

COMPANIES ACT
(CHAPTER 50, SECTION 411)

COMPANIES REGULATIONS

ARRANGEMENT OF REGULATIONS

PART I

PRELIMINARY

Regulation

1. Citation
2. *[Deleted]*

PART II

FORMS

3. Forms
4. Particulars prescribed by forms
5. Directions in forms
- 5A. *[Deleted]*

PART III

GENERAL PROVISIONS RELATING TO FORMS AND OTHER
DOCUMENTS

6. Publicity requirements
7. *[Deleted]*
8. *[Deleted]*
- 8A. *[Deleted]*
9. *[Deleted]*
10. *[Deleted]*
11. Manner of giving notice to dissenting shareholder and to non-assenting shareholder

PART IV

AUDIT

12. Auditors' remuneration
13. Prescribed nominal sum under section 205B(3)(fb) of Act
14. *[Deleted]*
15. *[Deleted]*

Regulation

- 16. [Deleted]
- 17. [Deleted]
- 18. to 25. [Deleted]

PART V

[REPEALED]

PART VI

MISCELLANEOUS

- 87. Prescribed particulars under section 83(2)(c) of Act
- 88. Official Receiver's or liquidator's report in relation to unfitness of directors of insolvent companies
- 89. Requirement of secretary
- 89AA. Prescribed class of companies under section 175(2)(b) of Act as in force immediately before 31 August 2018
- 89AAA. Prescribed classes of companies under section 175(2)(b) of Act
- 89AAB. Prescribed classes of companies under section 197(1B)(b) of Act
- 89AB. Prescribed class of companies under section 201(4)(b) of Act as in force immediately before 31 August 2018
- 89A. Public interest company
- 89B. Prescribed circumstances on whether company is carrying on business
- 89C. Safeguards for use of electronic communications
- 89D. Excluded notices and documents

PART VII

REVOCATION

- 90. Revocation
The Schedules

[15th May 1987]

PART I
PRELIMINARY

Citation

1. These Regulations may be cited as the Companies Regulations.
2. [*Deleted by S 16/2003 wef 13/01/2003*]

PART II
FORMS

Forms

3.—(1) Subject to these Regulations, where a provision of the Act or these Regulations is specified in the first column of the First Schedule, the form set out in the Second Schedule the number of which is specified in the third column of the First Schedule opposite to that provision is prescribed as the form to be used for the purposes of that provision in relation to the matter or thing described in the second column of the First Schedule opposite to that provision.

(2) Strict compliance with the forms contained in the Second Schedule is not necessary, and substantial compliance is sufficient.

- (3) [*Deleted by S 16/2003 wef 13/01/2003*]

Particulars prescribed by forms

4. Where a form prescribed by these Regulations requires completion by the insertion of, or the attachment to the form of a document containing particulars or other matters referred to in the form, those particulars or other matters are prescribed as the particulars or other matters required under the provisions of the Act or these Regulations for the purposes for which the form is prescribed.

Directions in forms

5. A form prescribed by these Regulations shall be completed in accordance with such directions as are specified by the Registrar or in the form as so prescribed.

5A. [*Deleted by S 16/2003 wef 13/01/2003*]

PART III**GENERAL PROVISIONS RELATING TO FORMS AND OTHER DOCUMENTS****Publicity requirements**

6.—(1) For the purposes of sections 78B(1)(c) and 78C(1)(c) of the Act, a company meets the publicity requirements if it —

(a) lodges with the Registrar within 8 days beginning with the resolution date —

(i) a notice containing the text of the special resolution for reducing share capital;

(ii) the resolution date; and

(iii) the reduction information,

in the format specified by the Registrar; and

(b) pays the prescribed fee.

(2) The company may, in addition to the requirements in paragraph (1), publish a notice containing the reduction information in a daily newspaper circulating generally in Singapore.

(3) Upon payment of the prescribed fee, the Registrar shall as soon as possible make the information referred to in paragraph (1)(a) available for inspection by any person at the office of the Authority, on the electronic transaction system at <http://www.bizfile.gov.sg> or through such other medium or media as the Registrar thinks fit.

[S 280/2015 wef 15/05/2015]

(4) The information referred to in paragraph (1)(a) shall remain available for inspection until —

- (a) the special resolution is revoked;
- (b) the special resolution has been cancelled by the Court;
- (c) the company is unable to reduce its share capital by reason of non-compliance with the procedures provided for it by any of the provisions of Division 3A of Part IV of the Act; or
- (d) one month after the reduction of the share capital has taken effect,

as the case may be.

[S 53/2006 wef 30/01/2006]

(5) In paragraph (3), “electronic transaction system” means the electronic transaction system established by the Authority under section 28B(1) of the Accounting and Corporate Regulatory Authority Act (Cap. 2A).

[S 280/2015 wef 15/05/2015]

7. *[Deleted by S 635/2020 wef 30/07/2020]*

8. *[Deleted by S 16/2003 wef 13/01/2003]*

8A. *[Deleted by S 16/2003 wef 13/01/2003]*

9. *[Deleted by S 237/2002 wef 01/07/2002]*

10. *[Deleted by S 16/2003 wef 13/01/2003]*

Manner of giving notice to dissenting shareholder and to non-assenting shareholder

11.—(1) The prescribed manner of giving notice under section 215(1) of the Act to a dissenting shareholder is by delivering to the shareholder personally or by sending by post to the shareholder at the address of the shareholder shown in the books of the transferor company a notice in accordance with Form 57 in the Second Schedule.

(2) The prescribed manner of giving notice under section 215(3) of the Act to a shareholder who has not assented to a scheme or contract is by delivering to the shareholder personally or by sending by post to the shareholder at the address of the shareholder shown in the books

of the transferor company a notice in accordance with Form 58 in the Second Schedule.

(3) In this regulation, “transferor company” has the meaning assigned to it in section 215 of the Act.

PART IV

AUDIT

Auditors’ remuneration

12. For the purposes of section 206(1A) of the Act, a review of the fees, expenses and emoluments of an auditor of a public company shall be undertaken if the total amount of the fees paid to the auditor for non-audit services in any financial year of the company exceeds 50% of the total amount of the fees paid to the auditor in that financial year.

