

Date : 13 March 2017

UEN: 08610

SINGAPORE 048545



Dear Sir / Madam,

NEW REGULATORY REQUIREMENTS TO MAINTAIN A REGISTER OF REGISTRABLE CONTROLLERS AND A REGISTER OF NOMINEE DIRECTORS

I write to inform you that with effect from 31 March 2017, all companies, foreign companies and limited liability partnerships (LLPs) (unless exempted by legislation¹) will be required to maintain a register of beneficial owners (termed as registrable "controllers" under recent legislative amendments). Companies will also be required to maintain a register of nominee directors. The registers and the information therein must be made available to the Registrar and public agencies upon request.

2 This new requirement is introduced under recent amendments to the Companies Act and the Limited Liability Partnerships Act. It aims to make the ownership and control of corporate entities more transparent and reduce opportunities for the misuse of corporate entities for illicit purposes. This will bring Singapore in line with international standards, and boost Singapore's on-going efforts to maintain our strong reputation as a trusted and clean financial hub.

3 Both registers relating to controllers and nominee directors will be kept only by the corporate entity and will not be made available to the public. The registers are only subject to inspection by ACRA and other public agencies upon request.

Transitional Arrangements for New and Existing Companies, Foreign Companies and LLPs

4 To help companies, foreign companies and LLPs prepare to comply with this new requirement, existing companies, foreign companies and LLPs will be given a transitional period of 60 days from the date of commencement of the new law (31 March 2017) after which they must maintain the register of controllers. Companies, foreign companies and LLPs incorporated/registered after 31 March 2017 will have a transitional period of 30 days. In general, the duty to maintain such registers requires the company, foreign company or LLP to send notices querying relevant parties about the existence of controllers, and to record the responses received in the register of controllers. The company, foreign company or LLP is not liable should recipients fail to respond or respond inaccurately.

¹ Exempted entities include listed companies and companies that are Singapore financial institutions. For the full list of exempted entities, please refer to www.acra.gov.sg/CA_2017.

Help Resources for Companies, Foreign Companies and LLPs

5 Companies, foreign companies and LLPs can tap on the following help resources:

- (a) ACRA-issued guidance for companies, foreign companies and LLPs on how to comply with the requirements.
- (b) Samples of the notice that companies, foreign companies and LLPs can use to send via hardcopy or electronically, to their shareholders, directors or partners, and any other relevant persons to assist them in obtaining the information required for their register of controllers.
- (c) Detailed information on these new requirements is available on ACRA's website at www.acra.gov.sg/CA_2017. This includes relevant subsidiary legislation, frequently asked questions and a video guide explaining the definition of a "controller".
- (d) Support hotline for enquiries on the new controller requirements. Please contact our Helpdesk at 6248 6028 or email us via www.acra.gov.sg/askacra.

Other Amendments Taking Effect from 31 March 2017

6 Also taking effect from 31 March 2017 will be amendments to: (a) introduce an inward re-domiciliation regime in the Companies Act; and (b) make common seals optional for companies and LLPs.

Other Amendments Targeted for Implementation in early 2018

7 Some other amendments will be implemented in early 2018, due to the need for system and process changes. These changes will: (a) simplify the requirements for companies to hold annual general meetings and file annual returns; and (b) introduce laws regulating the financial year of companies. Some changes will also be made to the laws applicable for private companies which dispense with annual general meetings. ACRA will notify all companies closer to the implementation date of these legislative changes.

8 For more details on the key legislative changes, please refer to ACRA's website at www.acra.gov.sg/CA_2017.

Yours sincerely

Kenneth Yap
Chief Executive
Accounting and Corporate Regulatory Authority
[This is a computer generated letter and therefore bears no signature]