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No. S 786

COMPANIES ACT 1967

COMPANIES (REGISTER OF CONTROLLERS AND NOMINEE DIRECTORS) (AMENDMENT NO. 2) REGULATIONS 2022

In exercise of the powers conferred by section 411 of the Companies Act 1967, the Minister for Finance makes the following Regulations:

Citation and commencement

1.—(1) These Regulations are the Companies (Register of Controllers and Nominee Directors) (Amendment No. 2) Regulations 2022 and, except for regulation 6, come into operation on 4 October 2022.

(2) Regulation 6 is deemed to have come into operation on 31 December 2021.

New regulation 3A

2. In the Companies (Register of Controllers and Nominee Directors) Regulations 2017 (G.N. No. S 116/2017) (called in these Regulations the principal Regulations), after regulation 3, insert —

“Prescribed particulars under section 386AFA(3)(b) of Act

3A. For the purposes of section 386AFA(3)(b) of the Act, the prescribed particulars of a director with executive control or chief executive officer are —

- (a) full name;
- (b) aliases, if any;
- (c) residential address;
- (d) nationality;
- (e) identity card number or passport number;

- (f) date of birth;
- (g) date on which the director with executive control or chief executive officer is taken to be a registrable controller of the company or foreign company, as the case may be; and
- (h) date on which the director with executive control or chief executive officer is no longer taken to be a registrable controller of the company or foreign company (as the case may be), if applicable.”.

Replacement of Part 3A and new Part 3B

3. In the principal Regulations, replace Part 3A with —

“PART 3A

REGISTER OF NOMINEE SHAREHOLDERS

Prescribed form and place of register of nominee shareholders under section 386ALA(1) of Act

- 10A.** For the purposes of section 386ALA(1) of the Act —

- (a) the prescribed form of the register of nominee shareholders is set out in the Eighth Schedule; and
- (b) any of the following places is a prescribed place:
 - (i) the registered office of the company or foreign company;
 - (ii) the registered office of any registered filing agent appointed by the company or foreign company for the purpose of keeping the register of nominee shareholders.

Prescribed particulars of person for whom shareholder is nominee under section 386ALB(1), (2), (3) and (4) of Act

- 10B.**—(1) For the purposes of section 386ALB(1)(a) and (b), (2)(a) and (b), (3)(a) and (b) and (4)(a) and (b) of the Act, the prescribed particulars of an individual for whom a shareholder of a company or foreign company is a nominee are —

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- (a) full name;
 - (b) aliases, if any;
 - (c) residential address;
 - (d) nationality;
 - (e) identity card number or passport number;
 - (f) date of birth; and
 - (g) date on which the shareholder became the individual's nominee.

(2) For the purposes of section 386ALB(1)(a) and (b), (2)(a) and (b), (3)(a) and (b) and (4)(a) and (b) of the Act, the prescribed particulars of a legal entity for whom a shareholder of a company or foreign company is a nominee are —

- (a) name;
- (b) unique entity number issued by the Registrar, if any;
- (c) address of registered office;
- (d) legal form of the legal entity;
- (e) jurisdiction where, and statute under which, the legal entity is formed or incorporated;
- (f) name of the corporate entity register of the jurisdiction where the legal entity is formed or incorporated, if applicable;
- (g) identification number or registration number of the legal entity on the corporate entity register of the jurisdiction where the legal entity is formed or incorporated, if applicable; and
- (h) date on which the shareholder became the legal entity's nominee.

PART 3B

CENTRAL REGISTER OF CONTROLLERS

Prescribed form and manner of lodgment

10C. For the purposes of section 386AN(3) of the Act, any lodgment made under section 386AN(2)(b) of the Act must be made through the electronic transaction system established under Part 6A of the Accounting and Corporate Regulatory Authority Act 2004.

Prescribed circumstances for disclosure, etc., of central register of controllers

10D.—(1) For the purposes of section 386AN(5) of the Act, the Registrar may disclose, or make available for inspection, the central register of controllers of companies and foreign companies kept by the Registrar to a public agency whose functions include administering or enforcing any written law, where —

- (a) the public agency has requested —
 - (i) information in the central register of controllers of companies and foreign companies; or
 - (ii) to inspect the central register of controllers of companies and foreign companies; and
- (b) the Registrar is satisfied that the information or inspection so requested is for the purpose of enabling the public agency to administer or enforce the written law.