[S 137/2004 wef 01/04/2004]

Prescribed nominal sum under section 205B(3)(fb) of Act

13. For the purposes of section 205B(3)(fb) of the Act, the amount prescribed is \$5,000.

[S 831/2015 wef 03/01/2016]

14. *[Deleted by S 16/2003 wef 13/01/2003]*

15. *[Deleted by S 16/2003 wef 13/01/2003]*

16. *[Deleted by S 16/2003 wef 13/01/2003]*

17. *[Deleted by S 16/2003 wef 13/01/2003]*

18. to 25. *[Deleted by S 237/2002 wef 01/07/2002]*

PART V

[Deleted by S 635/2020 wef 30/07/2020]

PART VI

MISCELLANEOUS

Prescribed particulars under section 83(2)(c) of Act

87. For the purpose of section 83(2)(c) of the Act, where there is a change in the percentage level of the interest or interests of a substantial shareholder in a company in voting shares in the company, he shall give notice in writing to the company stating —

- (a) the change in the percentage level; and
- (b) whether the change in that percentage level is the result of —
 - (i) a transaction; or
 - (ii) a series of transactions.

[S 236/2003 wef 15/05/2003]

Official Receiver's or liquidator's report in relation to unfitness of directors of insolvent companies

88. For the purposes of section 149(3) of the Act, the report to be made by the Official Receiver or liquidator shall be in accordance with Form 48C in the Second Schedule.

Requirement of secretary

89. For the purposes of section 171(1AA)(b) of the Act, the requirements relating to experience, professional and academic requirements and membership of professional associations that a secretary of a public company must satisfy are any of the following:

- (a) the person has, for at least 3 years in the period of 5 years immediately preceding his appointment as secretary, held the office of secretary of any company;
- (b) the person is a qualified person under the Legal Profession Act (Cap. 161);
- (c) the person is a public accountant;
- (d) the person is a member of the Institute of Singapore Chartered Accountants;

- (e) the person is a member of the Chartered Secretaries Institute of Singapore;

[S 327/2016 wef 08/02/2016]

- (f) the person is a member of the Association of International Accountants (Singapore Branch);

- (g) the person is a member of the Institute of Company Accountants, Singapore.

[S 379/2015 wef 01/07/2015]

Prescribed class of companies under section 175(2)(b) of Act as in force immediately before 31 August 2018

89AA. The class of companies prescribed for the purposes of section 175(2)(b) of the Act as in force immediately before 31 August 2018 is the class of companies that meets all of the following conditions:

- (a) each company is an exempt private company;
- (b) each company is able to meet its liabilities as and when they fall due;
- (c) each company lodges its latest full set of financial statements together with its annual return in respect of the calendar year with the Registrar in eXtensible Business Reporting Language.

[S 831/2015 wef 03/01/2016]

[S 511/2018 wef 31/08/2018]

[S 277/2020 wef 16/04/2020]

Prescribed classes of companies under section 175(2)(b) of Act

89AAA. The following classes of companies are prescribed for the purposes of section 175(2)(b) of the Act:

- (a) public companies that are listed and whose financial year ended on any date between 16 December 2019 and 31 March 2020 (both dates inclusive);
- (b) companies (other than public companies that are listed) whose financial year ended on any date between

16 October 2019 and 31 January 2020 (both dates inclusive);

- (c) companies (other than companies mentioned in paragraph (a) or (b)) in respect of which the period mentioned in section 175(1)(a) or (b) of the Act has been extended by the Registrar under section 175(2)(a) of the Act to a date between 16 April 2020 and 31 July 2020 (both dates inclusive).

[S 277/2020 wef 16/04/2020]

Prescribed classes of companies under section 197(1B)(b) of Act

89AAB. The following classes of companies are prescribed for the purposes of section 197(1B)(b) of the Act:

- (a) listed companies (other than companies having a share capital and keeping a branch register in any place outside Singapore) whose financial year ended on any date between 1 December 2019 and 31 March 2020 (both dates inclusive);
- (b) companies that are not listed (other than companies having a share capital and keeping a branch register in any place outside Singapore) and whose financial year ended on any date between 1 October 2019 and 31 January 2020 (both dates inclusive);
- (c) listed companies having a share capital and keeping a branch register in any place outside Singapore whose financial year ended on any date between 1 November 2019 and 29 February 2020 (both dates inclusive);
- (d) companies having a share capital and keeping a branch register in any place outside Singapore that are not listed and whose financial year ended on any date between 1 September 2019 and 31 December 2019 (both dates inclusive);
- (e) companies (other than companies mentioned in paragraph (a), (b), (c) or (d)), in respect of which the

period mentioned in section 197(1) or (1A) of the Act has been extended by the Registrar under section 197(1B)(a) of the Act to a date between 1 May 2020 and 31 August 2020 (both dates inclusive).

[S 277/2020 wef 16/04/2020]

Prescribed class of companies under section 201(4)(b) of Act as in force immediately before 31 August 2018

89AB. The class of companies prescribed for the purposes of section 201(4)(b) of the Act as in force immediately before 31 August 2018 is the class of companies that meets all of the following conditions:

- (a) each company is an exempt private company;
- (b) each company is able to meet its liabilities as and when they fall due;
- (c) each company lodges its latest full set of financial statements together with its annual return in respect of the calendar year with the Registrar in eXtensible Business Reporting Language.

[S 831/2015 wef 03/01/2016]

[S 511/2018 wef 31/08/2018]

[S 277/2020 wef 16/04/2020]

Public interest company

89A.—(1) For the purposes of section 205AA(4) of the Act, “public interest company” means —

- (a) a company which is listed or in the process of issuing its debt or equity instruments for trading on a securities exchange outside Singapore;
- (b) a company which is a relevant financial institution; or
- (c) a company —
 - (i) which is a charitable company or an institution of a public character within the meaning of the Charities Act (Cap. 37); and

(ii) which gross annual receipts in each of the immediately preceding 2 financial years is not less than \$10 million.

