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## **No. S 861**

### **COMPANIES ACT (CHAPTER 50)**

#### **COMPANIES (AMENDMENT) REGULATIONS 2005**

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

#### **Citation and commencement**

1. These Regulations may be cited as the Companies (Amendment) Regulations 2005 and shall come into operation on the date of commencement of item (9) in the First Schedule to the Statutes (Miscellaneous Amendments) (No. 2) Act 2005 (Act 42 of 2005).

#### **Deletion and substitution of regulations 29 to 39**

2. The Companies Regulations (Rg 1) are amended by deleting regulations 29 to 39 (including the heading immediately above regulation 29) and substituting the following regulations:

##### **“Definition**

29. In this Part, “application for a judicial management order” means an application made under section 227B of the Act for an order placing a company under the judicial management of a judicial manager.

##### **Form of application for judicial management**

30.—(1) Every application for a judicial management order shall be made by originating summons in Form 63A in the Second Schedule supported by an affidavit in Form 63B in the Second Schedule.

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- (2) The supporting affidavit —
- (a) shall be deposed to by the person making the application or, if more than one, or, in the case where the application is made by a corporation, by some director, secretary or other principal officer thereof; and
  - (b) shall be filed together with the application.

### **Filing of application for judicial management**

**31.**—(1) An application for a judicial management order shall be filed at the office of the Registrar of the Supreme Court who shall appoint the time and place at which the application is to be heard.

(2) Notice of the time and place appointed for hearing the application shall be indicated on the originating summons and sealed copies thereof, and the Registrar of the Supreme Court may at any time before the application has been advertised, alter the time appointed and fix another time.

### **Notice of application for judicial management**

**32.**—(1) Every notice of an application for a judicial management order shall be published in accordance with Form 63C in the Second Schedule, 7 clear days or such longer time as the Court may direct before the hearing, as follows:

- (a) once in the *Gazette* and once at least in one English and one Chinese local daily newspaper or in such other newspapers as the Court may direct;
- (b) the notice shall —
  - (i) state the day on which the application was filed and the name and address of the applicant and of his solicitor; and
  - (ii) contain a note stating that any person who intends to appear at the hearing of the application to oppose the nomination of a judicial manager made by the company, pursuant to section 227B(3)(c) of the Act or the making of

a judicial management order pursuant to section 227B(5)(b) of the Act must send notice of such intention to the applicant or to his solicitor, within the time and in the manner prescribed by regulation 33.

(2) A notice of an application for a judicial management order which does not contain the note referred to in paragraph (1)(b)(ii) shall be deemed irregular.

(3) If the applicant for a judicial management order or his solicitor does not, within the time required under paragraph (1) or within such extended time as the Registrar of the Supreme Court may allow, duly publish the notice of the application in the manner required by this regulation, the appointment of the time and place at which the application is to be heard shall be cancelled by the Registrar of the Supreme Court and the application shall be removed from the file unless the Judge or the Registrar of the Supreme Court shall otherwise direct.

(4) The notice of application together with a copy of the application and its supporting affidavit shall be filed with the Registrar in accordance with the provisions of the Companies (Filing of Documents) Regulations (Rg 7).

### **Service of application for judicial management**

**33.**—(1) Every application for a judicial management order and its supporting affidavit shall, unless filed by the company, be served upon the company within 7 days of the hearing of the application at the registered office of the company, by leaving a copy thereof with any member, officer or employee of the company there, or in case no such member, officer or employee can be found there, then by leaving a copy thereof at such registered office or by serving it on such member or members of the company as the Court may direct.

(2) The affidavit of service of the application may be in accordance with Form 63D in the Second Schedule.

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**Copy of application and supporting affidavit to be furnished to creditor or member**

**34.** Every member or creditor of the company shall be entitled to be furnished by the applicant or his solicitor with a copy of the application for a judicial management order and its supporting affidavit within 48 hours after requesting it, upon payment of \$1 per page or part thereof for such copy.

**Notice of intention to appear**

**35.—**(1) Every person who intends to appear at the hearing of an application for a judicial management order, being a person referred to in sections 227B(3)(c) and 227B(5)(b) of the Act, shall serve on the applicant or his solicitor notice of his intention.

