

Companies (Amendment) Bill (Part 2)

Bill No. /2013.

Read the first time on .

A BILL

i n t i t u l e d

An Act to amend the Companies Act (Chapter 50 of the 2006 Revised Edition) and to make consequential and related amendments to certain other written laws.

Be it enacted by the President with the advice and consent of the Parliament of Singapore, as follows:

Short title and commencement

1. This Act may be cited as the Companies (Amendment) Act 2013 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

5 **Amendment of section 4**

2. Section 4 of the Companies Act is amended by inserting, immediately after subsection (11), the following subsection:

10 “(12) For the purposes of section 20(3), 27(5) or (5A), 28(3D) or (3E), 29(8A), 369(2) or 377(9), a reference to the Minister shall include a reference to the Minister of State, if any, designated by the Minister to hear an appeal under that section.”.

Amendment of section 7

3. Section 7 of the Companies Act is amended by deleting subsection (5) and substituting the following subsection:

15 “(5) For the purposes of subsection (4A), a person is an associate of another person if the first-mentioned person is —

- (a) a subsidiary of that other person;
- (b) a person who is accustomed or is under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of that other person in relation to the share referred to in subsection (4A); or
- (c) a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of that other person in relation to the share referred to in subsection (4A).”.

Amendment of section 12

4. Section 12 of the Companies Act is amended by deleting subsections (6) and (7) and substituting the following subsection:

“Destruction or transfer of old records

- 5 (7) If the Registrar is of the opinion that it is no longer necessary or desirable to retain any document lodged, filed or registered with the Registrar and which has been microfilmed or converted to electronic form, the Registrar may —
- 10 (a) destroy the document with the authorisation of the National Library Board under section 14D of the National Library Board Act (Cap. 197); or
- (b) transfer the document to the National Archives of Singapore under section 14C of that Act.”.

Amendment of section 12B

15 **5.** Section 12B of the Companies Act is amended by deleting subsections (3) and (4) and substituting the following subsections:

 “(3) Notwithstanding subsections (1) and (2), an officer or a company may notify the Registrar in the prescribed form of —

- 20 (a) any error contained in any document relating to the company lodged with the Registrar; or
- (b) any error in the filing or lodgment of any document with the Registrar.

 (4) The Registrar may, upon receipt of any notification referred to in subsection (3) and if satisfied that —

- 25 (a) the error referred to in subsection (3)(a) is typographical or clerical in nature; or
- (b) the error referred to in subsection (3)(b) is, in his opinion, unintended and does not prejudice any person,

30 rectify the register accordingly.

(5) The Registrar in rectifying the register under subsection (4) shall not expunge any document from the register.

(6) The decision made by the Registrar on whether to rectify the register under subsection (4) shall be final.

5 (7) The Registrar may, if he is satisfied that there is any error or defect in any particulars or document in the register, by notice in writing, request that the company or its officers take steps to rectify the particulars or document within such time as specified in the notice.

10 (8) The Registrar may include such notation as he thinks fit on the register for the purposes of providing information relating to any error or defect in any particulars or document in the register, and may remove such notation if he is satisfied that it no longer serves any useful purpose.”.

15 **New section 12C**

6. The Companies Act is amended by inserting, immediately after section 12B, the following section:

“Registrar’s power to rectify or update register

20 **12C.—(1)** The Registrar may rectify or update any particulars contained in a register kept by him, if the Registrar is satisfied that —

- (a) there is a defect or error in the particulars arising from any grammatical, typographical or similar mistake; or
- (b) there is evidence of a conflict between the particulars of a company or person and —
 - (i) other information on the register relating to that company or person; or
 - (ii) other information relating to that company or person obtained from such government agency or body corporate as the Minister may prescribe.

(2) Where the Registrar rectifies or updates the register under subsection (1), he shall, except under prescribed circumstances, give written notice to the company or person of his intention to do so, and state therein —

- 5 (a) the reasons for and details of the proposed rectification to be made to the register; and
- 10 (b) the date by which any written objection to the proposed rectification must be delivered to the Registrar, being a date not less than 20 working days after the date of the notice.

(3) The company or person notified may deliver to the Registrar, not later than the date specified under subsection (2)(b), a written objection to a proposed rectification of the register.

15 (4) The Registrar shall not rectify the register if the Registrar receives a written objection under subsection (3) to the proposed rectification by the date specified under subsection (2)(b), unless the Registrar is satisfied that the objection has been withdrawn.

20 (5) The Registrar may rectify the register if the Registrar does not receive a written objection under subsection (3) by the date specified under subsection (2)(b).”.

Amendment of section 13

25 7. Section 13(1) of the Companies Act is amended by deleting paragraphs (a) and (b) and substituting the following paragraphs:

- 30 “(a) any provision of this Act or of any other law which requires the filing or lodging in any manner with the Registrar or the Official Receiver of any return, account or other document or the giving of notice to him of any matter;
- (b) any request of the Registrar or the Official Receiver to amend or complete and resubmit any document or to submit a fresh document; or

- (c) any request of the Registrar under section 12B(7) to rectify any error or defect in any particulars or document in the register.”.

Amendment of section 27

- 5 8. Section 27 of the Companies Act is amended —
- (a) by inserting, immediately after the words “limited liability partnership” in subsection (1)(b), the words “, limited partnership”;
 - (b) by deleting the word “or” at the end of paragraph (b) of subsection (1), and by inserting immediately thereafter the following paragraph:
- 10 15 “(c) is identical to a name reserved under subsection (12), section 378(16), section 13(2) of the Business Registration Act (Cap. 32), section 19(2) of the Limited Liability Partnerships Act (Cap. 163A) or section 17(2) of the Limited Partnerships Act (Cap. 163B); or”;
- (c) by deleting the words “subsection (1)” in subsection (2)(a) and substituting the words “subsection (1)(a), (b) or (d)”;
 - (d) by deleting the words “or corporation” in subsection (2)(b) and substituting the words “, corporation, a limited liability partnership, a limited partnership”;
 - (e) by deleting the word “fees” wherever it appears in subsection (2C) and substituting in each case the word “penalty”;
 - (f) by deleting subsection (4);
 - (g) by deleting paragraph (c) of subsection (10);
 - (h) by deleting subsection (12) and substituting the following subsections:

“(12) The Registrar shall not reserve any name in respect of an intended company where he is satisfied that —

- (a) the intended company is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore; or
- (b) it would be contrary to the national security or interest for the intended company to be registered.

(12A) Any person aggrieved by the decision of the Registrar under subsection (12) may, within 30 days after the date of the decision, appeal to the Minister whose decision shall be final.

(12B) If the Registrar is satisfied as to the bona fides of the application and that the proposed name is a name by which the intended company or company could be registered without contravention of subsection (1) (whether originally or upon change of name), he shall reserve the proposed name —

- (a) if the Registrar approves the application, for a period commencing on the date that the application is lodged and ending 60 days after the date on which the Registrar approves of the application; or
- (b) if the Registrar rejects the application, for a period commencing on the date that the application is lodged with the Registrar and ending on the date on which the Registrar informs the applicant that the application is rejected.”;
- (i) by deleting subsection (14); and
- (j) by deleting the words “, company or foreign company” wherever they appear in subsection (15) and substituting in each case the words “or company”.

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Amendment of section 28

9. Section 28 of the Companies Act is amended —

- (a) by deleting the word “If” in subsection (3) and substituting the words “Subject to subsection (3AA), if”;
- 5 (b) by deleting the words “or corporation” in subsection (3)(b) and substituting the words “, corporation, a limited liability partnership, a limited partnership”;
- 10 (c) by deleting the word “fees” wherever it appears in subsection (3C) and substituting in each case the word “penalty”; and
- (d) by inserting, immediately after subsection (3), the following subsection:

15 “(3AA) The Registrar shall not direct a change of name under subsection (3) on the ground that the name of the company could not be registered without contravention of section 27(1)(c).”.

Amendment of section 29

10. Section 29 of the Companies Act is amended —

- (a) by deleting the words “the Minister” wherever they appear in subsections (1), (2), (3) and (6) and substituting in each case the words “the Registrar”;
- 20 (b) by deleting the words “as a result of a direction of the Minister” in subsection (4) and substituting the words “as a result of a direction of the Registrar”;
- 25 (c) by inserting, immediately after subsection (6), the following subsection:

30 “(6A) If the Registrar is of the opinion that a company has ceased to satisfy the conditions of approval granted under subsection (1) or (2), the Registrar may revoke the approval.”;

- (d) by deleting subsection (7) and substituting the following subsection:

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“(7) Where the approval of the Registrar under this section is revoked, the constitution of the company may be altered by special resolution so as to remove any provision in or to the effect that the constitution may be altered only with the consent of the Minister.”;

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(e) by deleting subsection (8) and substituting the following subsections:

“(8) Notice of any approval under this section shall be given by the Registrar to the company or, in the case of a proposed limited company, to the applicant for the approval.