(2) In paragraph (1)(b), “relevant financial institution” means —

- (a) a bank licensed under the Banking Act (Cap. 19);
- (b) a finance company licensed under the Finance Companies Act (Cap. 108);
- (c) a holder of a financial adviser’s licence granted under the Financial Advisers Act (Cap. 110);
- (d) an insurance broker registered under the Insurance Act (Cap. 142);
- (e) an insurer licensed under the Insurance Act;
- (f) a financial institution approved under section 28 of the Monetary Authority of Singapore Act (Cap. 186);
- (g) a person that has in force a standard payment institution licence granted under section 6 of the Payment Services Act 2019 (Act 2 of 2019);

[S 63/2020 wef 28/01/2020]

- (h) a person that has in force a major payment institution licence granted or deemed to have been granted under section 6 of the Payment Services Act 2019;

[S 63/2020 wef 28/01/2020]

- (i) an operator of a payment system designated under section 42 of the Payment Services Act 2019;

[S 63/2020 wef 28/01/2020]

- (ia) a settlement institution of a payment system designated under section 42 of the Payment Services Act 2019;

[S 63/2020 wef 28/01/2020]

- (j) a licensed trade repository within the meaning of section 2(1) of the Securities and Futures Act (Cap. 289);

- (k) a corporation approved as an approved exchange under section 9(1)(a) of the Securities and Futures Act;
[S 369/2023 wef 08/10/2018]
- (l) a corporation that is recognised as a recognised market operator under section 9(1)(b) or (2) of the Securities and Futures Act;
[S 369/2023 wef 08/10/2018]
- (m) a corporation approved as an approved clearing house under section 51(1)(a) of the Securities and Futures Act;
- (n) a corporation that is recognised as a recognised clearing house under section 51(1)(b) or (2) of the Securities and Futures Act;
- (o) a corporation approved as an approved holding company under section 81W of the Securities and Futures Act;
- (p) a holder of a capital markets services licence granted under section 86 of the Securities and Futures Act;
- (q) a public company approved to act as a trustee for collective investment schemes under section 289 of the Securities and Futures Act;
- (r) a Registered Fund Management Company within the meaning of regulation 2 of the Securities and Futures (Licensing and Conduct of Business) Regulations (Cap. 289, Rg 10); or
- (s) a licensed trust company within the meaning of section 2 of the Trust Companies Act (Cap. 336).

[S 379/2015 wef 01/07/2015]

Prescribed circumstances on whether company is carrying on business

89B. For the purposes of section 344(1A) of the Act, the circumstances to which the Registrar may have regard in determining whether there is reasonable ground to believe that a company is not carrying on business are the following:

- (a) the fact that the company has failed to file its annual return as required under section 197 of the Act;
- (b) the fact that the company has failed to respond to any correspondence sent by the Registrar by registered post, where a response is required;
- (c) the fact that mail sent by the Registrar to the registered office of the company is returned undelivered;
- (d) the fact that credible information has been received by the Registrar indicating that the company is not carrying on business;
- (e) the fact that none of the locally resident directors of the company could be contacted or located by the Registrar after the Registrar had taken reasonable efforts to do so;
- (f) the fact that the sole director or the last remaining director of the company, shown in the register of directors kept under section 173 of the Act, is dead or is disqualified from acting as a director under the Act.

[S 379/2015 wef 01/07/2015]

Safeguards for use of electronic communications

89C. The use of electronic communications under section 387C of the Act is subject to the following safeguards:

- (a) before giving, sending or serving any notice or document by way of electronic communications to a member who is deemed to have consented under section 387C(3) of the Act, the company must have given separate notice to the member in writing on at least one occasion —
 - (i) that the member may elect whether to receive notices and documents by way of electronic communications or as a physical copy;
 - (ii) that if the member does not make an election, notices and documents will be given, sent or served to the member by way of electronic communications;

(iii) either —

(A) where the company's constitution specifies the means of electronic communications to be used to give, send or serve notices or documents, that the means of electronic communications that will be used to give, send or serve notices or documents is that specified in the company's constitution; or

(B) where the company's constitution does not specify the means of electronic communications to be used to give, send or serve notices or documents, that the means of electronic communications that will be used to give, send or serve notices or documents is by publication on the company's website that is specified in the separate notice;

(iv) that the member may make a fresh election at any time to receive notices or documents by way of electronic communications or as a physical copy; and

(v) that the member's election to receive notices or documents by way of electronic communications or as a physical copy that is conveyed to the company last in time prevails over all previous elections as the member's valid and subsisting election in relation to all documents and notices to be given, sent or served to the member until the member makes a fresh election;

[S 511/2018 wef 31/08/2018]

(b) where a member is deemed to have consented to receive notices or documents by way of electronic communications under section 387C(3) of the Act or where a member has made an election under paragraph (a)(i) or (iv) —

(i) the company must allow the member to make a fresh election at any time to receive notices or documents

by way of electronic communications or as a physical copy; and

- (ii) a member's election to receive notices or documents by way of electronic communications or as a physical copy that is conveyed to the company last in time prevails over all previous elections as the member's valid and subsisting election in relation to all documents and notices to be given or served to the member;
- (c) where a company gives, sends or serves any notice or document to a member by way of electronic communications by publishing the notice or document on the company's website, the company must give separate notice to the member (using such means as may be specified in the company's constitution) of the publication and the manner in which the notice or document may be accessed.

[S 831/2015 wef 03/01/2016]

Excluded notices and documents

89D. The following notices and documents are excluded from the application of section 387C of the Act:

- (a) any notice or document relating to any take-over offer of the company;
- (b) any notice or document relating to any rights issue by the company.

[S 831/2015 wef 03/01/2016]

PART VII

REVOCATION

Revocation

90.—(1) The Companies Regulations 1984 are revoked.

(2) Paragraph (1) shall not —

- (a) affect the operation, before 15th May 1987, of any of the regulations so revoked;
- (b) alter the past or future effect of the doing, suffering or omission of anything before that date;
- (c) affect any licence, transfer of licence, entry, certificate, transfer of certificate, approval, cancellation of licence, or certificate, decision, statement or return made, granted, issued or given under any of the regulations so revoked;
- (d) affect any estate, right title, interest, privilege, power, duty, obligation, liability, charge, or penalty created, acquired, accrued, exercisable, incurred, or imposed under, or liable to be imposed under, any of the regulations so revoked;
- (e) affect any notice, order or direction, or any proceeding, matter or thing presented, made, held, given, published, declared or done under any of the regulations so revoked;
or
- (f) affect any legal or other proceeding commenced before or after that date in respect of any of the matters or things mentioned in sub-paragraphs (a) to (e).

