|  |  |
| --- | --- |
| SECURITIES AND FUTURES ACT 2001  SECURITIES AND FUTURES  (LICENSING AND CONDUCT OF BUSINESS)  REGULATIONS | FORM  22 |
| **NOTICE OF COMMENCEMENT OF BUSINESS LODGED PURSUANT TO PARAGRAPH 7(6)(*a*) OF THE SECOND SCHEDULE TO THE REGULATIONS BY A PERSON EXEMPTED FROM HOLDING A CAPITAL MARKETS SERVICES LICENCE TO CARRY ON BUSINESS IN ADVISING ON CORPORATE FINANCE UNDER PARAGRAPH 7(1)(*b*) OF THE SECOND SCHEDULE TO THE REGULATIONS**   |  |  | | --- | --- | | **Name of exempt person as per ACRA’s records** | Click here to enter text. | | **Company Registration Number (UEN)** | Click here to enter text. | | |
| Explanatory Notes | |
| 1. For the purposes of this Form –    1. “exempt person” refers to a person exempt from holding a capital markets services licence under paragraph 7(1)(*b*) of the Second Schedule to the Securities and Futures (Licensing and Conduct of Business) Regulations (the “Regulations”);    2. “key officer”, in relation to an exempt person, means:       1. a director or equivalent person;       2. a chief executive officer or equivalent person; or    3. “controller” refers to a person set out under paragraph 14A(2)(b)(iii)(C) of the Regulations. 2. All terms used in this Form shall, except where expressly defined in this Form or where the context otherwise requires, have the same meanings as defined in the Securities and Futures Act (the “Act”) or the Regulations. Please read the Frequently Asked Questions on Exempt Persons (“FAQ”), the explanatory notes and questions carefully before completing and lodging the Form with the Monetary Authority of Singapore (the “Authority”). 3. All questions must be answered and all fields must be filled. If a question or field is not applicable, please check the “N.A.” box or mark “N.A.” in the space provided. 4. Please use the “+” function in the tables to add rows where relevant; the “+” function can be viewed by clicking on a row in a table to be filled. 5. If more space is needed to provide responses to the questions in this Form, the exempt person should submit an attachment with the additional responses, and label clearly the relevant question each additional response is for. 6. This Form, together with all supporting documents and/or attachments, should be submitted via <https://go.gov.sg/noticeofcommencementofbusiness-form22> in machine-readable format (e.g. MS Word). Please ensure that the information provided in the Form is complete and accurate. | |

SECTION I: CONTACT PERSON

1. Provide the details of the contact person for the exempt person. This person must be an executive director of the exempt person and be resident in Singapore. The Authority will contact this person for all matters relating to the exempt person.

|  |  |
| --- | --- |
| **Name of executive director** | Click here to enter text. |
| **Designation** | Executive Director |
| **Contact Number** | Click here to enter text. |
| **E-mail address** | Click here to enter text. |

SECTION II: PARTICULARS OF THE EXEMPT PERSON

1. Provide the following information

|  |  |
| --- | --- |
| **Name of exempt person** | Click or tap here to enter text. |
| **Date of incorporation (DD/MM/YYYY)** | Click or tap to enter a date. |
| **Place of incorporation** | Click or tap here to enter text. |
| **Financial year end** | Choose an item. |
| **Former name(s) (if any)** | Click or tap here to enter text. |
| **Company registration number (Unique entity number as per ACRA’s record)** | Click or tap here to enter text. |
| **Address of principal place of business** | Block/Street no: Click or tap here to enter text.  Street name: Click or tap here to enter text.  Unit: Click or tap here to enter text.  Building name: Click or tap here to enter text.  Postal code: Click or tap here to enter text.  Singapore |
| **Contact number** | Click or tap here to enter text. |
| **E-mail address** | Click or tap here to enter text. |
| **Country of origin (of ultimate parent entity)** | Click or tap here to enter text. |
| **Date of commencement of business (DD/MM/YYYY)** | Click or tap to enter a date. |

|  |
| --- |
| **Country of origin of ultimate parent entity:**  If the exempt person is incorporated in Singapore and owned directly by individuals, select “Singapore”.  If the exempt person is owned by one or more immediate or intermediate companies, and:   1. Where there is an ultimate parent company, select the country of incorporation of the ultimate parent company. 2. Where there is more than one ultimate parent company, select the country of incorporation of the ultimate parent company with the largest effective shareholding. If there is no majority shareholder, select a country that is deemed to be representative of the exempt person's origin. |