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(8A) An appeal to the Minister against a decision of the Registrar under subsection (1) or (2) may be made by the following persons within the following times:

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(a) in the case of a decision made by the Registrar under subsection (1), by the promoter of the proposed limited company within 30 days after the notice is given by the Registrar under subsection (8); or

(b) in the case of a decision made by the Registrar under subsection (2), by the company within 30 days after the notice is given by the Registrar under subsection (8).”;

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(f) by inserting, immediately after subsection (9), the following subsections:

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“(10) This section shall not apply to a limited company that is a charitable company registered under the Charities Act (Cap. 37).

(11) Any approval of the Minister and any condition of the Minister’s approval that was in force immediately before the appointed day for a company —

(a) to be registered without the word “Limited” or “Berhad” to its name; or

- (b) to change its name to one which does not contain the word “Limited” or “Berhad”,

shall on or after the appointed day be treated as the approval of the Registrar and condition of the Registrar’s approval.

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(12) Any reference to the Minister’s approval in any condition of approval that was in force immediately before the appointed day that was inserted in the memorandum or articles of a company pursuant to a direction of the Minister under section 29(3) in force immediately before the appointed day shall, on or after the appointed day, be read as a reference to the Registrar.

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(13) A reference to a direction of the Minister in subsections (3) and (4) in force immediately before the appointed day shall, on or after the appointed day, be read as a direction of the Registrar.

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(14) In this section and section 29A —

“appointed day” means the date of commencement of section 10 of the Companies (Amendment) Act 2013;

“charitable company” has the same meaning as in section 2(1) of the Charities Act (Cap. 37).”; and

(g) by deleting the section heading and substituting the following section heading:

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“Omission of “Limited” or “Berhad” in names of limited companies, other than charitable companies”.

New section 29A

11. The Companies Act is amended by inserting, immediately after section 29, the following section:

“Omission of “Limited” or “Berhad” in names of charitable companies

29A.—(1) Notwithstanding section 28(1) and (2) but subject to section 28(3) to (6), a charitable company may change its name to omit the word “Limited” or “Berhad” from its name.

(2) A charitable company that proposes to change its name to omit the word “Limited” or “Berhad” from its name shall —

- (a) alter its constitution to reflect the change of name; and
- (b) file the prescribed form with the Registrar, together with a copy of the special resolution authorising the change of name.

(3) Upon receipt of the prescribed form referred to in subsection (2)(b), the Registrar shall —

- (a) register the name of the charitable company with the omission of the word “Limited” or “Berhad” from its name; and
- (b) issue to the company a notice of incorporation of the company under the new name.

(4) Upon issue of the notice under subsection (3)(b) —

- (a) the change of name shall become effective; and
- (b) the charitable company shall be exempted from the provisions of this Act relating to the use of the word “Limited” or “Berhad” as part of the name.

(5) If the Registrar is satisfied that a charitable company that is registered with the omission of the word “Limited” or “Berhad” from its name under this section has ceased to be a charitable company, the Registrar shall enter the word “Limited” or “Berhad” at the end of the name of the company and upon notice of that fact being given to the company, the exemption under subsection (4)(b) shall cease.”.

Amendment of section 33

12. Section 33(5A) of the Companies Act is amended by deleting the words “issued share capital” and substituting the words “issued shares”.

5 **New section 67**

13. The Companies Act is amended by inserting, immediately after section 66, the following section:

“Issue of shares for no consideration

10 **67.** A company having a share capital may, if so authorised by its constitution, issue shares for which no consideration is payable to the issuing company.”.

Amendment of section 70

14. Section 70 of the Companies Act is amended —

- 15 (a) by deleting subsection (2); and
 (b) by deleting subsection (4) and substituting the following subsection:

“(4) The shares shall not be redeemed out of the capital of the company unless —

- 20 (a) the shares are redeemed out of proceeds of a fresh issue of shares made for the purpose of the redemption; or
 (b) the following conditions are satisfied:
 (i) all the directors have made a solvency statement in relation to such redemption; and
 (ii) the company has lodged a copy of the statement with the Registrar.”.

Amendment of section 74

15. Section 74 of the Companies Act is amended —

- (a) by deleting the words “5% of the issued shares” in subsection (1) and substituting the words “5% of the total number of issued shares”; and
- 5 (b) by deleting the words “issued share capital” in subsection (1A) and substituting the words “issued shares”.

Amendment of section 76C

16. Section 76C(2) of the Companies Act is amended by deleting the words “ordinary issued share capital” in paragraph (a) and substituting the words “ordinary shares”.

10 **Amendment of section 76E**

17. Section 76E(2) of the Companies Act is amended by deleting the words “ordinary issued share capital” in paragraph (a) and substituting the words “ordinary shares”.

Amendment of section 78A

15 **18.** Section 78A of the Companies Act is amended by inserting, immediately after subsection (5), the following subsection:

“(5A) This Division shall not apply to any redemption of preference shares issued by a company under section 70(1) which results in a reduction in the company’s share capital.”.

20 **Amendment of section 145**

19. Section 145 of the Companies Act is amended by deleting subsection (6) and substituting the following subsection:

“(6) Subsection (5) shall not apply where a director of a company is required to resign or vacate his office —

25 (a) if he has not within the period referred to in section 147(1) obtained his qualification;

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- (b) by virtue of his disqualification or removal under section 148, 149, 149A, 154, 155, 155A or 155C of this Act, section 50 or 54 of the Banking Act (Cap. 19), section 47 of the Finance Companies Act (Cap. 108), section 57 of the Financial Advisers Act (Cap. 110), sections 62 and 63 of the Financial Holdings Companies Act 2013 (Act 13 of 2013), section 31, 31A, 35ZJ or 41(2)(a)(ii) of the Insurance Act (Cap. 142), section 30AAI of the Monetary Authority of Singapore Act (Cap. 186), section 12A of the Money-changing and Remittance Businesses Act (Cap. 187), section 22 of the Payment Systems (Oversight) Act (Cap. 222A), section 44, 46Z, 81P, 81ZJ, 97 or 292A of the Securities and Futures Act (Cap. 289) and section 14 of the Trust Companies Act (Cap. 336); or
 - (c) if he, being a director of a Registered Fund Management Company as defined in the Securities and Futures (Licensing and Conduct of Business) Regulations (Cap. 289, Rg 10), has been removed by the company as director in accordance with those Regulations.”.

Amendment of section 146

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20. Section 146(1A) of the Companies Act is amended by inserting, immediately after sub-paragraph (ii) of paragraph (a), the following sub-paragraph:

“(iii) a statement in the prescribed form that he is not debarred under section 155B from acting as director of the company; and”.

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Repeal and re-enactment of section 155A and new sections 155B and 155C

21. Section 155A of the Companies Act is repealed and the following sections substituted therefor:

‘Disqualification for being director in not less than 3 companies which were struck off within 5-year period

155A.—(1) Subject to subsection (5), a person —

- (a) who was a director of a company (Company A) at the time that the name of Company A had been struck off the register under section 344; and
- (b) who, within a period of 5 years immediately before the date on which the name of Company A was struck off the register under section 344 —
 - (i) has been a director of not less than 2 other companies whose names had been struck off the register under section 344; and
 - (ii) was a director of those companies at the time the names of the companies were so struck off the register,

shall not act as director of, or in any way (whether directly or indirectly) take part in or be concerned in the management of, any corporation for a period of 5 years commencing after the date on which the name of Company A was struck off.

(2) Any person who contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

(3) A person who is subject to a disqualification under subsection (1) may apply to the Court for leave to act as director of, or to take part in or be concerned in the management of, a corporation during the period of disqualification upon giving the Minister not less than 14 days' notice of his intention to apply for such leave.

(4) On the hearing of any application under this section, the Minister may be represented at the hearing and may oppose the granting of the application.

(5) This section shall only apply where Company A and the companies referred to in subsection (1)(b)(i) were struck off on or after the date of commencement of section 21 of the Companies (Amendment) Act 2013.

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Debarment for default of relevant requirement of this Act

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155B.—(1) Where the Registrar is satisfied that a company is in default in relation to a relevant requirement of this Act, the Registrar may make a debarment order against any person who, at the time the order is made, is a director or secretary of the company.

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(2) Subject to subsection (3), a person who has a debarment order made against him shall not —

- (a) except in respect of a company of which the person is a director immediately before the order was made, act as director of any company; or
- (b) except in respect of a company of which the person is a secretary immediately before the order was made, act as secretary of any company.

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(3) The debarment order applies from the date that the order is made and continues in force until the Registrar cancels the order.

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(4) The Registrar shall cancel a debarment order if —

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- (a) all the defaults in relation to the relevant requirements of this Act as at the time the debarment order is made have been rectified; or
- (b) the director or secretary against whom the debarment order is made ceases to be (whether through resignation or otherwise) director or secretary (or both) of the company that the Registrar is satisfied is in default of a relevant requirement of this Act.

