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COMPANIES ACT (CHAPTER 50)

COMPANIES (REGISTER OF CONTROLLERS AND NOMINEE DIRECTORS) REGULATIONS 2017

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

PART 1

PRELIMINARY

Citation and commencement

1. These Regulations are the Companies (Register of Controllers and Nominee Directors) Regulations 2017 and come into operation on 31 March 2017.

Definition

2. In these Regulations, “identity card” has the meaning given to it in section 2(1) of the National Registration Act (Cap. 201).

PART 2

REGISTER OF CONTROLLERS

Prescribed particulars, form and place under section 386AF(7) of Act

3.—(1) For the purposes of section 386AF(7)(a) and (b) of the Act, the prescribed particulars of a company’s or foreign company’s registrable individual controllers are —

- (a) full name;
- (b) aliases, if any;
- (c) residential address;
- (d) nationality;

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- (e) identity card number or passport number;
 - (f) date of birth;
 - (g) date on which the registrable individual controller became an individual controller of the company or foreign company (as the case may be); and
 - (h) date on which the registrable individual controller ceased to be an individual controller of the company or foreign company (as the case may be), if applicable.

(2) For the purposes of section 386AF(7)(a) and (b) of the Act, the prescribed particulars of a company's or foreign company's registrable corporate controllers are —

- (a) name;
- (b) unique entity number issued by the Registrar, if any;
- (c) address of registered office;
- (d) legal form of the registrable corporate controller;
- (e) jurisdiction where, and statute under which, the registrable corporate controller is formed or incorporated;
- (f) the name of the corporate entity register of the jurisdiction in which the registrable corporate controller is formed or incorporated, if applicable;
- (g) identification number or registration number of the registrable corporate controller on the corporate entity register of the jurisdiction where the registrable corporate controller is formed or incorporated, if applicable;
- (h) date on which the registrable corporate controller became a corporate controller of the company or foreign company (as the case may be); and
- (i) date on which the registrable corporate controller ceased to be a corporate controller of the company or foreign company (as the case may be), if applicable.

(3) For the purposes of section 386AF(7)(c) of the Act, the prescribed form of the register of controllers is set out in the First Schedule.

(4) For the purposes of section 386AF(7)(c) of the Act, any of the following places is a prescribed place:

- (a) the registered office of the company or foreign company;
- (b) the registered office of any registered filing agent appointed by the company or foreign company for the purpose of keeping the register of controllers.

Prescribed times or periods for purposes of Part XIA of Act

4. For the purposes of the provisions of Part XIA of the Act set out in the first column of the Second Schedule, the prescribed times or periods are set out opposite in the second column of that Schedule.

Prescribed manner of confirmation under section 386AF(10) of Act, etc.

5.—(1) For the purposes of section 386AF(10) of the Act, the particulars of a controller to be entered in a company's or foreign company's register of controllers are treated as confirmed if —

- (a) in response to a notice of the company or foreign company given under section 386AG(2) of the Act, a person confirms, or a registered filing agent confirms on behalf of the person, that the person is a registrable controller and has provided those particulars; or
- (b) a person has notified the company or foreign company under section 386AJ(1) of the Act that the person is a registrable controller and has provided those particulars.

(2) For the purposes of section 386AF(10) of the Act, the particulars of a controller to be updated in a company's or foreign company's register of controllers (called in this paragraph the new particulars) are treated as confirmed if —

- (a) in response to a notice of the company or foreign company given under section 386AH(1) of the Act, the registrable controller confirms, or a registered filing agent confirms on

behalf of the registrable controller, that a change in the registrable controller's particulars that are stated in the register of controllers has occurred and has provided the new particulars as the particulars that have changed;

- (b) in response to a notice of the company or foreign company given under section 386AI(1) of the Act, the registrable controller confirms, or a registered filing agent confirms on behalf of the registrable controller, that the particulars that are stated in the register of controllers are incorrect and has provided the new particulars as the correct particulars; or
- (c) the registrable controller has notified the company or foreign company under section 386AK(1) of the Act that a change in the registrable controller's particulars that are stated in the register of controllers has occurred and has provided the new particulars as the particulars that have changed.

Prescribed forms under section 386AG(3) of Act

6.—(1) For the purposes of section 386AG(3)(b) of the Act, the prescribed form of a notice mentioned in section 386AG(2)(a) of the Act is set out in the Third Schedule.

(2) For the purposes of section 386AG(3)(b) of the Act, the prescribed form of a notice mentioned in section 386AG(2)(b) of the Act is set out in the Fourth Schedule.