(2) In this regulation, “public agency” has the meaning given by section 386AM(6) of the Act.”.

Amendment of Second Schedule

4. In the Second Schedule to the principal Regulations —

(a) after item 2, insert —

“2A. Section 386AFA(4) (prescribed period within which matters mentioned in section 386AFA(3) must be entered in register of controllers) 2 business days after the date mentioned in section 386AFA(4)(a) or (b), as the case may be

2B. Section 386AFA(5) (prescribed period within which register of controllers must be updated to reflect change in particulars entered under section 386AFA(3)(b)) 2 business days after the date on which the company or foreign company knows, or has reasonable grounds to believe, that any change in the particulars entered in its register of controllers under section 386AFA(3)(b) has occurred”; and

(b) in item 11, delete “Where the company or foreign company keeps a register of its registrable controllers under section 386AF of the Act in which the particulars of its registrable controllers are entered —”.

New Eighth Schedule

5. After the Seventh Schedule to the principal Regulations, insert —

“EIGHTH SCHEDULE

Regulation 10A(a)

FORM OF REGISTER OF NOMINEE SHAREHOLDERS

ENTRY

[Complete one entry in the register for each nominee shareholder]

Date of entry:	Name of nominee shareholder:	<p style="text-align: center;">Part 1*</p> <p>1. Full name of the person for whom the shareholder is a nominee:</p>
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		<p>2. Aliases, if any of the person for whom the shareholder is a nominee:</p> <p>3. Residential address of the person for whom the shareholder is a nominee:</p> <p>4. Nationality of the person for whom the shareholder is a nominee:</p> <p>5. Identity card number or passport number of the person for whom the shareholder is a nominee:</p> <p>6. Date of birth of the person for whom the shareholder is a nominee:</p> <p>7. Date on which the shareholder became the nominee of the person for whom the shareholder is a nominee:</p> <p>8. Date on which the shareholder ceased to be a nominee of the person for whom the shareholder is a nominee:</p> <p>9. Where there is any change to the particulars of the person for whom the shareholder is a nominee —</p> <p style="padding-left: 40px;">(a) the new particulars:</p> <p style="padding-left: 40px;">(b) the date on which the particulars changed:</p> <p style="text-align: center;">Part 2**</p> <p>1. Name of the person for whom the shareholder is a nominee:</p> <p>2. Unique entity number of the person for whom the shareholder is a nominee issued by the Registrar, if any:</p> <p>3. Address of registered office of the person for whom the shareholder is a nominee:</p> <p>4. Legal form of the person for whom the shareholder is a nominee:</p>
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		<p>5. Jurisdiction where, and statute under which, the person for whom the shareholder is a nominee is formed or incorporated:</p> <p>6. Name of the corporate entity register of the jurisdiction where the person for whom the shareholder is a nominee is formed or incorporated, if applicable:</p> <p>7. Identification number or registration number on the corporate entity register of the jurisdiction where the person for whom the shareholder is a nominee is formed or incorporated, if applicable:</p> <p>8. Date on which the shareholder became the nominee of the person for whom the shareholder is a nominee:</p> <p>9. Date on which the shareholder ceased to be a nominee of the person for whom the shareholder is a nominee:</p> <p>10. Where there is any change to the particulars of the person for whom the shareholder is a nominee —</p> <p style="padding-left: 40px;">(a) the new particulars:</p> <p style="padding-left: 40px;">(b) the date on which the particulars changed:</p>
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*Where the person for whom the shareholder is a nominee is an individual, complete Part 1.

**Where the person for whom the shareholder is a nominee is a legal entity, complete Part 2.”.

Miscellaneous amendments

6. In the principal Regulations —

(a) in the following provisions, replace “(Cap. 201)” with “1965”:

Regulation 2

Third Schedule (definition of “identity card”)

Fourth Schedule (definition of “identity card”);

(b) in the following provision, replace “Part XIA” (wherever it appears) with “Part 11A”:

Regulation 4 (including the regulation heading);

(c) in the following provisions, after “Companies Act” (wherever it appears), insert “1967”:

Third Schedule

Fourth Schedule

Fifth Schedule

Sixth Schedule; and

(d) in the following provisions, delete “(Cap. 50)”:

Third Schedule

Fourth Schedule

Fifth Schedule

Sixth Schedule.

[G.N. Nos. S 625/2020; S 424/2022]

Made on 29 September 2022.

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Ministry of Finance,
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