(5) The Registrar shall not make a debarment order under subsection (1) —

- (a) unless the default in relation to a relevant requirement of this Act has persisted for a continuous period of 3 months or more and the person was a director or company during that period; and
- 5 (b) unless the Registrar has, not less than 14 days before the order is made, sent the director or secretary concerned a notice of the Registrar's intention to make a debarment order under subsection (1) specifying the default in relation to the relevant requirement of this Act for which the debarment order is proposed to be made and giving the director or secretary an opportunity to show cause why the debarment order should not be made.
- 10 (6) The Registrar must, in determining whether to make a debarment order, consider any representation from a director or secretary made pursuant to the notice under subsection (4)(b).
- 15 (7) Any person who is aggrieved by a debarment order made under subsection (1) may appeal to the Minister.
- 20 (8) An appeal under subsection (7) shall not suspend the effect of the debarment order.
- (9) Any person who contravenes subsection (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.
- 25 (10) The Registrar may from time to time prepare and publish, in such form and manner as the Registrar may decide, the names and particulars of the persons against whom a debarment order has been made and which continues in force.
- (11) In this section —
- 30 “debarment order” means a debarment order made under subsection (1);
- “relevant requirement of this Act” has the same meaning as in section 155(2);

“secretary” means a secretary of the company appointed under section 171.

Disqualification under Limited Liability Partnerships Act

5 **155C.—(1)** Subject to any leave which the Court may give pursuant to an application under subsection (3), a person who is subject to a disqualification or disqualification order under section 34, 35 or 36 of the Limited Liability Partnerships Act (Cap. 163A) shall not act as director of, or in any way (whether directly or indirectly) take part in or be concerned in the management of, a corporation during the period of disqualification or disqualification order.

10 **(2)** Any person who contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

15 **(3)** A person who is subject to a disqualification or disqualification order under section 34 or 36 of the Limited Liability Partnerships Act may apply to the Court for leave to act as director of, or to take part in or be concerned in the management of, a corporation during the period of disqualification or disqualification order, upon giving the Minister not less than 14 days’ notice of his intention to apply for such leave.

20 **(4)** On the hearing of any application under subsection (3), the Minister may be represented at the hearing and may oppose the granting of the application.”.

Repeal and re-enactment of section 156

22. Section 156 of the Companies Act is repealed and the following section substituted therefor:

30 **“Disclosure of interests in transactions, property, offices, etc.**

156.—(1) Subject to this section, every director or chief executive officer of a company who is in any way, whether

directly or indirectly, interested in a transaction or proposed transaction with the company shall —

- (a) as soon as practicable after the relevant facts have come to his knowledge declare the nature of his interest at a meeting of the directors of the company; or
 - (b) send a written notice to the company containing details on the nature, character and extent of his interest in the transaction or proposed transaction with the company.

(2) A notice under subsection (1)(b) shall be given within 2 business days after —

- (a) the date on which the director or chief executive officer became a director or chief executive officer (as the case may be); or
 - (b) (if already a director or chief executive officer) the date on which the director or chief executive officer became directly or indirectly, interested in a transaction or proposed transaction with the company,

as the case requires.

(3) The requirements of subsection (1) shall not apply in any case where the interest of the director or chief executive officer (as the case may be) consists only of being a member or creditor of a corporation which is interested in a transaction or proposed transaction with the first-mentioned company if the interest of the director or chief executive officer (as the case may be) may properly be regarded as not being a material interest.

(4) A director or the chief executive officer of a company shall not be deemed to be interested or to have been at any time interested in any transaction or proposed transaction by reason only —

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- (a) in the case where the transaction or proposed transaction relates to any loan to the company — that he has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
 - 10 (b) in the case where the transaction or proposed transaction has been or will be made with or for the benefit of or on behalf of a corporation which by virtue of section 6 is deemed to be related to the company — that he is a director or the chief executive officer (as the case may be) of that corporation,

and this subsection shall have effect not only for the purposes of this Act but also for the purposes of any other law, but shall not affect the operation of any provision in the constitution of the company.

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- (5) A declaration given by a director or the chief executive officer under subsection (1)(a), or a written notice given by a director or the chief executive officer under subsection (1)(b), shall be treated as a sufficient declaration or written notice under those provisions in relation to a transaction or proposed transaction if —

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- (a) in the case of a declaration, the declaration is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given;
 - 25 (b) the declaration or written notice is to the effect that —
 - (i) he is an officer or a member of a specified corporation, a member of a specified firm, or a partner or officer of a specified limited liability partnership;
 - (ii) he is to be regarded as interested in any transaction which may, after the date of the declaration or written notice, be made with the specified corporation, firm or limited liability partnership;
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- (c) the declaration or written notice specifies the nature and extent of his interest in the specified corporation, firm or limited liability partnership; and
 - (d) at the time any transaction is made with the specified corporation, firm or limited liability partnership, his interest is not different in nature or greater in extent than the nature and extent specified in the declaration or written notice.
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- (6) Every director and the chief executive officer of a company who holds any office or possess any property whereby whether directly or indirectly any duty or interest might be created in conflict with their duties or interests as director or chief executive officer (as the case may be) shall —
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- (a) declare at a meeting of the directors of the company the fact and the nature, character and extent of the conflict; or
 - (b) send a written notice to the company setting out the fact and the nature, character and extent of the conflict.
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- (7) A declaration under subsection (6)(a) shall be made at the first meeting of the directors of the company held —
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- (a) after he becomes a director or the chief executive officer (as the case may be); or
 - (b) (if already a director or chief executive officer) after he commenced to hold the office or to possess the property,
- as the case requires.
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- (8) A notice under subsection (6)(b) shall be given within 2 business days after —
- (a) the date on which the director or chief executive officer became a director or chief executive officer (as the case may be); or

- (b) (if already a director or chief executive officer) after he commenced to hold the office or to possess the property,

as the case requires.

- 5 (9) For the purpose of subsections (1)(b) and (6)(b), the
company shall, within 7 days from the receipt of the written
notice referred therein, send a copy of the notice together with a
written resolution to all the directors of the company and each
director shall, after reading the notice, sign on the written
resolution and return the signed written resolution to the
company.

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- (10) The secretary of the company shall record every declaration under this section in the minutes of the meeting at which it was made and keep records of every written resolution duly signed and returned to the company under this section.

- (11) For the purposes of this section —

- 20 (a) an interest of a member of a director's family shall be treated as an interest of the director and the words "member of a director's family" shall include his spouse, son, adopted son, step-son, daughter, adopted daughter and step-daughter; and

25 (b) an interest of a member of the chief executive officer's family shall be treated as an interest of the chief executive officer and the words "member of the chief executive officer's family" shall include his spouse, son, adopted son, step-son, daughter, adopted daughter and step-daughter.

(13) Any director or chief executive officer of a company who fails to comply with any of the provisions of this section shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months.”.

Repeal and re-enactment of section 162

23. Section 162 of the Companies Act is repealed and the following section substituted therefor:

“Loans and quasi-loans to directors, credit transactions and related arrangements

162.—(1) For the purposes of this section, a company makes a restricted transaction if it —

- (a) makes a loan or quasi-loan to a director —
 - (i) of the company, or
 - (ii) of a company which by virtue of section 6 is deemed to be related to that company,
 - (referred to in this section as a relevant director);
 - (b) enters into any guarantee or provides any security in connection with a loan or quasi-loan made to a relevant director by any other person;
 - (c) enters into a credit transaction as creditor for the benefit of a relevant director;
 - (d) enters into any guarantee or provides any security in connection with a credit transaction entered into by any person for the benefit of a relevant director;
 - (e) takes part in an arrangement under which —
 - (i) another person enters into a transaction that, if it had been entered into by the company, would have been a restricted transaction under paragraphs (a) to (d) or (f); and

- (ii) that person, in pursuance of the arrangement, obtains a benefit from the company or a related company; or
- 5 (f) arranges the assignment to the company, or assumption by the company, of any rights, obligations or liabilities under a transaction that, if it had been entered into by the company, would have been a restricted transaction under paragraphs (a) to (e).
- 10 (2) A transaction referred to in subsection (1) that is made, entered into, taken part or arranged by a company in relation to a person who is not a director at the time of the transaction is to be treated as a restricted transaction if the transaction subsists on or after the date on which the person becomes a director of the company.
- 15 (3) Subject to subsections (4) and (5), a company (other than an exempt private company) shall not make a restricted transaction.
- 20 (4) Subject to subsection (5), nothing in this section shall apply to any transaction which would otherwise be a restricted transaction that is —
 - 25 (a) made to or for the benefit of a relevant director to meet expenditure incurred or to be incurred by him for the purposes of the company or for the purpose of enabling him properly to perform his duties as an officer of the company;
 - (b) made to or for the benefit of a relevant director who is engaged in the full-time employment of the company or of a corporation that is deemed to be related to the company, as the case may be, for the purpose of purchasing or otherwise acquiring a home occupied or to be occupied by the director, except that not more than one such restricted transaction may be outstanding at any time;
- 30