1. Provide information on the principal business carried out or intended to be carried out by the exempt person.
2. Indicate which of the following activities best describes the type of corporate finance advice the exempt person will be providing (you may select more than one):

Advice on:

Non-public fund raising

Fund raising (Equity)

Fund raising (Debt)

Mergers and acquisitions/Divestments

Restructuring

Others:

|  |
| --- |
| Click or tap here to enter text. |

1. Types of clients:

Accredited investors

Corporates that are public companies; listed on approved exchanges; or subsidiaries of corporations listed on approved exchanges.

Corporates that are not public companies; listed on approved exchanges; or subsidiaries of corporations listed on approved exchanges.

Individuals

Singapore

Overseas

Asia-Pacific

Specify the countries: Click or tap here to enter text.

Europe

Specify the countries: Click or tap here to enter text.

Americas

Specify the countries: Click or tap here to enter text.

Others

Specify the countries: Click or tap here to enter text.

Institutional investors

Corporates that are public companies; listed on approved exchanges; or subsidiaries of corporations listed on approved exchanges.

Corporates that are not public companies; listed on approved exchanges; or subsidiaries of corporations listed on approved exchanges.

Singapore

Overseas

Asia-Pacific

Specify the countries: Click or tap here to enter text.

Europe

Specify the countries: Click or tap here to enter text.

Americas

Specify the countries: Click or tap here to enter text.

Others

Specify the countries: Click or tap here to enter text.

Expert investors. Describe: Click or tap here to enter text.

Corporates that are public companies; listed on approved exchanges; or subsidiaries of corporations listed on approved exchanges.

Corporates that are not public companies; listed on approved exchanges; or subsidiaries of corporations listed on approved exchanges.

Individuals

Singapore

Overseas

Asia-Pacific

Specify the countries: Click or tap here to enter text.

Europe

Specify the countries: Click or tap here to enter text.

Americas

Specify the countries: Click or tap here to enter text.

Others

Specify the countries: Click or tap here to enter text.

SECTION III: PARTICULARS OF CONTROLLERS

* 1. Provide information on the exempt person’s direct and indirect substantial shareholders and controllers[[1]](#footnote-2).

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of shareholder (corporate/ natural person)** | **% of effective shareholding** | **Immediate, intermediate or ultimate shareholder** | **Effective date of shareholding** |
| Click or tap here to enter text. | Click or tap here to enter text. | Choose an item. | Click here to enter a date. |

|  |
| --- |
| **% of effective shareholding:**  Indicate the effective shareholding of each entity in the exempt person, in consideration of its level of shareholding.  Example 1: ABC Pte Ltd (exempt person) is 50% owned by X Pte Ltd and 50% owned by Y Pte Ltd; X Pte Ltd is in turn wholly owned by Z Pte Ltd. The shareholding table for ABC Pte Ltd should indicate that the effective shareholding of X Pte Ltd, Y Pte Ltd and Z Pte Ltd in ABC Pte Ltd is respectively 50%.  Example 2: ABC Pte Ltd (exempt person) is 50% owned by X Pte Ltd and 50% owned by Y Pte Ltd; and X Pte Ltd is 40% owned by Z Pte Ltd. The shareholding chart should reflect the shareholdings by X Pte Ltd and Y Pte Ltd in ABC Pte Ltd as 50%, and Z Pte Ltd’s shareholding in X Pte Ltd as 40%. The shareholding table should reflect the effective shareholdings by X Pte Ltd and Y Pte Ltd in ABC Pte Ltd as 50%, and Z Pte Ltd’s effective shareholding in ABC Pte Ltd as 20%.  As an illustration, for a shareholder which is constituted as a corporation, an:   * Immediate shareholder refers to a corporation which directly holds at least one issued share in the exempt person. * Intermediate shareholder refers to a corporation which indirectly has an interest in a share in the exempt person and is a subsidiary of another corporation. * Ultimate shareholder refers to a corporation which indirectly has an interest in a share in the exempt person and is not itself a subsidiary of another corporation.   Note: For the purpose of this Form, an “interest in share” is as defined in section 7 of the Companies Act. |