Prescribed form under section 386AG(3)(b) of Act as applied by section 386AH(3) of Act

7. For the purposes of section 386AG(3)(b) of the Act as applied by section 386AH(3) of the Act, the prescribed form of a notice mentioned in section 386AH(1) of the Act is set out in the Fifth Schedule.

Prescribed form under section 386AG(3)(b) of Act as applied by section 386AI(3) of Act

8. For the purposes of section 386AG(3)(b) of the Act as applied by section 386AI(3) of the Act, the prescribed form of a notice mentioned in section 386AI(1) of the Act is set out in the Sixth Schedule.

PART 3**REGISTER OF NOMINEE DIRECTORS****Prescribed particulars of person for whom director is nominee under section 386AL(1) and (2) of Act**

9.—(1) For the purposes of section 386AL(1)(a) and (b) and (2)(a) and (b) of the Act, the prescribed particulars of an individual for whom the director is a nominee are —

- (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 director became the individual's nominee.

(2) For the purposes of section 386AL(1)(a) and (b) and (2)(a) and (b) of the Act, the prescribed particulars of a legal entity for whom the director 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) the name of the corporate entity register of the jurisdiction in which 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 director became the legal entity's nominee.

Prescribed form and place of register of nominee directors under section 386AL(4) of Act

10.—(1) For the purposes of section 386AL(4) of the Act, the prescribed form of the register of nominee directors is set out in the Seventh Schedule.

(2) For the purposes of section 386AL(4) of the Act, any of the following places is a prescribed place:

- (a) the registered office of the company;
- (b) the registered office of any registered filing agent appointed by the company for the purpose of keeping the register of nominee directors.

PART 4

REGISTER OF MEMBERS OF FOREIGN COMPANY

Application of section 192 of Act

11.—(1) For the purposes of section 384(a)(ii) of the Act, section 192(2) and (3) of the Act applies to the register of members of a foreign company as it applies to the register of members of a public company, subject to the modifications in paragraph (2).

(2) For the purposes of paragraph (1) —

- (a) a reference in section 192(2) and (3) of the Act to “any member” is to be read as a reference to “any member of the foreign company”;

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- (b) a reference in section 192(3) of the Act to “the public company” is to be read as a reference to “the foreign company”; and
- (c) a reference in section 192(3) of the Act to “the company” is to be read as a reference to “the foreign company”.
- (3) Subject to the modification in paragraph (4), section 192(4) of the Act applies to a failure to send a copy of the register of members of a foreign company requested under section 192(3) of the Act as applied by paragraph (1).
- (4) The modification mentioned in paragraph (3) is that —
- (a) the reference in section 192(4) of the Act to “subsection (3)” is to be read as a reference to “section 192(3) of the Act, as applied by regulation 11(1) of the Companies (Register of Controllers and Nominee Directors) Regulations 2017”; and
- (b) each reference to “the company” is to be read as a reference to “the foreign company”.

FIRST SCHEDULE

Regulation 3(3)

FORM OF REGISTER OF CONTROLLERS**ENTRY**

[Complete one entry in the register for each controller]

Date of entry:	Name of controller:	Part 1*
		1. Full name of the registrable individual controller: 2. Aliases, if any of the registrable individual controller: 3. Residential address of the registrable individual controller: 4. Nationality of the registrable individual controller: 5. Identity card number or passport number of the registrable individual controller: 6. Date of birth of the registrable individual controller: 7. Date on which the registrable individual controller became an individual controller of [name of company or foreign company]: 8. Date on which the registrable individual controller ceased to be an individual controller of [name of company or foreign company]:

FIRST SCHEDULE — *continued*

		<p style="text-align: center;">Part 2**</p> <ol style="list-style-type: none"> 1. Name of the registrable corporate controller: 2. Unique entity number of the registrable corporate controller issued by the Registrar, if any: 3. Address of registered office of the registrable corporate controller: 4. Legal form of the registrable corporate controller: 5. Jurisdiction where, and statute under which, the registrable corporate controller is formed or incorporated: 6. The name of the corporate entity register of the jurisdiction in which the registrable corporate controller is formed or incorporated, if applicable: 7. Identification number or registration number on the corporate entity register of the jurisdiction where the registrable corporate controller is formed or incorporated, if applicable: 8. Date on which the registrable corporate controller became a corporate controller of [name of company or foreign company]: 9. Date on which the registrable corporate controller ceased to be a corporate controller of [name of company or foreign company]:
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* Where the controller is a registrable individual controller, complete Part 1.

