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No. S 205

COMPANIES ACT 1967

COMPANIES (AMENDMENT) REGULATIONS 2026

In exercise of the powers conferred by section 411 of the Companies Act 1967, the Minister for Finance makes the following Regulations:

Citation and commencement

1. These Regulations are the Companies (Amendment) Regulations 2026 and come into operation on 6 May 2026.

Amendment of Second Schedule

2. In the Companies Regulations (Rg 1), in the Second Schedule, in Form 45 —

(a) in paragraph (a)(ii), after “(“the Act””, insert “, section 60(1) of the Limited Liability Partnerships Act 2005 (“the LLP Act”) or section 57(1) of the Variable Capital Companies Act 2018 (“the VCC Act””);

(b) in paragraph (a)(iii), after “the Act”, insert “, section 59(1) or 61(2) of the LLP Act, or section 56(1) or 58(2) of the VCC Act”;

(c) in paragraph (a), replace sub-paragraph (v) with —

“(v) That within a period of 5 years preceding the date of this statement, I have not been —

(A) convicted of any offence, whether in Singapore or elsewhere, involving fraud or dishonesty punishable with imprisonment for 3 months or more;

(B) convicted of any offence under Part 12 of the Securities and Futures Act 2001, where the conviction was on or after 1 July 2015;

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- (C) convicted of an offence under section 50, 51, 53, 54, 55 or 55A of the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act 1992, where the conviction is on or after 6 May 2026;
 - (D) imposed a civil penalty under section 232 of the Securities and Futures Act 2001 on or after 1 July 2015;
 - (E) removed from an office or employment as a director or executive officer of a holder of a capital markets services licence pursuant to a direction under section 97(1A) of the Securities and Futures Act 2001;
 - (F) removed as a director, executive officer or chief executive officer of a person mentioned in section 99(1) of the Securities and Futures Act 2001, in compliance with a condition imposed on the person under section 99(4) of that Act; and
 - (G) subject to a prohibition order (as defined in section 2(1) of the VCC Act).”;

(d) in paragraph (a)(vi), replace sub-paragraphs (A) and (B) with —

“(A) I have not been convicted of 3 or more offences under the Act in relation to any requirement to file with, deliver or send any return, account or other document to the Registrar, or give notice of any matter to the Registrar; or if I have been convicted for such offences, the last of such convictions did not take place during the period of 5 years preceding the date of this statement;

(B) I 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 any requirement to file with, deliver or send any return, account or other document to the Registrar, or give notice of any matter to the Registrar; or if I have had such orders made against me, the last of those orders was not made during the period of 5 years preceding the date of this statement;”;

(e) in paragraph (a)(vi)(C), delete “and” at the end;

(f) in paragraph (a)(vi), replace sub-paragraph (D) with —

“(D) I have not been a director of 3 or more companies which names had been struck off the register under section 344 of the Act within a period of 5 years preceding the date of this statement; or I have been a director of 3 or more such companies but one of the following applies:

(DA) I had not been a director of at least 3 of those companies at the time their names were so struck off;

(DB) the period during which I was disqualified from acting as a director of a company under section 155A(1) of the Act has expired;

(E) there is currently no debarment order under section 155B of the Act or section 59 of the VCC Act (read with section 155B of the Act) against me;

(F) I have not been convicted of 3 or more offences under the VCC Act in relation to any requirement to file with, deliver or send any return, account or other document to the Registrar of Variable Capital Companies, or give notice of any matter to that Registrar; or if I have been convicted for such offences, the last of such convictions did not take place during the period of 5 years preceding the date of this statement;

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- (G) I have not had 3 or more orders of the General Division of the High Court of Singapore made against me under section 12 or 160 of the VCC Act in relation to any requirement to file with, deliver or send any return, account or other document to the Registrar of Variable Capital Companies, or give notice of any matter to that Registrar, or if I have had such orders made against me, the last of those orders was not made during the period of 5 years preceding the date of this statement; and
- (H) I have not been a director of a variable capital company that has been struck off under section 344 of the Act (as applied by section 130B of the VCC Act) at the time when the name of the variable capital company had been struck off the register; or I have been a director of such variable capital company (“VCC A”) at the time the name of VCC A had been struck off the register but one of the following applies:
- (HA) I was not, within a period of 5 years immediately before the date on which the name of VCC A was struck off the register, a director of not less than 2 other variable capital companies the names of which have been struck off the register;
- (HB) I was, within a period of 5 years immediately before the date on which the name of VCC A was struck off the register a director of not less than 2 other variable capital companies the names of which have been struck off the register, but I was not a director of at least 2 of such variable capital companies at the time their names were so struck off;
- (HC) the period during which I was disqualified from acting as a director of a variable capital company under section 60(1) of the VCC Act has expired.”; and

(g) after paragraph (bb), insert —

“(bc) By executing this form, I acknowledge that I am aware of my obligations under the Act and undertake to use this company only for legitimate business purposes in compliance with all applicable laws. I understand that any misuse of this company for unlawful purposes, including money laundering, the commission of fraud, the conduct of scams or the carrying out of activities prejudicial to the public peace, welfare or good order in Singapore may result in regulatory or legal action.”.

*[G.N. Nos. S 445/93; S 2/96; S 245/97; S 561/98;
S 27/2001; S 314/2001; S 27/2002; S 237/2002;
S 354/2002; S 16/2003; S 236/2003; S 260/2003;
S 137/2004; S 270/2004; S 293/2004; S 861/2005;
S 53/2006; S 255/2008; S 90/2009; S 398/2013;
S 280/2015; S 379/2015; S 831/2015; S 327/2016;
S 511/2018; S 63/2020; S 277/2020; S 635/2020;
S 1072/2020; S 439/2021; S 237/2022; S 209/2023;
S 369/2023; S 24/2024; S 948/2024; S 296/2025]*

Made on 3 April 2026.

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Ministry of Finance,
Singapore.*

[F014.001.0053.V1; AG/LEGIS/SL/50/2025/4]