3.2 Where the controller is not a natural person, provide the following information:

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of entity** | **Entity incorporation/**  **identification number** | **Place of incorporation/**  **registration** | **Nature of business** |
| Click here to enter text. | Click here to enter text. | Click here to enter text. | Click here to enter text. |

3.3 Where the controller is a natural person, provide the following information:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name of individual** | **Date of birth** | **Gender** | **Nationality type** | **Country of citizenship (for non-Singapore citizens)** | **NRIC no. (for Singapore citizens or permanent residents)** | **For non-Singapore citizens or non-permanent residents** | | **Occupation** |
| **FIN no. (if applicable)** | **Passport no.** |
| Click here to enter text. | Click or tap to enter a date. | Choose an item. | Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |

SECTION IV: PARTICULARS OF KEY OFFICERS

1. Provide information on the key officers of the exempt person.

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name of individual** | **Designation / Role in the exempt person** | **Date of birth** | **Gender** | **Nationality type** | **Country of citizenship (for non-Singapore citizens)** | **Identification number** | | |
| **NRIC no. (for Singapore citizens or permanent residents)** | **For non-Singapore citizens or non-permanent residents** | |
| **FIN no. (if applicable)** | **Passport no.** |
| Click here to enter text. | Choose an item. | Click or tap to enter a date. | Choose an item. | Choose an item. | Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |

1. Provide contact details of the key officers of the exempt person

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of individual** | **E-mail address** | **Phone number** | **Address** |
| Click here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |

SECTION V: FIT AND PROPER DECLARATION FOR EXEMPT PERSON, KEY OFFICERS AND CONTROLLER(S)

If the answer to any of the following questions is in the affirmative, provide supporting documents, where appropriate, except for items 1(a) to (d). **For item 1(a), provide us with the name of the regulatory authority(s). For items 1(e) to (u), and 2(a) and (b), complete Annex A**.

If there is any doubt with respect to any part of this section, provide all relevant information to demonstrate that the exempt person, including its key officers and controllersare considered to be fit and proper persons.

|  |
| --- |
| **Pursuant to regulation 14A(2)(*b*) of the Regulations, a person (including all its key officers and controllers ) exempt under paragraph 7(1)(*b*) of the Second Schedule of the Regulations is required to be fit and proper.** |