** Where the controller is a registrable corporate controller, complete Part 2.

 SECOND SCHEDULE

Regulation 4

<i>First column</i>	<i>Second column</i>
<i>Provision of Act (description)</i>	<i>Prescribed time or period</i>
1. Section 386AF(8) and (9)(a) (prescribed time to enter particulars of any controller in register or update particulars of any controller in register)	2 business days after each date on which the particulars of any controller are confirmed by the controller
2. Section 386AF(8) and (9)(b) (prescribed time to enter or update particulars with a note indicating that the particulars have not been confirmed by the controller, if the company or foreign company does not receive the controller's confirmation)	2 business days after the end of 30 days after the date on which a notice mentioned in section 386AG(2), 386AH(1) or 386AI(1) (as the case may be) of the Act is sent by the company or foreign company
3. Section 386AG(3)(a) (prescribed time for compliance with a notice mentioned in section 386AG(2))	30 days after the date on which the notice mentioned in section 386AG(2) of the Act is sent by the company or foreign company
4. Section 386AG(3)(c) (prescribed period within which a notice mentioned in section 386AG(2) must be given)	2 business days after the date on which the company or foreign company first knows the existence of, or first has reasonable grounds to believe that there exists, a person to whom a notice must be given under section 386AG(2) of the Act
5. Section 386AH(2) (prescribed period within which a notice mentioned in section 386AH(1) must be given)	2 business days after the date on which the company or foreign company first knows of a relevant change in the particulars of a registrable controller that are stated in the company's or foreign company's register of controllers, or first has reasonable grounds to believe that such a change has occurred

SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of Act (description)</i>	<i>Prescribed time or period</i>
6. Section 386AG(3)(a) as applied by section 386AH(3) (prescribed time for compliance with a notice mentioned in section 386AH(1))	30 days after the date on which the notice mentioned in section 386AH(1) of the Act is sent by the company or foreign company
7. Section 386AI(2) (prescribed period within which notice mentioned in section 386AI(1) must be given)	2 business days after the date on which the company or foreign company first knows or first has reasonable grounds to believe that any of the particulars of a registrable controller that are stated in the company's or foreign company's register of controllers is incorrect
8. Section 386AG(3)(a) as applied by section 386AI(3) (prescribed time for compliance with a notice mentioned in section 386AI(1))	30 days after the date on which the notice mentioned in section 386AI(1) of the Act is sent by the company or foreign company
9. Section 386AJ(2) (prescribed time for compliance with the requirements of section 386AJ(1))	30 days after the date on which the person first knew or ought reasonably to have known that that person was a registrable controller
10. Section 386AK(2) (prescribed time for compliance with the requirements of section 386AK(1))	30 days after the date on which the person first knew or ought reasonably to have known that a relevant change has occurred in the prescribed particulars of that person

THIRD SCHEDULE

Regulation 6(1)

FORM OF NOTICE MENTIONED IN SECTION 386AG(2)(a) OF ACT

Date of notice: [Date that the notice is sent]

Dear [Addressee],

We know or have reasonable grounds to believe that you are a registrable controller of [name of company or foreign company].

This notice is sent under section 386AG(2)(a) of the Companies Act (Cap. 50) and requires you to provide the following information within 30 days after the date of this notice. Please send your reply to [address of company or foreign company]. Failure to provide the information required by this notice may be an offence.

1. Are you a registrable controller of [name of company or foreign company]?

Your reply: Yes / No*

* Delete as appropriate. If your reply is yes and you are an individual, please provide the particulars in sub-paragraph (a). If your reply is yes and you are a legal entity, please provide the particulars in sub-paragraph (b).

(a) If your reply is yes and you are an individual, please provide the following particulars:

- (i) your full name:
- (ii) your aliases, if any:
- (iii) your residential address:
- (iv) your nationality:
- (v) your identity card number or passport number:
- (vi) your date of birth:
- (vii) the date on which you became an individual controller of [name of company or foreign company]:

(b) If your reply is yes and you are a legal entity, please provide the following particulars:

- (i) your name:
- (ii) your unique entity number issued by the Registrar, if any:
.....
- (iii) the address of your registered office:
- (iv) your legal form:

THIRD SCHEDULE — *continued*

- (v) the jurisdiction where, and statute under which, you are formed or incorporated:
- (vi) the name of the corporate entity register of the jurisdiction in which you are formed or incorporated, if applicable:
.....
- (vii) the identification number or registration number on the corporate entity register of the jurisdiction where you are formed or incorporated, if applicable:
- (viii) the date on which you became a corporate controller of [name of company or foreign company]:

2. Do you know or have reasonable grounds to believe that any other person is a registrable controller of [name of company or foreign company] or is likely to have that knowledge?