- 5
- (c) made to or for the benefit of a relevant director who is engaged in the full-time employment of the company or of a corporation that is deemed to be related to that company, as the case may be, where the company has at a general meeting approved of a scheme for the making of such transaction to or for the benefit of employees of the company and the restricted transaction is in accordance with that scheme; or
 - 10
 - (d) made to or for the benefit of a relevant director in the ordinary course of business of a company whose ordinary business includes the lending of money or the giving of guarantees in connection with loans, quasi-loans or credit transactions made or entered into by other persons if the activities of that company are regulated by any written law relating to banking, finance companies or insurance or are subject to supervision by the Monetary Authority of Singapore.
 - 15
- (5) Subsection (4)(a) or (b) shall not authorise the making of any restricted transaction, except —
- 20
 - (a) with the approval of the company given at a general meeting at which the purposes of the expenditure and the amount or extent of the restricted transaction are disclosed; or
 - 25
 - (b) on condition that, if the approval of the company is not given as aforesaid at or before the next following annual general meeting, the amount of or liability under the restricted transaction shall be repaid or discharged, as the case may be, within 6 months from the conclusion of that meeting.
- 30
- (6) Where the approval of the company is not given as required by the condition referred to in subsection (5)(b), the directors authorising the making of the restricted transaction shall be jointly and severally liable to indemnify the company against any loss arising therefrom.

(7) Where a company contravenes this section, any director who authorises the making of the restricted transaction shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$20,000 or to imprisonment for a term not exceeding 2 years.

(8) Nothing in this section shall operate to prevent the company from recovering the amount of any loan, quasi-loan, credit transaction or arrangement or amount for which it becomes liable under any guarantee entered into or in respect of any security given contrary to this section.

(9) For the purpose of subsection (1), a reference to a director or relevant director therein includes a reference to the director's spouse, son, adopted son, step-son, daughter, adopted daughter and step-daughter.

15 (10) In determining for the purposes of this section whether a transaction is a restricted transaction under subsection (1)(e), the transaction shall be treated as having been entered into on the date of the arrangement.

(11) In this section and section 163 —

“conditional sale agreement” has the same meaning as in section 2 of the Hire-Purchase Act (Cap. 125);

“credit transaction” is a transaction under which one party (referred to in this section and section 163 as the creditor) —

25 (a) supplies any goods under a hire-purchase
agreement or a conditional sale agreement;

(b) leases or hires any immovable property or goods in return for periodic payments; or

30 (c) otherwise disposes of immovable property or supplies goods or services on the understanding that payment (whether in a lump sum or instalments or by way of periodic payments or otherwise) is to be deferred;

5 “quasi-loan” means a transaction under which one party (referred to in this section and section 163 as the creditor) agrees to pay, or pays otherwise than in pursuance of an agreement, a sum for another (referred to in this section as the borrower) or agrees to reimburse, or reimburses otherwise than in pursuance of an agreement, expenditure incurred by another party for another (referred to in this section and section 163 as the borrower) —

- 10 (a) on terms that the borrower (or a person on his behalf) will reimburse the creditor; or
- (b) in circumstances giving rise to a liability on the borrower to reimburse the creditor;

15 “services” means any thing other than goods or immovable property.

(12) For the purposes of subsection (11) —

- 20 (a) a reference to the person to whom a quasi-loan is made is a reference to the borrower;
- (b) the liabilities of the borrower under a quasi-loan include the liabilities of any person who has agreed to reimburse the creditor on behalf of the borrower; and
- 25 (c) a reference to the person for whose benefit a credit transaction is entered into is a reference to the person to whom goods, immovable property or services are supplied, sold, leased, hired or otherwise disposed of under the transaction.”.

Amendment of section 164

24. Section 164 of the Companies Act is amended by deleting subsections (1) and (2) and substituting the following subsections:

- 30 “(1) A company shall keep a register showing with respect to each director and the chief executive officer of the company particulars of —

- 5
- (a) shares in that company, its subsidiaries or its holding company, being shares of which the director and the chief executive officer are registered holders or in which they have an interest and the nature and extent of that interest;
 - (b) debentures of or participatory interests made available by the company, its subsidiaries or its holding company which are held by the director and the chief executive officer or in which they have an interest and the nature and extent of that interest;
 - (c) rights or options of the director and the chief executive officer or of the director or the chief executive officer and another person or other persons in respect of the acquisition or disposal of shares in the company, its subsidiaries or holding company; and
 - (d) contracts to which the director or the chief executive officer is a party or under which they are entitled to a benefit, being contracts under which a person has a right to call for or to make delivery of shares in the company, its subsidiaries or holding company.
- 10
- 15
- 20

(2) A company need not show, in its register with respect to a director and its register with respect to the chief executive officer, particulars of shares in a wholly-owned subsidiary of the company.”.

25

Amendment of section 171

25. Section 171 of the Companies Act is amended —

- 30
- (a) by inserting, immediately after the word “Singapore” at the end of subsection (1), the words “and who is not debarred under section 155B from acting as secretary of the company”;
 - (b) by deleting the words “a member of the Singapore Association of the Institute of Chartered Secretaries and Administrators,” in subsection (1AA)(c); and

- (c) by deleting the word “subsection” in subsection (1D) and substituting the word “section”.

Amendment of section 173D

26. Section 173D of the Companies Act is amended by inserting,
5 immediately after subsection (2), the following subsection:

- “(2A) A secretary —
- (a) who resigns from office and who has given notice of his resignation to the company; or
 - (b) who is removed or retires from his office,
- 10 may give the notice referred to in section 173A(3)(d) to the Registrar if he has reasonable cause to believe that the company will not do so.”.

Amendment of section 173E

27. Section 173E of the Companies Act is amended by inserting,
15 immediately after subsection (4), the following subsection:

- “(5) Where the Registrar has reasonable cause to believe that he has made an amendment to the relevant register under subsection (1), (2), (3) or (4) under a mistaken belief that a director, chief executive officer, secretary or auditor, as the case may be, of a company has ceased to be a director, chief executive officer, secretary or auditor, as the case may be, of the company, the Registrar may on his own initiative amend the register of directors, register of chief executive officers, register of secretaries or register of auditors to restore the name of the person in such register.”.

Amendment of section 175

28. Section 175 of the Companies Act is amended by deleting subsection (2) and substituting the following subsection:

- 30 “(2) Notwithstanding subsection (1), the Registrar may extend the period of 15 months or 18 months referred to in that subsection, notwithstanding that the period is so extended beyond the calendar year —

- (a) upon an application by the company, if the Registrar thinks there are special reasons to do so; or
- (b) in respect of any prescribed class of companies.”.

Amendment of section 176

- 5 **29.** Section 176 of the Companies Act is amended —
- (a) by deleting the words “10% of such of the paid-up capital” in subsection (1) and substituting the words “10% of the total number of paid-up shares”; and
 - (b) by deleting the words “paid-up capital” in subsection (1A) and substituting the words “paid-up shares”.

Amendment of section 186

- 30.** Section 186(1) of the Companies Act is amended by inserting, immediately after the words “every resolution” in paragraph (b), the words “, including any resolution made under section 175A(1),”.

15 **Amendment of section 197**

- 31.** Section 197 of the Companies Act is amended by deleting subsection (4) and substituting the following subsections:

20 “(4) Notwithstanding subsection (1), if a company has dispensed with the holding of its annual general meeting under section 175A in relation to a calendar year, the annual return for that calendar year shall be lodged with the Registrar within one month, or in the case of a company having a share capital and keeping a branch register in any place outside Singapore, within 2 months, after the later of the following dates:

- 25 (a) the date on which the company sent its financial statements, or in the case of a parent company, a copy of the consolidated financial statements and balance-sheet, to all persons entitled to receive notice of general meetings of the company in accordance with section 203(1); or

- (b) the date on which all resolutions of the company by written means (where such resolutions would have been passed at the annual general meeting if it had been held) were passed.
- 5 (5) For the purposes of subsection (4), the reference to “calendar year” includes such period for holding the annual general meeting as may be extended by the Registrar under section 175(2).”.

Amendment of section 199

- 10 **32.** Section 199 of the Companies Act is amended —
- (a) by deleting the words “and the directors and managers thereof” in subsection (1); and
- 15 (b) by deleting the words “a fine not exceeding \$2,000 or to imprisonment for a term not exceeding 3 months” in subsection (6) and substituting the words “a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months”.