|  |  |  |
| --- | --- | --- |
| Honesty, Integrity and Reputation | | |
|  | | |
| * 1. Within the past 10 years, has the exempt person, or any of its key officers or controllers, | | |
|  | Yes | No |
| 1. been licensed, registered or approved under a law in any jurisdiction which requires licensing, registration or approval in relation to any regulated activity? |  |  |
|  |  |  |
| 1. been licensed, registered, or otherwise authorised by law to carry on any trade, business (including sole proprietorships and partnerships) or profession (including, accountancy, engineering, law and architecture) in any jurisdiction? |  |  |
|  |  |  |
| 1. been a shareholder of any corporation which holds membership of any class or description any operator of an organised market or clearing facility in any jurisdiction? |  |  |
|  |  |  |
| 1. carried on business under any name other than the name stated in this lodgement in any jurisdiction? |  |  |
|  |  |  |
| 1. been refused the right or restricted in his/her right to carry on any trade, business or profession for which a specific licence, registration or other authorisation is required by law in any jurisdiction? |  |  |
|  |  |  |
| 1. been issued a prohibition order under any Act administered by the Authority or been prohibited from operating in any jurisdiction by any financial services regulatory authority? |  |  |
|  |  |  |
| 1. been censured, disciplined, suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of an organised market or clearing facility, any professional body or government agency, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been the subject of any complaint made reasonably and in good faith, relating to activities that are regulated by the Authority or under any law in any jurisdiction? |  |  |
|  |  |  |
| 1. been the subject of any proceedings of a disciplinary or criminal nature or been notified of any potential proceedings or of any investigation which might lead to those proceedings, under any law in any jurisdiction? |  |  |
|  |  |  |
| 1. been convicted of any offence, served any term of imprisonment or is being subject to any pending proceedings which may lead to a conviction of any offence, under any law in any jurisdiction? |  |  |
|  |  |  |
| 1. had any civil penalty enforcement action taken against it or him/her by the Authority or any other regulatory authority under any law in any jurisdiction? |  |  |
|  |  |  |
| 1. contravened or abetted another person in breach of any laws or regulations, business rules or codes of conduct, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been the subject of any investigations or disciplinary proceedings or been issued a warning or reprimand by the Authority, any other regulatory authority, an operator of an organised market or clearing facility, any professional body or government agency, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been refused a fidelity or surety bond, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been or is a director, partner, substantial shareholder or concerned in the management of a business that has been censured, disciplined, prosecuted or convicted of a criminal offence, or been the subject of any disciplinary or criminal investigation or proceeding, whether in Singapore or elsewhere, in relation to any matter that took place while he/she was a director, partner, substantial shareholder or concerned in the management of the business? |  |  |
|  |  |  |
| 1. been or is a director, partner, substantial shareholder or concerned in the management of a business that has been suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of an organised market or clearing facility, any professional body or government agency, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been a director, partner, substantial shareholder or concerned in the management of a business that has gone into insolvency, liquidation or administration during the period when, or within a period of one year after, he was a director, partner, substantial shareholder or concerned in the management of the business, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been dismissed or asked to resign from office, employment, a position of trust, or a fiduciary appointment or similar position, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been or is subject to disciplinary proceedings by his/her current or former employer(*s*), whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been disqualified from acting as a director or disqualified from acting in any managerial capacity, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been an officer found liable for an offence committed by a body corporate as a result of the offence having proved to have been committed with the consent or connivance of, or neglect attributable to, the officer, whether in Singapore or elsewhere? |  |  |
|  |  |  |
|  |  |  |
| * 1. Has the exempt person, or any of its key officers or controllers, | | |
|  | Yes | No |
| 1. had any judgment (in particular, that associated with a finding of fraud, misrepresentation or dishonesty) entered against it or him/her in any civil proceedings or is a party to any pending proceedings which may lead to such a judgment, under any law in any jurisdiction? |  |  |
|  |  |  |
| 1. accepted civil liability for fraud, misrepresentation or dishonesty under any law in any jurisdiction? |  |  |
|  |  |  |
| Financial Soundness |  |  |
| 1. Within the past 10 years, has the exempt person, or any of its key officers or controllers, | | |
|  | Yes | No |
| 1. been or is unable to fulfill any of its or his/her financial obligations, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. entered into a compromise or scheme of arrangement (including a debt repayment scheme) with its or his/her creditors, or made an assignment for the benefit of its or his/her creditors, being a compromise, scheme of arrangement or assignment that is still in operation, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been or is subject to a judgment debt which is unsatisfied, either in whole or in part, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been or is the subject of a bankruptcy petition, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been adjudicated a bankrupt and the bankruptcy is undischarged, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been or is the subject of a winding-up petition, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been dissolved or is in the course of being wound-up, where the dissolution/winding-up does not relate to members’ voluntary winding-up, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been or is a corporation where a receiver, receiver and manager, judicial manager, or such other person having the powers and duties of a receiver, receiver and manager, or judicial manager, has been appointed, in relation to, or in respect of any of its property, whether in Singapore or elsewhere? |  |  |
|  |  |  |
| 1. been or is subject to any other process outside Singapore that is similar to those referred to in (d) – (h)? |  |  |

SECTION VI: DECLARATION

**The Declaration must be signed by a director of the exempt person. Electronic signature may be provided in lieu of physical signature.**

As a director of

|  |
| --- |
| (Name of exempt person) Click here to enter text. |

|  |  |  |
| --- | --- | --- |
|  | Yes | No |
| I certify that the exempt person is operating a business that falls within the exemption under paragraph 7(1)(*b*) of the Second Schedule to the Regulations |  |  |
|  |  |  |