Your reply: Yes / No*

* Delete as appropriate. If your reply is yes and the person is an individual, please provide the particulars in sub-paragraph (a). If your reply is yes and the person is a legal entity, please provide the particulars in sub-paragraph (b).

- (a) If your reply is yes and the person is an individual, please provide the following particulars to the best of your knowledge:
 - (i) the person's full name:
 - (ii) the person's aliases, if any:
 - (iii) the person's residential address:
 - (iv) the person's nationality:
 - (v) the person's identity card number or passport number:
 - (vi) the person's date of birth:
 - (vii) the date on which the person became an individual controller of [name of company or foreign company]:
- (b) If your reply is yes and the person is a legal entity, please provide the following particulars to the best of your knowledge:
 - (i) the person's name:
 - (ii) the person's unique entity number issued by the Registrar, if any:
.....
 - (iii) the address of the person's registered office:

THIRD SCHEDULE — *continued*

- (iv) the person’s legal form:
- (v) the jurisdiction where, and the statute under which, the person is formed or incorporated:
- (vi) the name of the corporate entity register of the jurisdiction in which the person is formed or incorporated, if applicable:
.....
- (vii) the identification number or registration number on the corporate entity register of the jurisdiction where the person is formed or incorporated, if applicable:
.....
- (viii) the date on which the person became a corporate controller of [name of company or foreign company]:

In this notice —

“controller”, “corporate controller”, “individual controller” and “legal entity” have the meanings given to them in section 386AB of the Companies Act;

“identity card” has the meaning given to it in section 2(1) of the National Registration Act (Cap. 201);

“registrable” has the meaning given to it in section 386AC of the Companies Act.

Yours sincerely,

[Name of director, secretary or authorised representative of the company or foreign company]

Director / Secretary / Authorised representative*

* Delete as appropriate

[Name of company or foreign company]

FOURTH SCHEDULE

Regulation 6(2)

FORM OF NOTICE MENTIONED IN SECTION 386AG(2)(b) OF ACT

Date of notice: [Date that the notice is sent]

Dear [Addressee],

We know or have reasonable grounds to believe that you know or have reasonable grounds to know the identity of a person who is a registrable controller of [name of company or foreign company] or is likely to have that knowledge.

This notice is sent under section 386AG(2)(b) of the Companies Act (Cap. 50) and requires you to provide the following information within 30 days after the date of this notice. Please send your reply to [address of company or foreign company]. Failure to provide the information required by this notice may be an offence.

If you are a registrable controller of [name of company or foreign company], please notify [name of company or foreign company] that you are a registrable controller and provide your particulars to [name of company or foreign company], as required under section 386AJ of the Companies Act.

1. Do you know or have reasonable grounds to believe that any other person is a registrable controller of [name of company or foreign company] or is likely to have that knowledge?

Your reply: Yes / No*

* Delete as appropriate. If your reply is yes and the person is an individual, please provide the particulars in sub-paragraph (a). If your reply is yes and the person is a legal entity, please provide the particulars in sub-paragraph (b).

(a) If your reply is yes and the person is an individual, please provide the following particulars to the best of your knowledge:

- (i) the person's full name:
- (ii) the person's aliases, if any:
- (iii) the person's residential address:
- (iv) the person's nationality:
- (v) the person's identity card number or passport number:
- (vi) the person's date of birth:
- (vii) the date on which the person became an individual controller of [name of company or foreign company]:

FOURTH SCHEDULE — *continued*

- (b) If your reply is yes and the person is a legal entity, please provide the following particulars to the best of your knowledge:
- (i) the person’s name:
 - (ii) the person’s unique entity number issued by the Registrar, if any:
 - (iii) the address of the person’s registered office:
 - (iv) the person’s legal form:
 - (v) the jurisdiction where, and the statute under which, the person is formed or incorporated:
 - (vi) the name of the corporate entity register of the jurisdiction in which the person is formed or incorporated, if applicable:
.....
 - (vii) the identification number or registration number on the corporate entity register of the jurisdiction where the person is formed or incorporated, if applicable:
 - (viii) the date on which the person became a corporate controller of [name of company or foreign company]:

In this notice —

“controller”, “corporate controller”, “individual controller” and “legal entity” have the meanings given to them in section 386AB of the Companies Act;

“identity card” has the meaning given to it in section 2(1) of the National Registration Act (Cap. 201);

“registrable” has the meaning given to it in section 386AC of the Companies Act.