Amendment of section 201

- 20 **33.** Section 201 of the Companies Act is amended by deleting subsection (4) and substituting the following subsection:
- “(4) Notwithstanding subsection (1), the Registrar may extend the period of 15 months or 18 months referred to in subsection (1)(a) or (b), notwithstanding that the period is so extended beyond the calendar year —

- 25 (a) upon an application by the company, if the Registrar thinks there are special reasons to do so; or
- (b) in respect of any prescribed class of companies.”.

New section 201AA

- 30 **34.** The Companies Act is amended by inserting, immediately after section 201, the following section:

“Retention of documents laid before company at annual general meeting

201AA.—(1) Every company shall cause to be kept at the company’s registered office, or such other place as the directors think fit —

(a) a copy of each of the documents that was laid before the company at its annual general meeting under section 201 for a period of not less than 5 years after the date of the annual general meeting, being a date on or after the date of commencement of section 34 of the Companies (Amendment) Act 2013; or

(b) if the company has dispensed with the holding of its annual general meeting under section 175A —

(i) a copy of the financial statements; or

(ii) in the case of a parent company, a copy of consolidated financial statements and balance-sheet (including every document required by law to be attached thereto),

and a copy of the auditors’ report where such financial statements or consolidated financial statements are duly audited, that were sent to all persons entitled to receive notice of general meetings of the company in accordance with section 203(1) for a period of not less than 5 years after the date on which the documents were sent, being a date on or after the date of commencement of section 34 of the Companies (Amendment) Act 2013.

(2) If default is made in complying with subsection (1), the company and every officer of the company who is in default shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months and also to a default penalty.

(3) The Registrar or an authorised officer may at any time require the company to furnish any document kept under subsection (1), and may, without fee or reward, inspect, make copies or extracts from such document.

5 (4) Any person who —

- (a) without lawful excuse refuses to produce any document required of him by the Registrar or an authorised officer under subsection (3); or
- (b) assaults, obstructs, hinders or delays the Registrar or the authorised officer in the course of inspecting or making copies or extracts from the document,

10 shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

15 (5) In this section, “authorised officer” means an officer of the Authority authorised by the Registrar for the purposes of this section.”.

Amendment of section 203

35. Section 203 of the Companies Act is amended —

- 20 (a) by deleting the words “28 days from” in subsection (4) and substituting the words “14 days after”; and
- (b) by deleting the words “21 days from” in subsection (6) and substituting the words “14 days after”.

Amendment of section 203A

25 **36.** Section 203A of the Companies Act is amended —

- (a) by inserting, immediately after subsection (6), the following subsection:
- 30 “(6) The directors of the company shall ensure that the summary financial statements comply with the requirements referred to in subsections (5) and (6).”; and

- (b) by inserting, immediately after the words “this section” in subsection (7), the words “other than subsection (6A)”.

Amendment of section 344

37. Section 344 of the Companies Act is amended by inserting,
5 immediately after subsection (1), the following subsection:

“(1A) Without prejudice to the generality of subsection (1), in determining whether there is reasonable ground to believe that a company is not carrying on business, the Registrar shall have regard to such circumstances as may be prescribed.”.

10 **Repeal and re-enactment of section 365**

38. Section 365 of the Companies Act is repealed and the following section substituted therefor:

“Foreign companies to which this Division applies

365. This Division applies to a foreign company which —

- 15 (a) establishes a place of business or carries on business in Singapore; or
- (b) intends to establish a place of business or carry on business in Singapore.”.

Amendment of section 366

20 **39. Section 366 of the Companies Act is amended —**

- (a) by deleting the definitions of “agent” and “carrying on business” in subsection (1) and substituting the following definitions:

25 “ “authorised representative”, in relation to a foreign company, means —

- (a) in the case of a foreign company registered before the date of commencement of section 39 of the Companies (Amendment) Act 2013, the agent of the foreign company as defined by this section in force immediately before that date; and

5

- (b) in the case of a foreign company registered on or after the date of commencement of section 39 of the Companies (Amendment) Act 2013, the person named in a notice lodged under section 368(1)(e);

10

“carrying on business” —

- (a) includes the administration, management or otherwise dealing with property situated in Singapore as an agent, legal personal representative, or trustee, whether by employees or agents or otherwise; and

- (b) does not exclude activities carried on without a view to any profit.”;

- (b) by deleting the word “or” at the end of subsection (2)(j);

- (c) by deleting the words “the Authority” in subsection (2)(k) and substituting the words “the Monetary Authority of Singapore”; and

- (d) by deleting the full-stop at the end of paragraph (k) of subsection (2) and substituting the word “; or”, and by inserting immediately thereafter the following paragraph:

“(l) carries on such other activity as the Minister may prescribe.”.

Repeal and re-enactment of section 368

- 40.** Section 368 of the Companies Act is repealed and the following section substituted therefor:

“Documents, etc., to be lodged by foreign companies having a place of business in Singapore”

- 368.—(1)** Every foreign company shall, before it establishes a place of business or commences to carry on business in Singapore, lodge with the Registrar for registration —

- (a) the name of the foreign company and the address of the registered office of the foreign company in its place of incorporation or formation;
- 5 (b) a certified copy of the certificate of its incorporation or registration in its place of incorporation or formation or a document of similar effect;
- 10 (c) a certified copy of its charter, statute or memorandum or articles or other instrument constituting or defining its constitution but only if such document is required to be registered or lodged under the law relating to the incorporation, formation or registration of the foreign company in its place of incorporation, formation or original registration;
- 15 (d) a list of its directors containing similar particulars with respect to its directors as are by this Act required to be contained in the register of directors, chief executive officers and secretaries of a company incorporated under this Act;
- 20 (e) a notice stating the names, addresses, nationalities and other identification particulars of one or more natural persons resident in Singapore who are appointed as the company's authorised representatives and authorised as such to accept on its behalf service of process and any notices required to be served on the company;
- 25 (f) a statement by or on behalf of the foreign company in the prescribed form confirming that each of its authorised representatives referred to in the notice lodged under paragraph (e) has consented to act as such (referred to in this section and section 370 as the consent statement);
- 30 (g) notice of the situation of its registered office in Singapore and, unless the office is open and accessible to the public during ordinary business hours on each business day, the days and hours during which it is open and accessible to the public;

(h) a notice in the prescribed form containing the following particulars:

(i) in the case —

(A) where a certificate of the company's incorporation or registration or a document of similar effect is issued in its place of incorporation or formation, the registration number indicated on the certificate of the company's incorporation or registration or a document of similar effect; or

(B) where the document referred to in subparagraph (A) is not available, the number issued to the company upon its incorporation by or registration with an authority which is responsible for incorporating or registering companies;

(ii) a description of the business carried on by the company; and

(iii) the type of legal form or legal entity of the company; and

(i) where the law for the time being applicable to the company in the place of its incorporation or formation requires audited financial statements of its head office to be prepared, a copy of the latest audited financial statements of its head office,

and on payment of the appropriate fees and subject to this Act, the Registrar shall register the company under this Division by registration of the documents.

(2) The following shall be made available for inspection at the registered office of the foreign company during the hours in which the registered office of the company is accessible to the public:

(a) a copy of the memorandum of appointment or power of attorney appointing each authorised representative

of the company in such manner as to be binding on the company;

- 5 (b) where the memorandum of appointment or power of attorney referred to in paragraph (a) is executed by a person on behalf of the company, a copy of the deed or document by which that person is authorised to execute the memorandum of appointment or power of attorney, verified by statutory declaration in the prescribed manner.
- 10 (3) Subsection (1) shall apply to a foreign company which was not registered under the repealed written laws but which, immediately before 29th December 1967, had a place of business or was carrying on business in Singapore and, on that date, had a place of business or was carrying on business in Singapore, as if it established that place of business or commenced to carry on that business on that date.”.
- 15

Amendment of section 369

- 20 **41.** Section 369(1) of the Companies Act is amended by deleting the words “is acting or likely to act against the national security or interest” and substituting the words “it would be contrary to the national security or interest for the foreign company to be registered”.

Amendment of section 370

- 25 **42.** Section 370 of the Companies Act is amended —
 - (a) by deleting the word “agent” wherever it appears in subsections (2) and (3) and substituting in each case the words “authorised representative”;
 - (b) by deleting subsections (4), (5) and (6) and substituting the following subsections:
- 30 “(4) On the appointment of a new authorised representative, the company shall lodge a notice referred to in section 368(1)(e) and a consent statement in respect of the new authorised representative with the Registrar.

(5) Subject to subsections (6) and (7), the authorised representative in respect of whom the notice referred to in subsection (3) has been lodged shall cease to be an authorised representative on the expiration of a period of 21 days after the date of lodgment of the notice or on the date on which the consent statement in respect of another authorised representative is lodged with the Registrar under section 368(1)(f), whichever is the earlier, but if the notice states a date on which he is to so cease and the date is later than the expiration of that period, on that date.