(3) All matters and things mentioned in paragraph (2) to the extent that they were respectively in force immediately before 15th May 1987 are preserved and continued, and declared to be of the same force and effect as if these Regulations had been in force when they were respectively done, suffered, omitted, made, granted, issued, created, acquired, incurred, imposed, presented, held, given, published, declared or accrued, or become exercisable, or liable to be imposed, and they respectively had been done, suffered, omitted, made, granted, issued, created, acquired, incurred, imposed, presented, held, given, published, declared, or had accrued, or become exercisable, or liable to be imposed, under these Regulations.

[S 214/84]

FIRST SCHEDULE

<i>First column</i>	<i>Second column</i>	Regulation 3 <i>Third column</i>
Section No.	Description of Form	For Lodgment on paper Form No.
8A(1)(b)	Authorisation under section 8A (1) (b)	1
8A(1)(b)	Statement to be made by a person authorised to make Inspection	2
[Deleted by S 270/2004 wef 01/04/2004]		
86	Notice to Non-resident who has Interest in Voting Shares of Company	29B
146 (1) and 173C(a)	Consent to act as Director and Statement of Non- Disqualification to act as Director	45
146 (1) and 173C(a)	Consent to act as Director and Statement of Non- Disqualification to act as Director with Leave of Court and/or written permission of the Official Assignee	45A
171 (1B) and 173C(b)	Consent to act as Secretary	45B
155 (7)	Certificate of the Registrar of Companies that within a period of 5 years a person has been Adjudged Guilty of 3 or more offences or he has had made against him 3 or more Orders under section 13 or 399 in relation to the requirements of the Act	48B

FIRST SCHEDULE — *continued*

149 (3) and Regulation 88	Report on Conduct of Director of Insolvent Company	48C
173(10)	Certificate as to Holding of the Office of Director, Chief Executive Officer, Secretary or Auditor	50
215 (1) and Regulation 11	Notice to Dissenting Shareholder	57
215 (3) and Regulation 11(2)	Notice to Non-Assenting Shareholder	58
236 (3)	Notice by Inspector Investigating the Affairs of a Company	64

[S 635/2020 wef 30/07/2020]

[S 16/2003 wef 13/01/2003]

[S 861/2005 wef 01/04/2006]

[S 831/2015 wef 03/01/2016]

SECOND SCHEDULE

Regulation 3

<p>THE COMPANIES ACT (CHAPTER 50)</p> <p>AUTHORISATION UNDER SECTION 8A(1)(b)</p>

<p>FORM 1</p>

Folio No

I,, Minister for, in exercise of the powers conferred by section 8A(1)(b) of the Companies Act, do hereby authorise
..... to inspect
..... being books relating to the affairs of

.....
(name of corporation and company/foreign company number)

Dated this day of 19

SECOND SCHEDULE — continued

.....

Minister for

<p>THE COMPANIES ACT (CHAPTER 50) SECTION 8A(1)(b) STATEMENT TO BE MADE BY A PERSON AUTHORISED TO MAKE INSPECTION</p>

<p>FORM 2</p>

Folio No

I,, of NRIC No.
....., state as follows:

1 I have the authority to require

.....

(name of corporation and company/foreign company number)

to produce to me the books specified in paragraph 2 herein. The evidence of any authority is:

2 The books relating to the affairs of the abovementioned corporation which I need to inspect are specified below:

Declared at this day of 19.....

.....

Form 3 to 4A — Deleted by S 270/2004, wef 01/04/2004.

Form 5 to 29A — Deleted by S 16/2003, wef 13/01/2003.

SECOND SCHEDULE — *continued*

THE COMPANIES ACT
(CHAPTER 50)
SECTION 86

FORM
29B

NOTICE TO NON-RESIDENT WHO HAS INTEREST IN
VOTING SHARES OF COMPANY

Folio No

Name of Company:

Company No:

To: Name of Non-Resident: _____

Address of Non-Resident: _____

I, _____ of _____
_____ *NRIC/Passport No. _____

_____ hereby give notice, pursuant to the provisions of section 86 of the
Companies Act, of the requirements of Division 4 of Part IV of the Act, which are as
follows:

Dated this _____ day of _____ 19 _____.

Signature: _____

Name: _____

Address: _____

* Delete where inapplicable.

Form 29C to 30 — Deleted by S 16/2003, wef 13/01/2003.

Form 30A to 32— Deleted by S 237/2002, wef 01/07/2002.

Form 33 to 44A — Deleted by S 16/2003, wef 13/01/2003.

SECOND SCHEDULE — *continued*

THE COMPANIES ACT (CHAPTER 50) SECTION 173C(a) CONSENT TO ACT AS DIRECTOR AND STATEMENT OF NON DISQUALIFICATION TO ACT AS DIRECTOR	FORM 45
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Name of Company:**Company No:**

I, the undermentioned person, hereby consent to act as a director of the abovenamed company with effect from (date) and declare that:

(a) I am not disqualified from acting as a director, in that:

- (i) I am not below 18 years of age and that I am otherwise of full legal capacity.
- (ii) Within a period of 3 years preceding the date of this statement I have not had any disqualification order made by the General Division of the High Court of Singapore against me under section 149A(1) of the Companies Act (“the Act”).
- (iii) Within a period of 5 years preceding the date of this statement I have not had any disqualification order made by the General Division of the High Court of Singapore against me under section 149(1) or 154(2) of the Act.
- * (iv) That within a period of 5 years preceding 12th November 1993 I have not been convicted whether within or without Singapore, of any offence —
 - (A) in connection with the promotion, formation or management of a corporation;
 - (B) involving fraud or dishonesty punishable on conviction with imprisonment for 3 months or more; or
 - (C) under section 157 (failure to act honestly and diligently as a director or making improper use of company information for gain) or under section 339 (failure to keep proper company accounts books) of the Act.
- * (v) That within a period of 5 years preceding the date of this statement I have not been convicted, in Singapore or elsewhere, of any offence involving fraud or dishonesty punishable on conviction with imprisonment for 3 months or more.

