

Securities and Futures (Approved Holding Companies) Regulations 2005

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No. S 365

SECURITIES AND FUTURES ACT (CHAPTER 289)

SECURITIES AND FUTURES (APPROVED HOLDING COMPANIES) REGULATIONS 2005

In exercise of the powers conferred by sections 81V(2), 81X, 81ZA(1), 81ZB(1), 81ZD(2)(a), 81ZF(4) and (5), 81ZJ(2), 81ZK and 341 of the Securities and Futures Act, the Monetary Authority of Singapore hereby makes the following Regulations:

PART I

PRELIMINARY

Citation and commencement

1. These Regulations may be cited as the Securities and Futures (Approved Holding Companies) Regulations 2005 and shall come into operation on 1st July 2005.

Definition

2. In these Regulations, unless the context otherwise requires, “annual report” means the audited profit and loss accounts, audited balance-sheet and auditors’ report, by whatever name called, of an approved holding company.

Forms

3.—(1) The forms to be used for the purposes of Part IIIA of the Act and these Regulations are those set out at the Authority’s Internet website at <http://www.mas.gov.sg> (under “Legislation and Notices”, “Securities and Futures”), and any reference in these Regulations to a numbered form shall be construed as a reference to the current version of the form bearing the corresponding number which is displayed at that website.

(2) Any document required to be lodged with the Authority under any provision of Part IIIA of the Act or these Regulations shall be lodged in the relevant form and in the manner specified in the website referred to in paragraph (1), or in such other manner as the Authority may specify from time to time.

(3) All forms used for the purposes of Part IIIA of the Act and these Regulations shall be completed in the English language and in accordance with such directions as may be specified in the form or by the Authority.

(4) The Authority may refuse to accept any form if —

- (a) it is not completed in accordance with this regulation; or
- (b) it is not accompanied by the relevant fee referred to in regulation 4.

(5) Where strict compliance with any form is not possible, the Authority may allow for the necessary modifications to be made to that form, or for the requirements of that form to be complied with in such other manner as the Authority thinks fit.

Fees

4.—(1) The fees specified in the Schedule shall be payable to the Authority for the purposes specified therein, and subject to section 81X(2), shall not be refundable.

(2) Payment of fees may be made through such electronic funds transfer system as the Authority may designate from time to time, whereby payment may be effected by directing the transfer of funds electronically from the bank account of the payer to a bank account designated by the Authority.

Keeping of books and other information

5. Every approved holding company shall ensure that all relevant books and other information as may be required by the Authority for the purposes of the Act are kept for

a minimum of 5 years.

[S 59/2007 wef 01/03/2007]

PART II

APPROVAL OF HOLDING COMPANIES

Application for approval

6. For the purposes of section 81V(2) of the Act, an application for approval as an approved holding company under section 81V(1) of the Act shall be made in Form 1 and shall be lodged with the Authority together with —

- (a) Forms 2 and 3; and
- (b) any relevant annex and information specified in those Forms.

Criteria to be taken into account by Authority

7. The Authority may approve an application made under section 81V(1) of the Act if the Authority is satisfied that —

- (a) the applicant is fit and proper to be approved as an approved holding company;
- (b) having regard to the applicant's likely influence over the approved exchange or approved clearing house of which the applicant is proposed to be the holding company, the approved exchange or approved clearing house will or is conducting and will continue to conduct its business prudently in compliance with the provisions of the Act; and
- (c) it would not be contrary to the interests of the public to do so.

[S 646/2018 wef 08/10/2018]

PART III

REGULATION OF APPROVED HOLDING COMPANIES

Obligation to notify Authority of certain matters

8.—(1) For the purposes of section 81ZA(1) of the Act, an approved holding company shall, as soon as practicable after the occurrence of any of the following circumstances, notify the Authority of such circumstance:

- (a) any civil or criminal legal proceeding instituted against the approved holding company, whether in Singapore or elsewhere;

- (b) any disciplinary action taken against the approved holding company by any regulatory authority, whether in Singapore or elsewhere, other than the Authority;
- (c) any significant change to the regulatory requirements imposed on the approved holding company by any regulatory authority, whether in Singapore or elsewhere, other than the Authority.

(2) Where a circumstance referred to in paragraph (1)(a) or (b) has occurred, the approved holding company shall, in addition to the notification required under paragraph (1), within 14 days of the occurrence of the circumstance or such longer period as the Authority may permit, submit a report to the Authority of the circumstances relating to the occurrence, the remedial actions taken at the time of the occurrence, and the subsequent follow-up actions that the approved holding company has taken or intends to take.

Obligation to submit periodic reports

9.—(1) For the purposes of section 81ZB(1) of the Act, an approved holding company shall submit to the Authority —

- (a) within 3 months after the end of its financial year or such longer period as the Authority may permit, a copy of its —
 - (i) annual report and directors' report prepared in accordance with the provisions of the Companies Act (Cap. 50); and
 - (ii) auditors' long form report;
- (b) within 45 days after the end of each of the first 3 quarters of its financial year or such longer period as the Authority may permit, a copy of its —
 - (i) profit and loss accounts; and
 - (ii) balance-sheet,for the preceding quarter, in such form as may be approved by the Authority;
- (c) within 3 months after the end of its financial year or such longer period as the Authority may permit, a report on how the approved holding company has discharged its responsibilities under the Act or these Regulations during that financial year;
- (d) a report relating to the business of the approved holding company, at such time or on such periodic basis as may be specified by the Authority; and