(6) Where the authorised representative in respect of whom the notice has been lodged is the sole authorised representative of a foreign company —

(7) Where an authorised representative dies and if as a result the company is left with no authorised representative in Singapore, it shall, within 21 days after the death of the authorised representative, appoint another authorised representative.”; and

- (c) by deleting the word “agents” in the section heading and substituting the words “authorised representatives”.

Amendment of section 372

30 43. Section 372 of the Companies Act is amended —

- (a) by deleting paragraph (c) of subsection (1) and substituting the following paragraphs:

“(c) the authorised representative or authorised representatives of the foreign company;

- (ca) the particulars of any director or authorised representative of the foreign company which are lodged with the Registrar under section 368(1);”;
- (b) by deleting the word “or” at the end of subsection (1)(f);
- 5 (c) by deleting paragraph (g) of subsection (1) and substituting the following paragraphs:
 - “(g) the description of the business carried on by the foreign company; or
 - (h) the type of legal form or legal entity of the foreign company.”;
- (d) by deleting the word “agent” in subsections (1A), (1B) and (1C) and substituting in each case the words “authorised representatives”; and
- (e) by deleting subsections (2) and (3).

15 **Repeal and re-enactment of section 373**

44. Section 373 of the Companies Act is repealed and the following section substituted therefor:

‘Financial statements’

20 **373.**—(1) Subject to this section, a foreign company shall lodge with the Registrar, within the time specified in subsection (3), financial statements made up to the end of its last financial year together with a declaration in the prescribed form verifying that the copies are true copies of the documents so required and, in the case where the financial statements are audited, a statement of the name of the auditor.

- 25 (2) In this section, “financial statements” means —
- (a) in the case where the foreign company is required by the law for the time being in force in the place of the company’s incorporation or formation to prepare financial statements in accordance with any applicable accounting standards which are similar to the

Accounting Standards or which are acceptable to the Registrar, those financial statements; and

- 5 (b) in any other case, financial statements in such form and containing such particulars as the directors of the company would have been required to prepare or obtain if the foreign company were a public company incorporated under this Act.

(3) The financial statements referred to in subsection (1) shall be lodged —

- 10 (a) in the case where the foreign company is required by the law for the time being in force in the place of the company's incorporation or formation to table financial statements referred to in subsection (2)(a) at an annual general meeting, within 2 months after the date on which its annual general meeting is held; or

- 15 (b) in any other case, within such period as the directors of the foreign company would have been required to do so if the company were a public company incorporated under this Act which does not keep a branch register outside Singapore.

(4) The Registrar may, if he is of the opinion that the financial statements referred to in subsection (2)(a) do not sufficiently disclose the foreign company's financial position, require the company —

- 25 (a) to lodge financial statements within such period, in such form and containing such particulars; and

- (b) to annex thereto such documents,

as the Registrar may by notice in writing to the company require.

- 30 (5) Subsection (4) does not authorise the Registrar to require —

- (a) financial statements to contain any particulars; or
- (b) the company to annex, attach or to send any documents,

5 that would not be required to be furnished if the company were a public company incorporated under this Act.

(6) The foreign company shall comply with the requirements set out in the notice under subsection (4).

10 (7) In addition to the financial statements required to be lodged with the Registrar under subsections (1) to (6), a foreign company shall lodge with the Registrar within the time specified in subsection (3) —

- (a) a duly audited statement showing its assets used in and liabilities arising out of its operations in Singapore as at the date to which its balance-sheet was made up;
- (b) a duly audited profit and loss account which, in so far as is practicable, complies with the requirements of the Accounting Standards and which gives a true and fair view of the profit or loss arising out of the company's operation in Singapore for the last preceding financial year of the company; and
- (c) a statement of the name of the auditor who audited the documents referred to in paragraphs (a) and (b).

20 25 (8) For the purpose of subsection (7), the foreign company shall be entitled to make such apportionments of expenses incurred in connection with operations or administration affecting both Singapore and elsewhere and to add such notes and explanations as in its opinion are necessary or desirable in order to give a true and fair view of the profit or loss of its operations in Singapore.

30 (9) A foreign company which is dormant in Singapore may, in lieu of satisfying the requirements of subsection (7), lodge with the Registrar —

- 5
- (a) an unaudited statement showing its assets used in and liabilities arising out of its operations in Singapore; and
 - (b) an unaudited profit and loss account with respect to the company's operations in Singapore.
- 10
- (10) Notwithstanding subsection (6), the Registrar may, on application by a foreign company and payment of the prescribed application fee, extend the period referred to in subsection (3) within which the company is required to comply with any or all of the requirements of subsection (7).
- 15
- (11) A statement and profit and loss account shall be deemed to have been duly audited for the purposes of subsection (7) if it is accompanied by a report by a public accountant appointed to provide auditing services in respect of the foreign company's operations in Singapore which complies, in so far as is practicable, with section 207.
- 20
- (12) The Registrar may, upon the written application of a foreign company, waive the requirement of a foreign company to lodge the documents referred to in subsection (7)(a), (b) and (c) if the Registrar is satisfied that —
- (a) it is impractical for the foreign company to comply having regard to the nature of the foreign company's operations in Singapore;
 - (b) it would be of no real value having regard to the amount involved;
 - (c) it would involve expense unduly out of proportion to its value; or
 - (d) it would be misleading or harmful to the business of the foreign company, or to any company which is deemed by virtue of section 6 to be related to the foreign company.
- 25
- 30
- (13) The Registrar may, upon the written application of a foreign company, by order relieve the foreign company from either or both of the following:

- (a) any requirement relating to audit or the form and content of the documents referred to in subsection (2)(b);
 - (b) any requirement relating to audit or the form and content of the documents referred to in subsection (7).

(14) The Registrar may make the order referred to in subsection (13) unconditionally or subject to the condition that the foreign company comply with such other requirements relating to audit or the form and content of the documents as the Registrar may determine.

10 the Registrar may determine.

15 company or would impose unreasonable burdens on the company.

(16) The Registrar may make an order under subsection (13) which may be limited to a specific period and may from time to time revoke or suspend the operation of any such order.

20 (17) Without prejudice to subsections (12), (13) and (14), the Minister may, by order published in the *Gazette*, in respect of foreign companies of a specified class or description —

(a) substitute other accounting standards for the Accounting Standards, and the provisions of this section shall apply accordingly in respect of such foreign companies; or

(b) exempt foreign companies of a specified class or description from any or all of the requirements of subsection (7).

30 (18) If default is made by a foreign company in complying
with this section —

- (a) the company; and
 - (b) every director or equivalent person, and every authorised representative of the company, who knowingly and wilfully authorises or permits the default,

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$50,000.

10 (19) For the purposes of this section, a foreign company is dormant in Singapore during a period in which no accounting transaction arising out of its operations in Singapore occurs; and the company ceases to be dormant on the occurrence of such a transaction.”.

Amendment of section 375

45. Section 375 of the Companies Act is amended —

- 15 (a) by deleting paragraph (a) of subsection (1); and
 (b) by deleting subsection (2) and substituting the following
 subsections:

20 “(2) Where the name of a foreign company is indicated
on any of the documents referred to in subsection (1) in
characters or in any other way than by the use of
romanised letters, this section relating to the statement of
its name shall be deemed not to have been complied with
unless the name of the company is stated on such
document in romanised letters not smaller than any of the
25 characters so exhibited or stated on the relevant
document.

(3) The unique entity number of a foreign company, issued by the Registrar, shall appear in a legible form on all business letters, statements of account, invoices, official notices and publications of or purporting to be issued or signed by or on behalf of the company.

(4) In the case of a foreign company incorporated before the date of commencement of section 45 of the Companies (Amendment) Act 2013, the company shall comply with subsection (3) within 12 months after that date.”.

Amendment of section 376

46. Section 376 of the Companies Act is amended by deleting the word “agent” in paragraph (b) and substituting the words “authorised representative”.

10 Amendment of section 377

47. Section 377 of the Companies Act is amended —

- (a) by deleting the words “12 months” in subsection (1) and substituting the words “3 months”;
 - (b) by deleting the words “one month” in subsection (2)(a) and substituting the words “14 days”;
 - (c) by deleting the word “agent” in subsections (2)(a) and (5) and substituting in each case the words “authorised representative”;
 - (d) by deleting subsection (6); and
 - (e) by deleting subsection (8) and substituting the following subsections:

25 “(8) The Registrar shall strike the name of a foreign company off the register if the Registrar is satisfied that the company is being used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore or against the national security or interest.

(8A) The Registrar may strike the name of a foreign company off the register if —

- 30 (a) the Registrar has reasonable cause to believe that the company has ceased to carry on business or to have a place of business in Singapore; or

(b) the company has failed to appoint an authorised representative within 6 months after the date of the death of its sole authorised representative.

