
First published in the *Government Gazette*, Electronic Edition, on 1st April 2013 at 7:00 pm.

No. S 191

SECURITIES AND FUTURES ACT (CHAPTER 289)

SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (COLLECTIVE INVESTMENT SCHEMES) (AMENDMENT) REGULATIONS 2013

In exercise of the powers conferred by sections 296, 305 and 341 of the Securities and Futures Act, the Monetary Authority of Singapore hereby makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Securities and Futures (Offers of Investments) (Collective Investment Schemes) (Amendment) Regulations 2013 and shall come into operation on 1st July 2013.

Amendment of regulation 2

2. Regulation 2(1) of the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 (G.N. No. S 602/2005) (referred to in these Regulations as the principal Regulations) is amended by inserting, immediately after the definition of “approved trustee”, the following definitions:

““custodian” means an entity to which the assets of a collective investment scheme are entrusted for safekeeping;

“information memorandum” has the same meaning as in section 305(5) of the Act;

“key executive” means an individual —

(a) who is employed in an executive capacity by the manager for a collective investment scheme; and

(b) who makes, has the capacity to make, or participates in making, decisions that affect the whole or a substantial part of the management of the collective investment scheme;”.

Amendment of regulation 32

3. Regulation 32 of the principal Regulations is amended —

- (a) by deleting the words “and 295” in paragraph (a) and substituting the words “, 295 and 296”; and
- (b) by deleting the regulation heading and substituting the following regulation heading:

**“Extent to which Subdivisions (2) and (3) in
Division 2 of Part XIII of Act apply to restricted
schemes”.**

Amendment of Third Schedule

4. The Third Schedule to the principal Regulations is amended —

- (a) by inserting, immediately after the words “The Trustee” in the Arrangement of Parts against Part IV, the words “(or the custodian)”;
- (b) by inserting, immediately after paragraph 5, the following paragraph:

“5A. In relation to a prospectus that is lodged with the Authority pursuant to section 296(1) of the Act on or after 1st July 2013, state the method of valuation adopted in respect of the investments of the Scheme.”;

- (c) by inserting, immediately after paragraph 9, the following paragraphs:

“9A. In relation to a prospectus that is lodged with the Authority pursuant to section 296(1) of the Act on or after 1st July 2013, with respect to each of the directors and key executives of the Manager, state the names, details of relevant past working experience, educational and professional qualifications, if any, and areas of expertise or responsibility in the Manager.

9B. In relation to a prospectus that is lodged with the Authority pursuant to section 296(1) of the Act on or after 1st July 2013,

where the Manager delegates any of its functions to a third-party, state the function that has been delegated and the name of the delegate.”;

(d) by inserting, immediately after paragraph 10, the following paragraph:

“10A. In relation to a prospectus that is lodged with the Authority pursuant to section 296(1) of the Act on or after 1st July 2013, state the name of the financial supervisory authority which licenses or regulates the Manager in its principal place of business and, where applicable, the name of the financial supervisory authority of the manager of the underlying fund referred to in paragraph 10(b) and of each submanager referred to in paragraph 10(b).”; and

(e) by deleting Part IV and substituting the following Part:

“IV — THE TRUSTEE (OR THE CUSTODIAN)

12. In relation to a prospectus that is lodged with the Authority pursuant to section 296(1) of the Act on or after 1st July 2013, state the names of the following:

- (a) where the Scheme is constituted as a unit trust, the name of the trustee for the Scheme (referred to in this Schedule as the Trustee), as well as (where the Trustee has delegated the safekeeping of the assets of the Scheme to a custodian) the name of the custodian;
- (b) where the Scheme is constituted other than as a unit trust, the name of the custodian.

12A. In relation to a prospectus that is lodged with the Authority pursuant to section 296(1) of the Act on or after 1st July 2013, state whether the Trustee or the custodian is licensed or regulated by any financial supervisory authority in its principal place of business and, if so, the name of the financial supervisory authority.

12B. In relation to a prospectus that is lodged with the Authority pursuant to section 296(1) of the Act on or after 1st July 2013, state the custodial arrangement in respect of the assets of the Scheme.”.

Amendment of Sixth Schedule

5. The Sixth Schedule to the principal Regulations is amended by deleting sub-paragraphs (1) and (2) of paragraph 1 and substituting the following sub-paragraphs:

-
-
- “(1) No person shall make an offer of units in a restricted scheme unless —
- (a) it is a restricted Singapore scheme or a restricted foreign scheme; and
 - (b) the offer is made in or accompanied by an information memorandum —
 - (i) that complies with sub-paragraph (2); and
 - (ii) a copy of which is submitted to the Authority for record purposes.
- (2) An information memorandum issued in connection with an offer of units in a restricted scheme shall —
- (a) except where the scheme is also authorised or recognised by the Authority under section 286 or 287 of the Act, as the case may be, contain the statement “the scheme is not authorised or recognised by the Authority and units in the scheme are not allowed to be offered to the retail public”;
 - (b) contain the statement “the information memorandum is not a prospectus as defined in the Act and, accordingly, statutory liability under the Act in relation to the content of prospectuses does not apply, and the offeree should consider carefully whether the investment is suitable for him”; and
 - (c) state —
 - (i) the investment objectives and focus of the restricted scheme, and the investment approach of the manager for the scheme;
 - (ii) the risks of subscribing for or purchasing units in the restricted scheme;
 - (iii) whether the offer of units in the restricted scheme is regulated by any financial supervisory authority and, if so, the title and jurisdiction of the legislation under which the restricted scheme is regulated and the name and contact details of the authority;
 - (iv) in the case of a restricted Singapore scheme, the name and place of incorporation of the manager for the scheme and, where applicable, the trustee or custodian for the scheme;
 - (v) in the case of a restricted foreign scheme —
 - (A) where the scheme is a corporation —
 - (AA) its place of incorporation and business address;
 - and

-
-
- (AB) the name and place of incorporation or registration of the manager for the restricted foreign scheme and, where applicable, the trustee or custodian for the restricted foreign scheme; or
- (B) where the scheme is not a corporation, the name and place of incorporation or registration of the manager for the restricted foreign scheme and, where applicable, the trustee or custodian for the restricted foreign scheme;
- (vi) whether the manager for the restricted scheme and, where applicable, the trustee or custodian for the restricted scheme, are regulated by any financial supervisory authority and, if so, the name and contact details of the authority;
- (vii) where applicable, the conditions, limits and gating structures for redemption of the units;
- (viii) where applicable, the policy of the restricted scheme regarding side letters that may further qualify the relationship between the restricted scheme and selected investors, and the nature and scope of such side letters;
- (ix) where applicable, the past performance of the restricted scheme, or where information on the past performance of the scheme may be obtained;
- (x) the details on where the accounts of the restricted scheme may be obtained; and
- (xi) the fees and charges payable by the investors and by the restricted scheme.
- (2A) Where a person makes an offer of units in a restricted Singapore scheme or restricted foreign scheme that has been entered, before 1st July 2013, into the list of restricted schemes maintained by the Authority —
- (a) sub-paragraphs (1) and (2) shall only apply to the person from (and including) the due date of the next annual declaration in respect of the scheme (being a date that is on or after 1st July 2013) in relation to any offer made on or after that due date; and
- (b) sub-paragraphs (1) and (2) as in force immediately before 1st July 2013 shall continue to apply to the person prior to that due date in relation to any offer made before that due date.”.

Made this 28th day of March 2013.

RAVI MENON
Managing Director,
Monetary Authority of Singapore.

[CMD-CFD0180/2005; AG/LLRD/SL/289/2010/3 Vol. 1]