(vi) That —

SECOND SCHEDULE — *continued*

- (A) I have not been convicted of 3 or more offences under the Act in relation to the requirements on the filing of returns, accounts or other documents with the Registrar of Companies and have not had 3 or more orders of the General Division of the High Court of Singapore made against me under section 13 or 399 of the Act in relation to such requirements;
- (B) the last of any such conviction did not take place or the last of any such order was not made during the period of 5 years preceding the date of this statement; and
- (C) I am not an undischarged bankrupt under section 148(1) of the Act.
- (vii) By virtue of the foregoing I am not disqualified from acting as a director of the abovenamed company.
- (b) I am aware of and undertake to abide by my duties, responsibilities and liabilities specified in the Act as well as under the common law where applicable, including the following key administrative and substantive duties, that is, to:
- (i) discharge my responsibilities in the company;
 - (ii) ensure that I have a reasonable degree of skill and knowledge to handle the affairs of the company;
 - (iii) act honestly and be reasonably diligent in discharging my duties and act in the interest of the company without putting myself in a position of conflict of interest;
 - (iv) employ the powers and assets that I am entrusted with for the proper purposes of the company and not for any collateral purpose;
 - (v) ensure that the company and I comply with all the requirements and obligations under the Act including those in respect of meetings, requisitions, resolutions, accounts, reports, statements, records and other documents on the company, filing and notices and any other prerequisites; and
 - (vi) account to the shareholders for my conduct of the affairs of the company and make such disclosures that are incumbent upon me under the Act.
- (c) That —
- *(i) I have read and understood the above statements; or
 - *(ii) the above statements were interpreted to me in
.....
(state language/dialect)
by.....

SECOND SCHEDULE — continued

(state name)

NRIC NO:

before I executed this form and I confirm that the statements are true. I am also aware that I can be prosecuted in Court if I willfully give any information on this form which is false.

Name:

Address:

*NRIC/Passport No: Nationality:

Signature:

Dated this day of,

* Delete where inapplicable.

[S 1072/2020 wef 02/01/2021]

[S 2/96 wef 01/02/1996]

[S 16/2003 wef 13/01/2003]

[S 137/2004 wef 01/04/2004]

[S 90/2009 wef 01/03/2009]

[S 831/2015 wef 03/01/2016]

<p>THE COMPANIES ACT (CHAPTER 50) SECTION 173C(a)</p> <p>CONSENT TO ACT AS DIRECTOR AND STATEMENT OF NON DISQUALIFICATION TO ACT AS DIRECTOR WITH LEAVE OF COURT OR/AND WRITTEN CONSENT OF OFFICIAL ASSIGNEE</p>
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<p>FORM 45A</p>

Name of Company:

Company No:

I, the undermentioned person, hereby consent to act as a director of the abovenamed company with effect from (date) and declare that:

(I) (a) I am not below 18 years of age and that I am otherwise of full legal capacity.

[For Directors Acting with Leave Court, please complete items (b) to (d).]

SECOND SCHEDULE — *continued*

*(b) I have been granted leave by the General Division of the High Court to be a director of the abovenamed company.

*(c) The Order of Court granting me leave was made on (date).

*(d) The Court Reference No of the matter is

[For Directors Acting with written permission of Official Assignee, please complete items (e) and (f).]

(e) I have been granted written permission by the Official Assignee.

(f) The written permission was granted by the Official Assignee on
.. (dd/mm/yyyy) and includes the following conditions:

(i) I will not incur personal debts and/liability in the course of managing the company, including being a guarantor for loans granted by the company.

(ii) I will submit to the Official Assignee a yearly audited Statement of Accounts of the company.

(iii) I shall only sign cheques on behalf of the company together with a director of the company.

(iv) In the event that the company is seeking to be listed on any securities/stock exchange, I must inform the Official Assignee of the same.

(II) I am aware of and undertake to abide by my duties, responsibilities and liabilities specified in the Companies Act (“the Act”) as well as under common law where applicable, including the following key administrative and substantive duties, that is, to:

(a) discharge my responsibilities in the company;

(b) ensure that I have a reasonable degree of skill and knowledge to handle the affairs of the company;

(c) act honestly and be reasonably diligent in discharging my duties and act in the interest of the company without putting myself in a position of conflict of interest;

(d) employ the powers and assets that I am entrusted with for the proper purposes of the company and not for any collateral purposes;

(e) ensure that the company and I comply with all the requirements and obligations under the Act including those in respect of meetings, requisitions, resolutions, accounts, reports, statements, records and other documents on the company, filing and notices and any other prerequisites; and

(f) account to the shareholders for my conduct of the affairs of the company and make such disclosures that are incumbent upon me under the Act.

SECOND SCHEDULE — continued

(III) By virtue of the foregoing I am not disqualified from acting as a director of the abovenamed company and that —

*(a) I have read and understood the above statements; or

*(b) the above statements were interpreted to me in

.....

(state language/dialect)

by

(state name)

NRIC No:

before I executed this form and I confirm that the statements are true. I am also aware that I can be prosecuted in Court if I willfully give any information on this form which is false.

Name:.....

Address:.....

*NRIC/Passport No:

Nationality:

Signature:

Dated this day of,

* Delete where inapplicable.

[S 1072/2020 wef 02/01/2021]

[S 2/96 wef 01/02/1996]

[S 16/2003 wef 13/01/2003]

[S 137/2004 wef 01/04/2004]

[S 90/2009 wef 01/03/2009]

[S 831/2015 wef 03/01/2016]

THE COMPANIES ACT
(CHAPTER 50)
SECTION 173C(b)
CONSENT TO ACT AS SECRETARY

FORM
45B

Name of company:

SECOND SCHEDULE — *continued*

Company No:

1. I, the undermentioned person, hereby consent to act as a secretary of the abovenamed company with effect from (date)

†2. I am a qualified person under section 171 (1AA) of the Companies Act by virtue of my being —

*(i) a secretary of a company for at least 3 years of the 5 years immediately preceding the abovementioned date of my appointment as secretary of the abovenamed company.

*(ii) a qualified person under the Legal Profession Act (Cap. 161).

*(iii) a public accountant.

*(iii*a*) a member of the Institute of Singapore Chartered Accountants (formerly known as the Institute of Certified Public Accountants of Singapore).

*(iv) a member of the Chartered Secretaries Institute of Singapore.

*(v) a member of the Association of International Accountants (Singapore Branch).

*(vi) a member of The Institute of Company Accountants, Singapore.

Name

Address

*NRIC/Passport No:

Nationality

Signature

Dated this day of

† To be completed by secretaries of public companies only or by secretaries of private companies appointed under section 171(1AB) of the Act.

* Delete where inapplicable.

[S 327/2016 wef 08/02/2016]

[S 16/2003 wef 13/01/2003]

[S 236/2003 wef 01/05/2003]

[S 255/2008 wef 15/05/2008]

[S 398/2013 wef 02/07/2013]

[S 831/2015 wef 03/01/2016]

Form 46 to 48 — Deleted by S 16/2003, wef 13/01/2003.