5 (8B) The Registrar may strike the name of a foreign company off the register upon the application of the sole authorised representative of the foreign company in the prescribed form if the Registrar is satisfied that —

10 (a) the sole authorised representative has given notice in writing to the foreign company that he desires to resign and has lodged a notice under section 370(3) with the Registrar, but the company has failed to respond or appoint another authorised representative within 12 months after the date of lodgment of the notice; or

15 (b) the foreign company has failed to give instructions with respect to a written request from the sole authorised representative for instructions as to whether the company wishes to cancel or continue its registration under this Act within 12 months after the date the written request was sent.

20 (8C) Without prejudice to the generality of subsection (8A)(a), in determining whether there is reasonable ground to believe that a company is not carrying on business under subsection (8A)(a), the Registrar shall have regard to such circumstances as may be prescribed.

25 (8D) For the purposes of subsections (8), (8A) and (8B), the provisions of this Act relating to the striking off the register of the name of a defunct company shall with such adaptations as are necessary extend and apply accordingly.”.

New sections 377A to 377D

30 **48.** The Companies Act is amended by inserting, immediately after section 377, the following sections:

“Application for administrative restoration of foreign company to register

377A.—(1) Subject to such conditions as may be prescribed, a director or member of a foreign company which name has been struck off the register under section 377(8A) or (8B) may apply to the Registrar to restore the foreign company to the register.

(2) An application under this section may not be made after the end of the period of 6 years from the date on which the name of the foreign company is struck off the register.

(3) For the purpose of subsection (2), an application is made when it is received by the Registrar.

Registrar’s decision on application for administrative restoration of foreign company

377B.—(1) The Registrar shall give notice to the applicant of the decision on an application under section 377A.

(2) If the Registrar’s decision is that the foreign company should be restored to the register, the company shall be restored to the register on the date on which notice is given under subsection (1) (referred to in this section as the restoration date).

(3) The Registrar shall —

- (a) enter on the register a note of the restoration date; and
- (b) cause notice of the restoration to be published in the *Gazette* and on the Authority’s website.

(4) The notice under subsection (3)(b) shall state —

- (a) the name of the foreign company or, if the foreign company is restored to the register under a different name, that name and its former name;
- (b) the unique entity number of the foreign company issued by the Registrar; and
- (c) the restoration date.

(5) If the Registrar's decision is that the foreign company should not be restored to the register, the person who made the application under section 377A or any other person aggrieved with the decision of the Registrar, may appeal to the Court.

5 (6) On an appeal made under subsection (5), the Court may —

10

- (a) confirm the Registrar's decision; or
- (b) restore the foreign company to the register and give such directions and make such orders as the Court is empowered to give and make under section 377D(3).

Registrar may restore foreign company deregistered by mistake

15

377C.—(1) The Registrar may, on his own initiative, restore a foreign company to the register if he is satisfied that the name of the company has been struck off the register under section 377(8) as a result of a mistake of the Registrar.

20

(2) In subsection (1), a reference to a mistake of the Registrar excludes a mistake that is made on the basis of wrong, false or misleading information given by an applicant in connection with an application for striking the name of the foreign company off the register under section 377(8).

25

(3) The Registrar may restore a foreign company to the register by publishing in the *Gazette* and on the Authority's website a notice declaring the restoration, and the restoration takes effect on the date of publication of the notice.

Effect of restoration of foreign company

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377D.—(1) If a foreign company is restored to the register under section 377B or 377C, or on appeal to the Court under section 377B(5), the company is to be regarded as having continued its registration under this Act as if the name of the company had not been struck off the register.

- 5 (2) The foreign company, its directors or equivalent persons, and authorised representatives are not liable to a penalty under section 373 for a financial year in relation to which the period for filing its balance-sheet, cash flow statement, profit and loss statement and other related documents ended —
- (a) after the date of striking off; and
- (b) before the restoration of the company to the register.
- 10 (3) On the application by any person, the Court may give directions and make orders, as seem just for placing the foreign company and all other persons in the same position (as nearly as may be) as if the company had not been struck off the register.
- 15 (4) An application to the Court for such directions or orders may be made any time within 3 years after the date of restoration of the foreign company to the register.”.

Repeal and re-enactment of section 378

49. Section 378 of the Companies Act is repealed and the following section substituted therefor:

- 20 **“Restriction on use of certain names**
- 378.**—(1) Except with the consent of the Minister, a foreign company shall not be registered by a name, whether on its registration or by a subsequent change of name, under which the company is to carry on business in Singapore that, in the opinion of the Registrar —
- 25 (a) is undesirable;
- (b) is identical to a name of any other company, limited liability partnership, limited partnership or corporation, or to a business name;

- 5 (c) is identical to a name reserved under subsection (16) and section 27(12) of this Act, section 13(2) of the Business Registration Act (Cap. 32), section 19(2) of the Limited Liability Partnerships Act (Cap. 163A) or section 17(2) of the Limited Partnerships Act (Cap. 163B); or
- 10 (d) is a name of a kind that the Minister has directed the Registrar not to accept for registration.
- (2) No foreign company to which this Division applies shall use in Singapore any name other than that under which it is registered under this Division.
- 15 (3) Notwithstanding anything in this section, where the Registrar is satisfied that a foreign company has been registered (whether through inadvertence or otherwise or whether on its registration or by a subsequent change of name) by a name under which the company is to carry on business in Singapore which is referred to in subsection (1)(a), (b) or (d); the Registrar may direct the foreign company to change its name, and the company shall comply with the direction within 6 weeks after the date of the direction or such longer period as the Registrar may allow, unless the direction is annulled by the Minister.
- 20 (4) Any person may apply, in writing, to the Registrar to give a direction to a foreign company under subsection (3) on a ground referred to in that subsection.
- 25 (5) If the foreign company fails to comply with subsection (3), the company and every officer of the company who is in default and every authorised representative of the company who knowingly and wilfully authorises or permits the default shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$2,000 and also to a default penalty.

5 (6) The Registrar may, if he is satisfied that the foreign company to which the direction under subsection (3) was given had applied for registration under that name in bad faith, require the company to pay the Registrar such penalty as may be prescribed by the Minister, and such penalty shall be recoverable as a debt due to the Government.

10 (7) The Registrar may, by publication in the *Gazette*, make such rules as he considers appropriate for the purposes of determining the matters referred to in subsections (1) and (3).

15 (8) In this section, “business name” has the same meaning as in the Business Registration Act (Cap. 32).

15 (9) A foreign company aggrieved by the decision of the Registrar under subsection (3) or (6) may within 30 days of the date of the decision appeal to the Minister whose decision shall be final.

20 (10) For the avoidance of doubt, where the Registrar makes a decision under subsection (3) or the Minister makes a decision under subsection (9), he shall accept as correct any decision of the Court to grant an injunction referred to in subsection (3)(b).

25 (11) The Minister shall cause a direction given by him under subsection (1)(d) to be published in the *Gazette*.

25 (12) A person may apply in the prescribed form to the Registrar for the reservation of a name set out in the application as the name under which a foreign company proposes to be registered, either originally or upon change of name.

30 (13) A foreign company shall not be registered, whether on its initial registration or by a subsequent change of name, by a name unless the name has been reserved under subsection (16).

30 (14) The Registrar shall not reserve any name in respect of a foreign company where he is satisfied that —

 (a) the foreign company is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore; or

(b) it would be contrary to the national security or interest for the foreign company to be registered.

5 (15) Any person aggrieved by the decision of the Registrar under subsection (14) may, within 30 days after the date of the decision, appeal to the Minister whose decision shall be final.

10 (16) Subject to subsections (14) and (15), if the Registrar is satisfied as to the bona fides of the application and that the proposed name is a name by which the foreign company could be registered without contravention of subsection (1), he shall reserve the proposed name —

(a) if the Registrar approves the application, for a period commencing on the date that the application is lodged and ending 60 days after the date on which the Registrar approves of the application; or

15 (b) if the Registrar rejects the application, for a period commencing on the date that the application is lodged with the Registrar and ending on the date on which the Registrar informs the applicant that the application is rejected.

20 (17) If, at any time during a period for which a name is reserved, application is made to the Registrar for an extension of that period and the Registrar is satisfied as to the bona fides of the application, he may extend that period for a further period of 2 months.

25 (18) The reservation of a name under this section in respect of a foreign company does not in itself entitle the foreign company to be registered by that name, either originally or upon change of name.”.

Amendment of section 379

30 **50.** Section 379 of the Companies Act is amended —

(a) by deleting the word “agent” in subsection (3) and substituting the words “authorised representative”; and

- (b) by deleting the words “14 days” in subsections (6) and (7) and substituting in each case the words “30 days”.

Amendment of section 386

5 **51.** Section 386 of the Companies Act is amended by deleting the word “agent” and substituting the words “authorised representative”.

Amendment of section 401

52. Section 401(2) of the Companies Act is amended by deleting the word “accession” and substituting the word “omission”.