Yours sincerely,

[Name of director, secretary or authorised representative of the company or foreign company]

Director / Secretary / Authorised representative*

* Delete as appropriate

[Name of company or foreign company]

FIFTH SCHEDULE

Regulation 7

FORM OF NOTICE MENTIONED IN SECTION 386AH(1) OF ACT

Date of notice: [Date that the notice is sent]

Dear [Addressee],

We know or have reasonable grounds to believe that a relevant change has occurred in your particulars that are stated in the register of controllers of [name of company or foreign company].

This notice is sent under section 386AH(1) of the Companies Act (Cap. 50) and requires you to provide the following information within 30 days after the date of this notice. Please send your reply to [address of company or foreign company]. Failure to provide the information required by this notice may be an offence.

1. Are you still a registrable controller of [name of company or foreign company]?

Your reply: Yes / No*

* Delete as appropriate. If your reply is no, please state the date on which you ceased to be a registrable controller of [name of company or foreign company]:

2. Your particulars that are stated in the register of controllers of [name of company or foreign company] are set out below. Has a relevant change in your particulars set out below occurred?

[Set out particulars of addressee that are stated in the register of controllers]

Your reply: Yes / No*

* Delete as appropriate. If your reply is yes, please provide the following information:

(a) the date of the change:

(b) the particulars of the change:

FIFTH SCHEDULE — *continued*

In this notice, “register of controllers” has the meaning given to it in section 386AB of the Companies Act.

Yours sincerely,

[Name of director, secretary or authorised representative of the company or foreign company]

Director / Secretary / Authorised representative*

* Delete as appropriate

[Name of company or foreign company]

SIXTH SCHEDULE

Regulation 8

FORM OF NOTICE MENTIONED IN SECTION 386AI(1) OF ACT

Date of notice: [Date that the notice is sent]

Dear [Addressee],

We know or have reasonable grounds to believe that your particulars that are stated in the register of controllers of [name of company or foreign company] are incorrect.

This notice is sent under section 386AI(1) of the Companies Act (Cap. 50) and requires you to provide the following information within 30 days after the date of this notice. Please send your reply to [address of company or foreign company]. Failure to provide the information required by this notice may be an offence.

1. Your particulars that are stated in the register of controllers of [name of company or foreign company] are set out below. Are your particulars set out below correct?

[Set out particulars of addressee that are stated in the register of controllers]

Your reply: Yes / No*

* Delete as appropriate. If your reply is no, please provide the correct particulars:

In this notice, “register of controllers” has the meaning given to it in section 386AB of the Companies Act.

Yours sincerely,

[Name of director, secretary or authorised representative of the company or foreign company]

Director / Secretary / Authorised representative*

* Delete as appropriate

[Name of company or foreign company]

SEVENTH SCHEDULE

Regulation 10(1)

FORM OF REGISTER OF NOMINEE DIRECTORS

ENTRY

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

Date of entry:	Name of nominee director:	<p style="text-align: center;">Part 1*</p> <ol style="list-style-type: none"> 1. Full name of the person for whom the director is a nominee: 2. Aliases, if any of the person for whom the director is a nominee: 3. Residential address of the person for whom the director is a nominee: 4. Nationality of the person for whom the director is a nominee: 5. Identity card number or passport number of the person for whom the director is a nominee: 6. Date of birth of the person for whom the director is a nominee: 7. Date on which the director became the nominee of the person for whom the director is a nominee: 8. Date on which the director ceased to be a nominee of the person for whom the director is a nominee: <p style="text-align: center;">Part 2**</p> <ol style="list-style-type: none"> 1. Name of the person for whom the director is a nominee: 2. Unique entity number of the person for whom the director is a nominee issued by the Registrar, if any: 3. Address of registered office of the person for whom the director is a nominee: 4. Legal form of the person for whom the director is a nominee: 5. Jurisdiction where, and statute under which, the person for whom the director is a nominee is formed or incorporated: 6. The name of the corporate entity register of the jurisdiction in which the person for whom the director is a nominee is formed or incorporated, if applicable:
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SEVENTH SCHEDULE — *continued*

		<p>7. Identification number or registration number on the corporate entity register of the jurisdiction where the person for whom the director is a nominee is formed or incorporated, if applicable:</p> <p>.....</p> <p>8. Date on which the director became the nominee of the person for whom the director is a nominee:</p> <p>9. Date on which the director ceased to be a nominee of the person for whom the director is a nominee:</p>
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* Where the person for whom the director is a nominee is an individual, complete Part 1.

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

Made on 30 March 2017.

LIM SOO HOON
Permanent Secretary
(Finance) (Performance),
Ministry of Finance,
Singapore.

[F14.1.45; AG/LEGIS/SL/50/2015/11 Vol. 1]