SECOND SCHEDULE — *continued*

<p>THE COMPANIES ACT (CHAPTER 50) SECTION 155(7)</p> <p>CERTIFICATE OF THE REGISTRAR OF COMPANIES THAT WITHIN A PERIOD OF 5 YEARS A PERSON HAS BEEN ADJUDGED GUILTY OF 3 OR MORE OFFENCES OR HAS HAD MADE AGAINST HIM 3 OR MORE ORDERS UNDER SECTION 13 OR 399 IN RELATION TO THE REQUIREMENTS OF THE ACT</p>	<p>FORM 48B</p>
--	----------------------------

Name of Person:

*NRIC/Passport No of Person:

This is to certify that within a period of 5 years the abovenamed person has *been adjudged guilty of 3 or more offences/had made against him 3 or more orders under section 13 or 399 in relation to the relevant requirements of the Companies Act.

The *offences/orders are as follows:

+ Name of Company:

Company No:

Position of abovenamed person in company:

Nature of *offence/order:

Court:

Date of *Conviction/Order:

φSentence:

The *offences/orders are as follows:

+ Name of Company:

Company No:

Position of abovenamed person in company:

Nature of *offence/order:

Court:

SECOND SCHEDULE — continued

Date of *Conviction/Order:

φSentence:

The *offences/orders are as follows:

+ Name of Company:

Company No:

Position of abovenamed person in company:

Nature of *offence/order:

Court:

Date of *Conviction/Order:

φSentence:

Given under my hand and seal on this day of 19

.....
Registrar of Companies
Singapore

* Delete where applicable.

Repeat for each offence / order.

φ To insert, if applicable.

[S 16/2003 wef 13/01/2003]

THE COMPANIES ACT
(CHAPTER 50)/
THE COMPANIES REGULATIONS
SECTION 149(3)/REGULATION 88
**REPORT ON CONDUCT OF DIRECTOR OF
INSOLVENT COMPANY**

FORM
48C

SECOND SCHEDULE — *continued*

Name of Company:

Company No:

Date of liquidation:

Type of liquidation:

- *(a) creditors' voluntary liquidation
- (b) compulsory liquidation by court

Company Winding-Up No:
(if applicable)

Name of *Official Receiver/liquidator(s) making this report:

*NRIC/Passport No:

Name of *company/firm:

Address of *company/firm:

1 *I/We, the abovenamed *Official Receiver/liquidator(s), being the liquidator(s) of the abovenamed company and having regard to the provisions in section 149(2)(b) and (6) of the Act, hereby make the following report in respect of the person named below:

- (1) Name of person:
- (2) *NRIC/Passport No: Nationality:
- (3) Address:
- (4) Designation in the abovenamed company:
- (5) Date of appointment: Date of cessation:

 *Delete where applicable.

SECOND SCHEDULE — *continued*

2 To the best of my knowledge, information and belief the abovenamed person is or was a director or shadow director of the following other companies:

- (1) Name of company:
- (2) Registration No:
- (3) Date of appointment:
- (4) Date of cessation:

3 The details of the conduct of the abovenamed person which makes it appear to me that disqualification order may be made against him by the court are annexed hereto as Annex 1.

4 To the best of my knowledge, information and belief the brief details of civil or criminal proceedings in relation to the company taken or likely to be taken against the director are annexed hereto as Annex 2.

5 Further details of the abovenamed company are as follows:

- (1) Date of registration:
- (2) Period of trading: From: _____ to: _____
- (3) Estimated distribution(s) (cents in every \$ to creditors):
 - (a) Preferential:
 - (b) Unsecured:
- (4) Summary of statement of affairs:

(a) Gross assets:	\$ _____
(b) Gross liabilities to creditors:	\$ _____
(c) Estimated total deficiency as Regards creditors:	\$ _____
- (5) Approximate number and value of unsecured creditors distinguishing between —

SECOND SCHEDULE — *continued*

No	Amount
----	--------

- (a) Trade and expense:
 - (b) Depositor or consumer pre-paid:
 - (c) Related/Associated companies:
 - (d) Others:
- 6 Details of related/associated companies with which the company has had any dealings are annexed hereto as Annex 3.
- 7 Any other matter(s) which you consider the Minister should take into consideration.

Dated this day of

Signature :.....

.....

Name of Official Receiver/Liquidator

Signature:

.....

Name of Liquidator

SECOND SCHEDULE — *continued*

Name of Company:

FORM

Company No:

48C

ANNEX 1

Details of conduct of director
Referred to in the Report

Name of Company:

FORM

Company No:

48C

ANNEX 2

Brief details of civil or criminal proceedings in relation
to the company taken or likely to be taken against
the director referred to in the Report.

Name of Company:

FORM

SECOND SCHEDULE — continued

Company No:

48C

ANNEX 3

Details of related/associated companies with which the companies has any dealings referred to in the Report.

[S 16/2003 wef 13/01/2003]

Form 49 — Deleted by S 16/2003 wef 13/01/2003.

THE COMPANIES ACT
(CHAPTER 50)
SECTION 173(10)
CERTIFICATE AS TO HOLDING OF THE OFFICE OF
DIRECTOR, CHIEF EXECUTIVE OFFICER,
SECRETARY OR AUDITOR

FORM
50

Folio No

Name of Company:

Company No:

This is to certify that, from the returns lodged with the Registrar of Companies pursuant to section 173 of the Companies Act, it appears that
.....
of
was ≠ of the abovenamed company from
..... 19..... to *this day/.....
19....

SECOND SCHEDULE — continued

Given under my hand and seal on this day of 19.....

.....
Registrar of Companies
Singapore

≠ State whether a director, chief executive officer, secretary or auditor.

* Delete where inapplicable.

[S 831/2015 wef 03/01/2016]

Form 51 to 56 — Deleted by S 16/2003 wef 13/01/2003.

<p>THE COMPANIES ACT (CHAPTER 50)</p> <p>THE COMPANIES REGULATIONS SECTION 215(1)/ REGULATION 11(1)</p> <p>NOTICE TO DISSENTING SHAREHOLDER</p>	<p>FORM</p> <p>57</p>
--	------------------------------

Name of Company:

Company No:

To of

In this notice —

..... Limited is referred to as “the transferor company”, and

..... Limited is referred to as “the transferee”.

