

SECURITIES AND FUTURES ACT  
(Cap. 289)

SECURITIES AND FUTURES  
(LICENSING AND CONDUCT OF BUSINESS)  
REGULATIONS (Rg 10)

**APPLICATION FOR ADDITIONAL REGULATED  
ACTIVITY UNDER A CAPITAL MARKETS  
SERVICES  
LICENCE UNDER SECTION 90(1)**

FORM  
**5**

*Explanatory Notes*

1. Please read the explanatory notes and questions carefully before completing the application form.
2. All questions must be answered. If a question is not applicable, please mark "N.A." in the space provided. Should there be insufficient space for your answers, please attach annex(es) which should be identified as such and signed by the signatories to this application.
3. Where there is an asterisk (\*), please delete whichever is inapplicable.
4. Please tick (√) in the relevant boxes where appropriate.
5. If there are any changes in the information furnished in the application prior to the issuance of the licence, the Monetary Authority of Singapore (the Authority) should be notified immediately.
6. This application is to be signed by 2 directors or a director and the secretary of the applicant, and must be accompanied by the relevant documents requested in the various parts of this application.
7. The non-refundable application fee prescribed under regulation 6 of the Securities and Futures (Licensing and Conduct of Business) Regulations (Rg 10) (the Regulations) will be deducted from the applicant's bank account via GIRO.

FOR OFFICIAL USE ONLY

Application received on:

Remarks:

I. APPLICATION IS HEREBY MADE FOR CONDUCT OF ADDITIONAL REGULATED ACTIVITIES BY

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(Full name of applicant)

Licence no. of applicant: \_\_\_\_\_

II. ADDITIONAL REGULATED ACTIVITY/ACTIVITIES

1. Indicate the additional regulated activity(s) applied for.

- |   |                          |
|---|--------------------------|
| Dealing in Securities                       | <input type="checkbox"/> |
| Trading in Futures Contracts                | <input type="checkbox"/> |
| Leveraged Foreign Exchange Trading          | <input type="checkbox"/> |
| Advising on Corporate Finance               | <input type="checkbox"/> |
| Fund Management                             | <input type="checkbox"/> |
| Securities Financing                        | <input type="checkbox"/> |
| Providing Custodial Services for Securities | <input type="checkbox"/> |

If the applicant also intends to cease business in any existing regulated activity, please submit Form 7 in the First Schedule to the Regulations.

2. The paid-up capital of the applicant, including relevant details of shares issued or to be issued (e.g. type, number and issue price). If the capital does not meet the minimum capital requirement for the proposed activity(s) under the Securities and Futures Act (Cap. 289) (the “Act”), the applicant must provide a written undertaking to the Authority that the applicant will increase its capital to satisfy the minimum capital requirement upon approval of the new activity(s) by the Authority.
3.
  - (a) Describe the activity(s) proposed to be carried out by the applicant, including the manner in which and types of customers with whom the applicant proposes to conduct business and how the proposed activity(s) would be integrated with its existing business.
  - (b) Provide an organisation chart showing all directors and key officers of the applicant, and their reporting lines.
  - (c) With regard to the proposed activity(s), provide details of key officers (including names, addresses, relevant experience, qualifications, etc.) and key internal control procedures to satisfy the Authority that the applicant will be able to comply on an on-going basis with the requirements of the Act and that the applicant has adequate means of supervising its officers and representatives.
  - (d) Where the applicant is not or will not be a member company of Singapore Exchange Securities Trading Limited, Singapore Exchange Derivatives Trading Limited, or any other securities exchange or futures exchange, state whether or not there are in force, arrangements covering any failure by it to account for money or investment, or fraud, including —
    - (i) the name, description and address of the person who is to make good the liability in the event of such failure or fraud;
    - (ii) the terms and conditions upon which payments are to be made;
    - (iii) any circumstances in which the right to any such payment would be excluded or modified;
    - (iv) the limit (if any) on the amount of any such payment and how any such limit is calculated; and
    - (v) any provisions for ensuring that the person whom the payment was intended to benefit would have a right thereto as against the creditors generally.
  - (e) Highlight potential areas of conflicts of interest and explain in detail how such conflicts will be resolved or mitigated.

