

**Securities and Futures (Amendment) Act 2004  
(No. 31 of 2004)**

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**NO. 31]**

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The following Act was passed by Parliament on 1st September 2004 and assented to by the President on 8th September 2004:—

## SECURITIES AND FUTURES (AMENDMENT) ACT 2004

(No. 31 of 2004)

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I assent.

S R NATHAN,  
*President.*  
8th September 2004.

### **Date of Commencement: 12th October 2004**

An Act to amend the Securities and Futures Act (Chapter 289 of the 2002 Revised Edition).

Be it enacted by the President with the advice and consent of the Parliament of Singapore, as follows:

### **Short title and commencement**

1. This Act may be cited as the Securities and Futures (Amendment) Act 2004 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

### **Amendment of section 2**

2. Section 2(1) of the Securities and Futures Act (referred to in this Act as the principal Act) is amended —

(a) by deleting the definition of “auditor” and substituting the following definition:

““auditor”, except for the purposes of Division 1 of Part XIII, means a public accountant who is registered or deemed to be registered under the Accountants Act 2004 (Act 4 of 2004);”;

(b) by inserting, immediately after the definition of “business rules”, the following definition:

““business trust” has the same meaning as in section 2 of the Business Trusts Act 2004;”;

- (c) by deleting the definition of “closed-end fund” and substituting the following definition:

““closed-end fund” means an arrangement referred to in paragraph (a) or (b) of the definition of “collective investment scheme” under which units that are exclusively or primarily non-redeemable are issued, but does not include an arrangement referred to in paragraph (a) of that definition that —

- (a) is a trust;
- (b) invests only in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes; and
- (c) is listed on a securities exchange;”;

- (d) by deleting paragraphs (x) and (xi) of the definition of “collective investment scheme” and substituting the following paragraph:

“(x) a closed-end fund constituted either as a corporation or a trust; or”;

- (e) by inserting, immediately after the definition of “defalcation”, the following definition:

““derivative”, in relation to a unit in a business trust, has the same meaning as in section 2 of the Business Trusts Act 2004;”;

- (f) by deleting the words “(not being a collective investment scheme)” in paragraph (a) of the definition of “franchise”;
- (g) by deleting the word “or” at the end of paragraph (d) of the definition of “securities”;
- (h) by deleting the comma at the end of paragraph (e) of the definition of “securities” and substituting a semi-colon, and by inserting immediately thereafter the following paragraphs:

- “(f) any unit in a business trust; or
- (g) any derivative of a unit in a business trust, ”;

- (i) by deleting the definition of “take-over offer” and substituting the following definition:

“take-over offer” means —

- (a) an offer for the acquisition by or on behalf of a person of —

- (i) in the case of a public company —

(A) some or all of the shares in the company or some or all of the shares of a particular class in the company, made to all members of the company, or where the person already holds shares in the company, made to all other members of the company; or

(B) all of the remaining shares in the company made to all other members of the company as a result of the person acquiring or consolidating effective control of that company within the meaning of the Take-over Code; or

- (ii) in the case of a business trust —

(A) some or all of the units in the business trust or some or all of the units of a particular class in the business trust, made to all unitholders of the business trust, or where the person already holds units in the business trust, made to all other unitholders of the business trust; or

(B) all of the remaining units in the business trust made to all other unitholders of the business

trust as a result of the person acquiring or consolidating effective control of that business trust within the meaning of the Take-over Code; or

(b) a proposed compromise or arrangement referred to in section 210 of the Companies Act (Cap. 50) that if executed would result in a change in effective control of the public company concerned within the meaning of the Take-over Code;”; and

(j) by deleting the definition of “unit” and substituting the following definitions:

“ “unit” —

(a) in relation to a collective investment scheme, means a right or interest (however described) of a participant in a collective investment scheme (whether or not constituted as a corporation); and

(b) in relation to a business trust, has the same meaning as in section 2 of the Business Trusts Act 2004;

“unitholder”, in relation to a business trust, has the same meaning as in section 2 of the Business Trusts Act 2004;”.

### **Amendment of section 239**

3. Section 239 (1) of the principal Act is amended by inserting, immediately before the definition of “borrowing corporation”, the following definition:

“ “auditor” —

(a) means a public accountant who is registered or deemed to be registered under the Accountants Act 2004 (Act 4 of 2004); and

(b) in relation to a corporation or other entity, not being a company, includes —