(2) The notice shall be signed by such person or by his solicitor and shall give the address of the person signing it and shall be served, or if sent by post shall be posted in such time as in the ordinary course of post to reach the address not later than 12 noon of the day previous to the day appointed for the hearing of the application.

(3) The notice may be in accordance with Form 63E in the Second Schedule with such variations as circumstances may require.

(4) A person who has failed to comply with this regulation shall not, without special leave of the Court, be allowed to appear at the hearing of the application.

**List of persons intending to appear**

**36.—**(1) The applicant or his solicitor shall prepare a list in accordance with Form 63F in the Second Schedule of the names and addresses of the persons who have given notice of their intention to appear at the hearing of the application for a judicial management order and of their respective solicitors.

(2) On the day appointed for hearing the application, a fair copy of the list or, if no notice of intention has been given, a statement to that effect, shall be handed by the applicant or his solicitor to the Court prior to the hearing of the application.

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**Affidavits opposing the nomination and affidavits in reply**

**37.**—(1) Affidavits in opposition to the making of a judicial management order or a nomination of a judicial manager made in an application for a judicial management order shall be filed and a copy thereof served on the applicant or his solicitor at least 7 days before the time appointed for the hearing of the application.

(2) Any affidavit in reply to an affidavit filed in opposition shall be filed within 3 days of the date of the service on the applicant of the affidavit in opposition and a copy thereof served on the party opposing the application for a judicial management order or his solicitor.

**Attendance on Registrar of Supreme Court**

**38.**—(1) After an application for a judicial management order has been filed, the applicant or his solicitor shall on a day to be appointed by the Registrar of the Supreme Court attend before the Registrar and satisfy him that —

- (a) the application has been duly published in the *Gazette* and in one English and one Chinese local daily newspaper;
- (b) the supporting affidavit and the affidavit of service, if any, have been duly filed;
- (c) the consent in writing of the approved company auditor nominated by the applicant has been obtained and filed;
- (d) the provisions of these Regulations have been duly complied with; and
- (e) a sum of \$1,000 has been deposited with the Court to cover the fees and expenses to be incurred by the judicial manager.

(2) This deposit shall be refunded to the applicant by the Court on the discharge of the judicial management order.

(3) Where an applicant has not, prior to the hearing of the application for a judicial management order, attended before the

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Registrar of the Supreme Court at the time appointed and satisfied the Registrar in the manner required by this regulation, no order shall be made on the application of such applicant except an order for the dismissal or adjournment of the application for a judicial management order.

### **Substitution of any person as applicant**

**39.**—(1) When an applicant is not entitled to make an application for a judicial management order or, whether so entitled or not, where he —

- (a) fails to take all the steps prescribed by these Regulations preliminary to the hearing of the application;
- (b) consents to withdraw his application for a judicial management order or to allow it to be dismissed or the hearing to be adjourned; or
- (c) fails to appear in support of his application for a judicial management order when it is called on in Court on the day originally fixed for the hearing thereof or on any day to which the hearing has been adjourned or if appearing does not apply for an order in terms of the relief sought in the application,

the Court may, upon such terms as it thinks just, substitute as in his place as applicant any other person who, in the opinion of the Court, would have a right to make the application for a judicial management order and who is desirous of proceeding with the application.

(2) An order to substitute an applicant may, where the original applicant fails to advertise his application for a judicial management order within the time prescribed by or under these Regulations or consents to withdraw his application for a judicial management order, be made by the Registrar of the Supreme Court or the Court at any time before the date fixed for the hearing of the application.”.

### **Amendment of regulation 40**

3. Regulation 40 of the Companies Regulations is amended —
- (a) by deleting the word “petitioner” in the 3rd line of paragraph (1) and substituting the word “applicant”; and
  - (b) by deleting the words “Form 63J” in the 8th line of paragraph (1) and substituting the words “Form 63H”; and
  - (c) by deleting the words “Form 63H” in paragraph (3) and substituting the words “Form 63I”.