On the transferee made an offer to all the holders of * shares in the transferor company of †

Up to..... (being a date within 4 months after the making of the offer in that behalf by the transferee), the offer was approved by the holders of not

SECOND SCHEDULE — *continued*

less than nine-tenths in nominal value of the * shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee or its subsidiary).

The transferee hereby gives you notice, in pursuance of section 215 of the Companies Act, that it desires to acquire the * shares held by you in the transferor company.

You are entitled within one month after the receipt of this notice to require the transferee, by demand in writing served on it, to supply you with a statement of the names and addresses of all other dissenting shareholders, and the transferee will not be entitled or bound to acquire the shares of those dissenting shareholders until 14 days after the posting to you of the statement of those names and addresses.

Unless upon an application made to the General Division of the High Court by you —

- (a) on or before (being one month from the date of this notice); or
- (b) on a date (within 14 days of a statement being supplied to you pursuant to section 215(2) of the Companies Act),

whichever is the later date, the General Division of the High Court orders otherwise, the transferee will, in pursuance of those provisions, be entitled and bound to acquire the *.... shares held by you in the transferor company on the terms, which, under the scheme or contract to which the abovementioned offer relates, the shares of the approving * shareholders in the transferor company are to be transferred to the transferee.

Dated this day of

Signature:

Name of #Director/Secretary of #..... Limited

* If the offer is limited to a certain class or to certain classes of shareholders, give a description of that class or those classes.

† State shortly the nature of the offer.

Delete where inapplicable.

Insert the name of the transferee.

[S 1072/2020 wef 02/01/2021]

[S 16/2003 wef 13/01/2003]

[S 831/2015 wef 03/01/2016]

SECOND SCHEDULE — *continued*

<p>THE COMPANIES ACT (CHAPTER 50)</p> <p>THE COMPANIES REGULATIONS</p> <p>SECTION 215(3)/ REGULATION 11(2)</p> <p>NOTICE TO NON-ASSENTING SHAREHOLDER</p>	<p>FORM</p> <p>58</p>
---	------------------------------

Name of Company:

Company No:

To of

In this notice —

..... Limited is referred to as “the transferor company”, and

..... Limited is referred to as “the transferee”.

A scheme or contract involving the transfer of * shares in the transferor company to the transferee was, up to (being a date within 4 months after the making of the offer in that behalf by the transferee), approved by the holders of not less than nine-tenths in nominal value of those shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee or its subsidiary).

In pursuance of that scheme or contract, † shares were on, transferred to the transferee or its nominee.

The transferee hereby gives you notice, in pursuance of section 215 of the Companies Act, that those shares together with such other shares in the transferor company as were held by, or by a nominee for, the transferee or its subsidiary at the last-mentioned date comprise or include nine-tenths in nominal value of the * shares in the transferor company.

In pursuance of the abovementioned provisions you may, within 3 months from the giving of this notice, give notice that you require the transferee to acquire your holding of *..... shares in the transferor company, and if you give that notice the transferee will be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as are agreed or as the General Division of the High Court on application made to it by you or by the transferee thinks fit to enter.

Dated this day of

SECOND SCHEDULE — *continued*

Signature:

Name of #Director/Secretary of #..... Limited.

* If the offer is limited to a certain class or to certain classes of shareholders, give a description of that class or those classes.

† State amount of shares transferred.

Delete where inapplicable.

Insert the name of the transferee.

[S 1072/2020 wef 02/01/2021]

[S 16/2003 wef 13/01/2003]

[S 831/2015 wef 03/01/2016]

Form 59 to 60 — Deleted by S 16/2003 wef 13/01/2003.

[S 245/97 wef 02/06/1997]

[S 16/2003 wef 13/01/2003]

[S 245/97 wef 02/06/1997]

[S 16/2003 wef 13/01/2003]

[S 245/97 wef 02/06/1997]

[S 16/2003 wef 13/01/2003]

[S 245/97 wef 02/06/1997]

[S 16/2003 wef 13/01/2003]

Forms 61, 61A, 62 and 62A — Deleted by S 635/2020 wef 30/07/2020.

Form 63 — Deleted by S 16/2003 wef 03/01/2003.

SECOND SCHEDULE — continued

Forms 63A to 63I — Deleted by S 635/2020 wef 30/07/2020.

- [S 861/2005 wef 01/04/2006]
- [S 16/2003 wef 13/01/2003]
- [S 861/2005 wef 01/04/2006]
- [S 861/2005 wef 01/04/2006]
- [S 861/2005 wef 01/04/2006]
- [S 861/2005 wef 01/04/2006]
- [S 861/2005 wef 01/04/2006]
- [S 861/2005 wef 01/04/2006]
- [S 861/2005 wef 01/04/2006]
- [S 16/2003 wef 13/01/2003]
- [S 861/2005 wef 01/04/2006]
- [S 255/2008 wef 15/05/2008]

Form 63J — Deleted by S 861/2005 wef 01/04/2006.

Form 63K — Deleted by S 16/2003 wef 13/01/2003.

Forms 63L to 63V — Deleted by S 635/2020 wef 30/07/2020.

Form 63W — Deleted by S 16/2003 wef 13/01/2003.

<p>THE COMPANIES ACT (CHAPTER 50)</p> <p>SECTION 236(3)</p> <p>NOTICE BY INSPECTOR INVESTIGATING THE AFFAIRS OF A COMPANY</p>

<p>FORM</p> <p>64</p>

Folio No.

Name of Company:

Company No:

To of

I,, of *NRIC/Passport No, was appointed on 19 ...
.....

*by the Minister for in pursuance of the powers conferred upon him by the Companies Act,

*by a special resolution passed at a general meeting of the members of Limited

SECOND SCHEDULE — *continued*

as an inspector to investigate the affairs of the abovenamed company and to report thereon. Under the provisions of the Companies Act, I, as such an inspector, may require certain persons to appear before me for examination on oath or affirmation in relation to the business of the company, and to produce all books and documents in the custody or under the control of those persons.

Take notice that you are hereby required to appear before me on 19....., at
..... at, for examination on oath or affirmation in relation to the business
of the abovenamed company, and also to bring with you and produce at that time and place for
examination the following books and documents:

Dated this day of 19

Signature:

Name of Inspector:

* Delete whichever is inapplicable.