I declare that I am fully aware that sections 329(1), (3) and (4) of the Securities and Futures Act (Cap. 289) provide as follows:

|  |
| --- |
| “ANY PERSON WHO FURNISHES THE AUTHORITY WITH ANY INFORMATION UNDER THIS ACT SHALL USE DUE CARE TO ENSURE THAT THE INFORMATION IS NOT FALSE OR MISLEADING IN ANY MATERIAL PARTICULAR.  ANY PERSON WHO –   1. SIGNS ANY DOCUMENT LODGED WITH THE AUTHORITY; OR 2. LODGES WITH THE AUTHORITY ANY DOCUMENT BY ELECTRONIC MEANS USING ANY IDENTIFICATION OR IDENTIFYING CODE, PASSWORD OR OTHER AUTHENTICATION METHOD OR PROCEDURES ASSIGNED TO HIM BY THE AUHORITY,   SHALL USE DUE CARE TO ENSURE THAT THE DOCUMENT IS NOT FALSE OR MISLEADING IN ANY MATERIAL PARTICULAR.  ANY PERSON WHO CONTRAVENES SUBSECTION (1) OR (3) SHALL BE GUILTY OF AN OFFENCE AND SHALL BE LIABLE ON CONVICTION TO A FINE NOT EXCEEDING $50,000 OR TO IMPRISONMENT FOR A TERM NOT EXCEEDING 2 YEARS OR TO BOTH”. |

I am aware that under section 99(6) of the Act, the Authority may withdraw the exemption granted to any person under section 99 of the Act if the exempt person fails to satisfy the Authority that that person and all persons under regulation 14A(2)(*b*) of the Regulations are fit and proper persons.

I have read the Guidelines on Fit and Proper Criteria (“the Guidelines”) issued by the Authority and in submitting this Form, I am satisfied that the exempt person and all its key officers and controllers, are fit and proper based on the criteria stated in the Guidelines;

I declare that all information given in this Form and in the attached annexes (if any) is true and correct.

|  |  |
| --- | --- |
| Signature: |  |
| Designation: | Director |
| Name: | Click or tap here to enter text. |
| Date: | Click or tap to enter a date. |
|  | (DD/MM/YYYY) |
|  | |

|  |
| --- |
| ANNEX A: AFFIRMATIVE RESPONSES TO THE FIT AND PROPER DECLARATION SECTION |

Complete the table below where there is an affirmative response to items 1(e) to (u), and 2(a) and (b) of the fit and proper criteria in Section V. Complete a table for each person (individual/entity), and use one row for each affirmative response.

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name of person (individual/entity) involved**: Click here to enter text. | | | | | | | | | |
| **Fit & proper criteria1** | **Name of regulator/ authority** | **Nature of incident for affirmative response**  **(“Incident”)2** | **Date of Incident (DD/MM/YYYY)** | **Details of Incident** | **Status of Incident [Pending/ Finalised]** | **Penalty amount/ No. of years of imprisonment** | **Remedial measures taken to address the Incident, if any** | **Progress of remedial measures [Completed/ Ongoing]** | **Reasons that person meets the Authority’s fit and proper criteria set out in the Guidelines on Fit and Proper Criteria [Guideline No. FSG-G01) despite the Incident** |
| Click here to enter text. | Click here to enter text. | Choose an item.  Others: Describe:  Click here to enter text. | Click or tap to enter a date. | Click here to enter text. | Choose an item. | Click here to enter text. | Click here to enter text. | Choose an item. | Click here to enter text. |

1 Indicate the item number of the fit and proper criteria per Section 11 where there is affirmative response, e.g. 1.(g).  
2 Indicate one of the following, or where the categories below are not applicable, briefly describe the nature of the incident:

* Refused membership/registration/right to carry on trade
* Prohibition order
* Suspended
* Imprisonment
* Subject of/notified of disciplinary proceeding/investigation
* Subject of/notified of criminal proceeding/investigation
* Subject of/notified of civil proceeding/investigation
* Subject of complaint
* Fine
* Warning
* Reprimand

1. A person, alone or together with the person’s associates —

   (a) holds 20% or more of the total number of issued shares in the company; or

   (b) is in a position to control voting power of 20% or more in the company. [↑](#footnote-ref-2)