### **Amendment of First Schedule**

4. The First Schedule to the Companies Regulations is amended —
- (a) by deleting the items corresponding to Forms 63A to 63H and 63J and substituting the following items:

<i>First column</i>	<i>Second column</i>	<i>Third column</i>
<i>Section No.</i>	<i>Description of Form</i>	<i>For Lodgment on paper Form No.</i>
“227B and Regulation 30	Application for a Judicial Management Order	63A
227B and Regulation 30	Affidavit supporting Application for a Judicial Management Order	63B
Regulation 32	Notice of Application for a Judicial Management Order	63C
Regulation 33	Affidavit of Service of Application for Judicial Management Order	63D
Regulation 35	Notice of Intention to appear at Application for a Judicial Management Order	63E
Regulation 36	List of Parties Wishing to attend the Hearing of an Application for a Judicial Management Order	63F
Regulation 40(1)	Notice to Judicial Manager of a Judicial Management Order	63G

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227K and Regulation 40(1)	Notice of Judicial Management Order for Publication	63H
227K and Regulation 40(3)	Order of Court for Judicial Management	63I”;

- (b) by deleting the words “Regulation 55” in the first column corresponding to Form 63L in the third column and substituting the words “Regulation 57”;
- (c) by deleting the words “Regulation 56” in the first column corresponding to Form 63M in the third column and substituting the words “Regulation 58”;
- (d) by deleting the words “Regulation 58” in the first column corresponding to Form 63N in the third column and substituting the words “Regulation 60”;
- (e) by deleting the words “Regulation 61” in the first column corresponding to Form 63O in the third column and substituting the words “Regulation 63”;
- (f) by deleting the words “Regulation 68” in the first column corresponding to Form 63P in the third column and substituting the words “Regulation 70”;
- (g) by deleting the words “Regulation 69(3)” in the first column corresponding to Form 63Q in the third column and substituting the words “Regulation 71(3)”;
- (h) by deleting the words “Regulation 75(2)” in the first column corresponding to Form 63R in the third column and substituting the words “Regulation 77(2)”;
- (i) by deleting the words “Regulation 76” in the first column corresponding to Forms 63S, 63T and 63U in the third column and substituting in each case the words “Regulation 78”;
- (j) by deleting the words “Regulation 77” in the first column corresponding to Form 63V in the third column and substituting the words “Regulation 79”.



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## Amendment of Second Schedule

5. The Second Schedule to the Companies Regulations is amended by deleting Forms 63A to 63H and 63J and substituting the following Forms:

“FORM 63A

Regulation 30 (1)

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

O.S. No.            )  
of 20                )

(Seal).

In the Matter of the Companies Act (Cap. 50)

AND

In the Matter of \_\_\_\_\_

*Applicant.*

### ORIGINATING SUMMONS

Let all parties concerned attend before the Judge on \_\_\_\_\_ [date/time], on the hearing of an application by the applicant that the company \_\_\_\_\_ may be placed under the judicial management of a judicial manager pursuant to an order to be made by the Court under the provisions of Part VIIIA of the Companies Act.

Dated this        day of                    20    .

*Registrar.*

This summons is taken out by \_\_\_\_\_ of \_\_\_\_\_ solicitor for the applicant whose address is \_\_\_\_\_.

*Note:* This summons shall be served together with an affidavit in support of the application. This summons may not be served more than 6 calendar months after the above date unless renewed by order of the Court.

FORM 63B

Regulation 30 (1)

AFFIDAVIT SUPPORTING APPLICATION FOR JUDICIAL MANAGEMENT ORDER

Name of Company:

Company No:

I, ..... of ..... Singapore (make oath) (affirm) and say as follows:

1. .... (hereinafter called "the company") was on the ..... day of ..... 20..... incorporated under the Companies Act (Cap. 50).

2. The registered office of the company is at .....

3. The issued capital of the company is \$\_\_\_\_. The amount of the capital paid-up or credited as paid up is \$\_\_\_\_ and the amount of capital unpaid is \$\_\_\_\_.

4. The objects for which the company was established are as follows:

To ..... and other objects set forth in the memorandum of association thereof.

5. The company (is) (will be) unable to pay its debts and there is a reasonable probability of rehabilitating the company or of preserving all or part of its business as a going concern or that otherwise the interests of creditors would be better served than by resorting to a winding up.

(Here set out in paragraphs the facts on which the applicant relies to support his application).

6. The applicant therefore humbly prays as follows:

(a) that the company may be placed under the judicial management of a judicial manager pursuant to an order to be made by the Court under the provisions of Part VIIIA of the Companies Act; or

(b) that such other order may be made in the premises as shall be just.

Sworn or affirmed at, etc.

