement of mandatory AGMs, thereby reducing the compliance burden, and this practice is consistent with international standards observed in jurisdictions such as the Cayman Islands, Singapore, Hong Kong, and Australia.
Clause 13(Y) and 13(ZA)	**Recommendation: Provision for Independent Fund Administrator.** The Bill provides for a Board-appointed valuer but not for an independent fund administrator. We would suggest a provision for an independent administrator to handle NAV computation, the register of participating shareholders and beneficial owners, and investor servicing, and for the NAV used for redemptions, dividends and voting to be independently verified.	Independent administration and NAV oversight is standard in Luxembourg, Ireland and Singapore and reduces the risk of mis-valuation and conflict.
General	**Recommendation: No minimum capital requirement or capital maintenance restrictions** No requirement for a minimum paid-up capital or capital maintenance for the incorporation or	By definition, a VCC's capital structure varies seamlessly. Fund structures globally operate without the minimum capital requirement thereby allowing incubators, pilot funds to set up shop. This practice is consistent with international standards observed in jurisdictions

	ongoing maintenance of a Variable Capital Company or its sub-funds, subject only to the issuance of at least one share.	such as Singapore, the Cayman Islands, Hong Kong, and Australia.