Form 65 — Deleted by S 16/2003 wef 13/01/2003.

Form 65A — Deleted by S 635/2020 wef 30/07/2020.

[S 16/2003 wef 13/01/2003]

Form 66 — Deleted by S 16/2003 wef 13/01/2003.

Form 67 — Deleted by S 635/2020 wef 30/07/2020.

Form 68 to 75 — Deleted by S 16/2003 wef 13/01/2003.

Forms 76 and 77 — Deleted by S 635/2020 wef 30/07/2020.

[S 245/97 wef 02/06/1997]

[S 314/2001 wef 01/07/2001]

Form 78 — Deleted by S 314/2001 wef 01/07/2001.

Form 79 to 94 — Deleted by S 16/2003 wef 13/01/2003.

Electronic Form 3 to 60 — Deleted by S 27/2002 wef 15/01/2002.

Electronic Form 61 to 62 — Deleted by S 245/97 wef 02/06/1997.

Electronic Form 63 to 94 — Deleted by S 27/2002 wef 15/01/2002.

[S 635/2020 wef 30/07/2020]

LEGISLATIVE HISTORY
COMPANIES REGULATIONS
(CHAPTER 50, RG 1)

This Legislative History is provided for the convenience of users of the Companies Regulations. It is not part of these Regulations.

- 1. G. N. No. S 138/1987 — Companies Regulations 1987**
Date of commencement : 15 May 1987
- 2. G. N. No. S 139/1988 — Companies (Amendment) Regulations 1988**
Date of commencement : 10 June 1988
- 3. G. N. No. S 396/1988 — Companies (Amendment No. 2) Regulations 1988**
Date of commencement : 3 January 1989
- 4. G. N. No. S 52/1989 — Companies (Amendment) Regulations 1989**
Date of commencement : 25 February 1989
- 5. G. N. No. S 479/1989 — Companies (Amendment No. 2) Regulations 1989**
Date of commencement : 18 December 1989
- 6. G. N. No. S 112/1990 — Companies (Amendment) Regulations 1990**
Date of commencement : 23 March 1990
- 7. G. N. No. S 174/1990 — Companies (Amendment of Second Schedule) Regulations 1990**
(G.N. No. S 223/1990 — Corrigendum)
Date of commencement : 19 April 1990
- 8. 1990 Revised Edition — Companies Regulations**
Date of operation : 25 March 1992
- 9. G. N. No. S 445/1993 — Companies (Amendment) Regulations 1993**
Date of commencement : 12 November 1993
- 10. G. N. No. S 2/1996 — Companies (Amendment) Regulations 1996**
Date of commencement : 1 February 1996
- 11. G. N. No. S 245/1997 — Companies (Amendment) Regulations 1997**
Date of commencement : 2 June 1997
- 12. G. N. No. S 561/1998 — Companies (Amendment) Regulations 1998**
Date of commencement : 18 November 1998

- 13. G. N. No. S 27/2001 — Companies (Amendment) Regulations 2001**
Date of commencement : 22 January 2001
- 14. G. N. No. S 314/2001 — Companies (Amendment No. 2) Regulations 2001**
Date of commencement : 1 July 2001
- 15. G. N. No. S 27/2002 — Companies (Amendment) Regulations 2002**
Date of commencement : 15 January 2002
- 16. G. N. No. S 237/2002 — Companies (Amendment No. 2) Regulations 2002**
Date of commencement : 1 July 2002
- 17. G. N. No. S 354/2002 — Companies (Amendment No. 3) Regulations 2002**
Date of commencement : 1 August 2002
- 18. G. N. No. S 16/2003 — Companies (Amendment) Regulations 2003**
Date of commencement : 13 January 2003
- 19. G. N. No. S 236/2003 — Companies (Amendment No. 2) Regulations 2003**
Date of commencement : 15 May 2003
- 20. G. N. No. S 260/2003 — Companies (Amendment No. 3) Regulations 2003**
Date of commencement : 1 June 2003
- 21. G. N. No. S 137/2004 — Companies (Amendment) Regulations 2004**
Date of commencement : 1 April 2004
- 22. G. N. No. S 270/2004 — Companies (Amendment No. 2) Regulations 2004**
Date of commencement : 1 April 2004
- 23. G. N. No. S 293/2004 — Companies (Amendment No. 3) Regulations 2004**
Date of commencement : 1 June 2004
- 24. G. N. No. S 53/2006 — Companies (Amendment) Regulations 2006**
Date of commencement : 30 January 2006
- 25. G. N. No. S 861/2005 — Companies (Amendment) Regulations 2005**
Date of commencement : 1 April 2006
- 26. G. N. No. S 255/2008 — Companies (Amendment) Regulations 2008**
Date of commencement : 15 May 2008
- 27. G.N. No. S 90/2009 — Companies (Amendment) Regulations 2009**
Date of commencement : 1 March 2009

- 28. G.N. No. S 398/2013 — Companies (Amendment) Regulations 2013**
Date of commencement : 2 July 2013
- 29. G.N. No. S 280/2015 — Companies (Amendment) Regulations 2015**
Date of commencement : 15 May 2015
- 30. G.N. No. S 379/2015 — Companies (Amendment No. 2) Regulations 2015**
Date of commencement : 1 July 2015
- 31. G.N. No. S 831/2015 — Companies (Amendment No. 3) Regulations 2015**
Date of commencement : 3 January 2016
- 32. G.N. No. S 327/2016 — Companies (Amendment) Regulations 2016**
Date of commencement : 8 February 2016
- 33. G.N. No. S 511/2018 — Companies (Amendment) Regulations 2018**
Date of commencement : 31 August 2018
- 34. G.N. No. S 369/2023 — Companies (Amendment No. 2) Regulations 2023**
Date of commencement : 8 October 2018
- 35. G.N. No. S 63/2020 — Companies (Amendment) Regulations 2020**
Date of commencement : 28 January 2020
- 36. G.N. No. S 277/2020 — Companies (Amendment No. 2) Regulations 2020**
Date of commencement : 16 April 2020
- 37. G.N. No. S 635/2020 — Companies (Amendment No. 3) Regulations 2020**
Date of commencement : 30 July 2020
- 38. G.N. No. S 1072/2020 — Companies (Amendment No. 4) Regulations 2020**
Date of commencement : 2 January 2021