FORM 63C

Regulation 32 (1)

COMPANIES ACT  
(CHAPTER 50)

COMPANIES REGULATIONS

NOTICE OF APPLICATION FOR  
JUDICIAL MANAGEMENT ORDER

Name of Company:

Company No:

Notice is hereby given that an application for placing the abovenamed company under the judicial management of a judicial manager by the High Court was, on the ..... day of ....., filed by the company or its directors (pursuant to a resolution of its members or the board of directors)/ by ..... of ....., a (contingent or prospective) creditor or creditors and that the said application is directed to be heard before the Court at ..... a.m./p.m. on the ..... day of....., and ..... of ..... has been nominated as the judicial manager; and any person who intends to oppose the making of an order under section 227B (5) (b) or the nomination of a judicial manager under section 227B (3) (c) may appear at the time of hearing by himself or his counsel for that purpose; and a copy of the application and its supporting affidavit will be furnished to any creditor or member of the company requiring them by the undersigned on payment of the regulated charge.

The applicant's address is .....

The applicant's solicitor is .....  
of .....

Signed (a) .....

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*Note:* Any person who intends to appear at the hearing of the application must serve on or send by post to the abovenamed (b) ..... notice in writing of his intention so to do. The notice must state the name and address of the person, or if a firm, the name and address of the firm, and must be signed by the person or firm, or his or their solicitor (if any) and must be served, or, if posted, must be signed by the person or firm, or his or their solicitor (if any) and must be served, or, if posted, must be sent by post in sufficient time to reach the abovenamed not later than 12 o'clock noon of the ..... of ..... (the day before the day appointed for the hearing of the application).

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(a) To be signed by the solicitor to the applicant or by the applicant if he has no solicitor.

(b) Solicitor or applicant, as the case may be.

## FORM 63D

Regulation 33 (2)

**AFFIDAVIT OF SERVICE OF APPLICATION  
FOR JUDICIAL MANAGEMENT ORDER**

Name of Company:

Company No:

I, ..... of .....,  
Singapore (make oath) (affirm) and say as follows:

1. (In the case of service of the application on a company by leaving it with a member, officer or servant at the registered office.)

That I did on ..... day, the ..... day of .....20 ....., serve the abovenamed company with the above-mentioned application and its supporting affidavit by delivering to and leaving with (name and description) a member (or officer) (or servant) of the company a copy of the above-mentioned application and affidavit, duly sealed with the seal of the Court, at (Office as aforesaid), before the hour of ..... in the ..... noon.

2. (In the case of no member, officer or employee of the company being found at the registered office.)

That I did on ..... day, the ..... day of .....20 ....., having failed to find any member, officer or employee of the abovenamed company at (here state registered office), leave there a copy of the above-mentioned application and its supporting affidavit, duly sealed with the seal of the Court, before the hour of ..... in the ..... noon (add with whom such documents were left, or where, e.g. affixed to door of office, or placed in letter box, or otherwise.)

3. (In the case of directions by the Court as to the member or members of the company to be served.)

That I did on ..... day, the ..... day of .....20 ....., serve (name or names and description) with a copy of the above-mentioned application and its supporting affidavit, duly sealed with the seal of the Court, by delivering the application and affidavit personally to the said ....., at (place) before the hour of ..... in the ..... noon.

4. The application and its supporting affidavit are marked 'A'.

Sworn or affirmed at, etc.

FORM 63E

Regulation 35 (3)

COMPANIES ACT  
(CHAPTER 50)

COMPANIES REGULATIONS

NOTICE OF INTENTION TO APPEAR AT APPLICATION  
FOR JUDICIAL MANAGEMENT ORDER

Name of Company:

Company No:

Take notice that .....  
of .....(a)

\*creditor (creditors) for \$..... of the abovenamed company being a majority  
in number and value of the creditors

\*being a person (persons) who \*has (have) appointed/\*is(are) entitled to  
appoint a receiver and manager

intend(s) to appear at the hearing of the application advertised to be heard on the  
..... day of ..... 20 ..... and to oppose

\*the nomination of ..... as the judicial manager made by the  
applicant in the application pursuant to section 227B (3) (c) of the Act.

\*the making of a judicial management order pursuant to section 227B (5) (b)  
of the Act.

(Signed) (b) [Name of person or firm.]  
[Address]

.....