10 **Amendment of section 405**

53. Section 405 of the Companies Act is amended —

- (a) by deleting subsection (1) and substituting the following subsection:

“(1) If any person —

15 (a) other than a foreign company, uses any name or title or trades or carries on business under any name or title which “Limited” or “Berhad” or any abbreviation, imitation or translation of any of those words is the final word; or

20 (b) in any way holds out that the business is incorporated under this Act,

25 that person shall, unless at that time the business was duly incorporated under this Act, be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.”; and

- (b) by inserting, immediately after subsection (2), the following subsection:

“Penalty for holding out business as registered foreign company

(3) If a person carrying on a business, his agent or a person acting on his behalf, in any way holds out that the business is registered as a foreign company under this Act when at the material time the business was not so registered, that person shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.”.

Amendment of section 408

54. Section 408(1) of the Companies Act is amended by deleting the words “section 409(4) or (5)” and substituting the words “section 409B”.

15 Amendment of section 409

55. Section 409 of the Companies Act is amended by deleting subsections (4), (5) and (6).

New section 409B

56. The Companies Act is amended by inserting, immediately after section 409A, the following section:

“Composition of offences

409B.—(1) The Registrar may, in his discretion, compound any offence which is prescribed as a compoundable offence by collecting from a person reasonably suspected of having committed the offence, a sum of money not exceeding one half of the amount of the maximum fine prescribed for that offence.

(2) The Registrar may, in his discretion, compound any offence under this Act (including an offence under a provision that has been repealed) which —

(a) was compoundable under this section at the time the offence was committed; but

(b) has ceased to be so compoundable,

5 by collecting from a person reasonably suspected of having committed the offence a sum of money not exceeding one half of the amount of the maximum fine prescribed for that offence at the time it was committed.

10 (3) On payment of such sum of money referred to in subsection (1) or (2), no further proceedings shall be taken against that person in respect of the offence.

(4) The Minister may make regulations to prescribe the offences which may be compounded.

(5) All sums collected under subsection (1) or (2) shall be paid to the Consolidated Fund.”.

15 **New section 409C**

57. The Companies Act is amended by inserting, immediately before section 410 in Division 3, the following section:

“Appeal

20 **409C.—(1)** Any party aggrieved by an act or a decision of the Registrar under this Act may, within 28 days of the date of the act or decision, appeal to the Court against the act or decision.

25 (2) The Court may confirm the act or decision or give such directions in the matter as seem proper or otherwise determine the matter, but this section shall not apply to any act or decision of the Registrar —

(a) in respect of which any provision in the nature of an appeal or review is expressly provided in this Act; or
 (b) which is declared by this Act to be conclusive or final or is embodied in any document declared by this Act to be conclusive evidence of any act, matter or thing.”.

Amendment of section 410

5 **58.** Section 410 of the Companies Act is amended by deleting the words “any law for the time being in force relating to the courts” and substituting the words “section 80 of the Supreme Court of Judicature Act (Cap. 322)”.

Amendment of Second Schedule

59. The Second Schedule to the Companies Act is amended by deleting the word “agent” wherever it appears in items 80 and 90 and substituting in each case the words “authorised representative”.

10 **Miscellaneous amendments**

60. The Companies Act is amended by deleting the word “Government” in the following sections and substituting in each case the word “Authority”:

Sections 12A(1), 16, 16A, 27(2C) and 28(3C).

Consequential and related amendments to other written laws

61. The provisions of the Acts specified in the first column of the Schedule are amended in the manner set out in the second column thereof.

THE SCHEDULE

Section 61

CONSEQUENTIAL AND RELATED AMENDMENTS TO OTHER WRITTEN LAWS

<i>First column</i>	<i>Second column</i>
<p>1. Banking Act (Chapter 19, 2008 Ed.)</p> <p>Section 15B(4)</p>	<p>(i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:</p> <p style="padding-left: 20px;">“(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”.</p> <p>(ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:</p> <p style="padding-left: 20px;">“(v) A is a subsidiary of B;”.</p> <p>(iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”.</p> <p>(iv) Delete sub-paragraph (viii) of paragraph (c).</p>

*First column**Second column*

2. Building Control Act
(Chapter 29, 1999 Ed.)

Section 2

Insert, immediately after subsection (4), the following subsection:

“(4A) For the purposes of subsection (4)(b) and (c)(i) —

(a) section 7(5) of the Companies Act (Cap. 50) shall not apply with respect to the determination of whether a person is a substantial shareholder as defined in section 81 of the Companies Act; and

(b) for the purposes of section 7(4A) of the Companies Act, a person is an associate of another person if the first-mentioned person is —

(i) a corporation that, by virtue of section 6 of the Companies Act, is deemed to be related to that other person;

(ii) a person in accordance with whose directions, instructions or wishes that other person is accustomed or is under an obligation whether formal or informal to act in relation to the share referred to in section 7(4) of the Companies Act;

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- (iii) a person who is accustomed or is under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of that other person in relation to that share;
- (iv) a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of that other person in relation to that share; or
- (v) a body corporate in accordance with the directions, instructions or wishes of which, or of a majority of the directors of which, that other person is under an obligation whether formal or informal to act in relation to that share.”.

First column *Second column*

3. Financial Holding Companies
Act 2013
(Act 13 of 2013)

Section 11(3)

- (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
 “(ii) *A* is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of *B*;”.
- (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
 “(v) *A* is a subsidiary of *B*;”.
- (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”.
- (iv) Delete sub-paragraph (viii) of paragraph (c).

*First column**Second column*

4. Insurance Act
(Chapter 142, 2002 Ed.)

(a) Section 12(10)

- (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
“(ii) *A* is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of *B*;”.
- (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
“(v) *A* is a subsidiary of *B*;”.
- (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”.
- (iv) Delete sub-paragraph (viii) of paragraph (c).

*First column**Second column*

(b) Section 28(7)

- (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
 - “(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”.
- (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
 - “(v) A is a subsidiary of B;”.
- (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”.
- (iv) Delete sub-paragraph (viii) of paragraph (c).

(c) Section 34B(9)

- (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
 - “(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”.

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|---|--|
| | <ul style="list-style-type: none"> (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
“(v) A is a subsidiary of B;”. (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”. (iv) Delete sub-paragraph (viii) of paragraph (c). |
| <p>5. Payment Systems
(Oversight) Act
(Chapter 222A, 2007 Ed.)</p> <p>Section 23(4)</p> | <ul style="list-style-type: none"> (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
“(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”. (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
“(v) A is a subsidiary of B;”. (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”. (iv) Delete sub-paragraph (viii) of paragraph (c). |

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6. Securities and Futures Act
(Chapter 289, 2006 Ed.)

(a) Section 4

Delete subsection (6) and substitute the following subsection:

“(6) For the purposes of subsection (5), a person is an associate of another person if the first-mentioned person is —

- (a) a subsidiary of that other person;
- (b) a person who is accustomed or is under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of that other person in relation to the security referred to in subsection (4); or
- (c) a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with that directions, instructions or wishes of that other person in relation to that security.”.

*First column**Second column*

(b) Section 27(4)

- (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
 - “(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”.
- (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
 - “(v) A is a subsidiary of B;”.
- (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”.
- (iv) Delete sub-paragraph (viii) of paragraph (c).

(c) Section 46U(4)

- (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
 - “(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”.

*First column**Second column*

- (d) Section 70(4)
- (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
“(v) A is a subsidiary of B;”.
 - (iii) Delete the word “corporation” in sub-paragraph (vii) of paragraph (c) and substitute the words “body corporate”.
 - (iv) Delete sub-paragraph (viii) of paragraph (c).
 - (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
“(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”.
 - (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
“(v) A is a subsidiary of B;”.
 - (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”.
 - (iv) Delete sub-paragraph (viii) of paragraph (c).

*First column**Second column*

(e) Section 81ZE(4)

- (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
 - “(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”.
- (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
 - “(v) A is a subsidiary of B;”.
- (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”.
- (iv) Delete sub-paragraph (viii) of paragraph (c).

7. Trust Companies Act
(Chapter 336, 2006 Ed.)

Section 16(4)

- (i) Delete sub-paragraphs (ii) and (iii) of paragraph (c) and substitute the following sub-paragraph:
 - “(ii) A is a body corporate that is, or a majority of the directors of which are, accustomed or under an obligation whether formal or informal to act in accordance with the directions, instructions or wishes of B;”.

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- (ii) Delete sub-paragraphs (v) and (vi) of paragraph (c) and substitute the following sub-paragraph:
“(v) A is a subsidiary of B;”.
- (iii) Delete the word “corporation” in paragraph (c)(vii) and substitute the words “body corporate”.
- (iv) Delete sub-paragraph (viii) of paragraph (c).

Note 1:TO/Companies (Amendment) Bill (Part 2)-(v09) (11.10.13)