(a) State the full name and address.

(b) To be signed by the person or his solicitor.

\*Delete where inapplicable.

FORM 63F

Regulation 36 (1)

COMPANIES ACT  
(CHAPTER 50)

## COMPANIES REGULATIONS

LIST OF PARTIES WISHING TO ATTEND  
THE HEARING OF APPLICATION FOR  
JUDICIAL MANAGEMENT ORDER

Name of Company:

Company No:

The following are the names of those who have given notice of their intention to attend the hearing of the application herein, on the ..... day of ..... 20 .....

1. Name:

Address:

Name and Address of Solicitors of party who has given notice:

Amount of Debt (Creditor):

Opposing application or nomination:

Supporting:

2. Name:

Address:

Name and Address of Solicitors of party who has given notice:

Amount of Debt (Creditor):

Opposing application or nomination:

Supporting:

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3. Name:

Address:

Name and Address of Solicitors of party who has given notice:

Amount of Debt (Creditor):

Opposing application or nomination:

Supporting:

Signature: .....

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Name of \*applicant/solicitor  
for the applicant

\*Delete where inapplicable.



FORM 63G

Regulation 40 (1)

COMPANIES ACT  
(CHAPTER 50)

COMPANIES REGULATIONS

NOTICE TO JUDICIAL MANAGER OF  
JUDICIAL MANAGEMENT ORDER

Name of Company:

(Under judicial management)

Company No:

To the Judicial Manager

(Address) .....

Notice is hereby given that, on ..... 20..... an order of the High Court for placing the abovenamed company under judicial management and appointing you as the judicial manager was made and the relevant particulars are given as follows:

- (1) Date of filing of application: .....
- (2) Applicant's solicitor: .....  
.....
- (3) Registered office of the abovenamed company: .....  
.....

Signature: .....

\_\_\_\_\_  
Name of \*applicant/solicitor  
for the applicant

\*Delete where inapplicable.

FORM 63H

Regulation 40 (1)

COMPANIES ACT  
(CHAPTER 50)

COMPANIES REGULATIONS

NOTICE OF JUDICIAL MANAGEMENT ORDER  
FOR PUBLICATION

Name of Company:

(Under judicial management)

Company No.:

Notice is hereby given that on ..... day of ..... 20..... an order for placing the abovenamed company under judicial management was made and the relevant particulars of the matter are given as follows:

- (1) Number of matter: .....
- (2) Date of filing of application: .....
- (3) Applicant's solicitors: .....  
.....
- (4) Date of Order: .....
- (5) Registered office of the abovenamed company: .....  
.....

Signature: .....

\_\_\_\_\_  
Name of \*applicant/solicitor  
for the applicant

\*Delete where inapplicable.

FORM 63I

Regulation 40 (3)

COMPANIES ACT  
(CHAPTER 50)

## COMPANIES REGULATIONS

## ORDER OF COURT FOR JUDICIAL MANAGEMENT

..... day of ..... 20.....

(Title)

Upon the application of .....

.....  
 on the ..... day of ..... 20..... being filed with the Court, and upon hearing ..... for the applicant, and ..... for ..... and upon reading the application, an affidavit of ..... filed, supporting the application, an affidavit of ..... filed the ..... day of ..... 20....., the *Gazette* of the .....day of ..... 20 ....., the ..... newspaper of the ..... day of ..... [enter any other papers], each containing an advertisement of the application [enter any other evidence], this Court ordered:

- (1) that the abovenamed company be placed under judicial management of a judicial manager under the provisions of Part VIIIA of the Companies Act; and
- (2) that ..... be appointed judicial manager of the Company.

*Note:* It will be the duty of such of the persons as are liable to make out or concur in making out a statement of affairs as the judicial manager may require, to attend on him at such time and place as he may appoint and to give him all information he may require.”

[*G.N. Nos. S 445/93; S 2/96; S 245/97; S 561/98; S 27/2001; S 314/2001; S 27/2002; S 237/2002; S 354/2002; S 16/2003; S 236/2003; S 260/2003; S 137/2004; S 270/2004; S 293/2004*]

Made this 27th day of December 2005.

LIM SIONG GUAN  
*Permanent Secretary,  
Ministry of Finance,  
Singapore.*

[F014.001.0038; AG/LEG/SL/50/2005/8 Vol. 1]