4. Attach a report by the directors of the applicant verifying as to whether, during the period from the date of certification of the last audited balance-sheet and profit and loss account to a date not earlier than 14 days before the date of the application —
- (a) the business of the applicant has, in their opinion, been satisfactorily maintained;
  - (b) there has, in their opinion, arisen any circumstances adversely affecting the applicant's trading or the value of its assets;
  - (c) the current assets appear in the books at values which are believed to be realisable in the ordinary course of business;
  - (d) there are any contingent liabilities by reason of any guarantees given by the applicant or any of its subsidiaries, or by any other reason; and
  - (e) there are, since the previous annual report, any changes in published reserves or any unusual factors affecting the profit of the applicant and its subsidiaries.

### III. FIT AND PROPER CRITERIA

If the answer to any of the following questions is in the affirmative, attach annexes and supporting documents, where appropriate, to provide all relevant particulars. If there is any doubt with respect to any part of this section, please provide all relevant information to demonstrate that the applicant and its shareholders are considered to be fit and proper persons, and its directors and chief executive officer are considered to be fit and proper persons to hold office.

#### Honesty, Integrity and Reputation

1. Since the last application/notification by the applicant, has the applicant or any of its shareholders, whether the shareholder is an individual or a corporation (including the corporation's related corporations), or any director or chief executive officer of the applicant —

	Yes	No
(a) been licensed, registered or approved under any law in any jurisdiction which requires licensing, registration or approval in relation to any regulated activity?	<input type="checkbox"/>	<input type="checkbox"/>
(b) 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?	<input type="checkbox"/>	<input type="checkbox"/>
(c) been a shareholder of any corporation which holds membership of any class or description of any operator of a market or clearing facility in any jurisdiction?	<input type="checkbox"/>	<input type="checkbox"/>

- |     |   |                          |                          |
|-----|---|--------------------------|--------------------------|
| (d) | carried on business under any name other than the name stated in this application in any jurisdiction?  | <input type="checkbox"/> | <input type="checkbox"/> |
| (e) | been refused the right or restricted in its or his 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?  | <input type="checkbox"/> | <input type="checkbox"/> |
| (f) | 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?   | <input type="checkbox"/> | <input type="checkbox"/> |
| (g) | been censured, disciplined, suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of a market or clearing facility, any professional body or government agency, whether in Singapore or elsewhere?                              | <input type="checkbox"/> | <input type="checkbox"/> |
| (h) | 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?   | <input type="checkbox"/> | <input type="checkbox"/> |
| (i) | 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?  | <input type="checkbox"/> | <input type="checkbox"/> |
| (j) | 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?   | <input type="checkbox"/> | <input type="checkbox"/> |
| (k) | had any civil penalty enforcement action taken against it or him by the Authority or any other regulatory authority under any law in any jurisdiction?  | <input type="checkbox"/> | <input type="checkbox"/> |
| (l) | contravened or abetted another person in breach of any laws or regulations, business rules or codes of conduct, whether in Singapore or elsewhere?  | <input type="checkbox"/> | <input type="checkbox"/> |
| (m) | 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 a market or clearing facility, any professional body or government agency, whether in Singapore or elsewhere? | <input type="checkbox"/> | <input type="checkbox"/> |
| (n) | been refused a fidelity or surety bond, whether in Singapore or elsewhere?  | <input type="checkbox"/> | <input type="checkbox"/> |

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|-----|--|---|---|
| (o) | 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, in Singapore or elsewhere, in relation to any matter that took place while he was a director, partner, substantial shareholder or concerned in the management of the business? | □ | □ |
| (p) | been or is a director, partner, substantial shareholder or concerned in the management of a business that has been censured, disciplined, suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of a market or clearing facility, any professional body or government agency, whether in Singapore or elsewhere?   | □ | □ |
| (q) | 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?   | □ | □ |
| (r) | 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?   | □ | □ |
| (s) | been or is subject to disciplinary proceedings by his current or former employer(s), whether in Singapore or elsewhere?  | □ | □ |
| (t) | been disqualified from acting as a director or disqualified from acting in any managerial capacity, whether in Singapore or elsewhere?   | □ | □ |
| (u) | 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?   | □ | □ |

2. Has the applicant or any of its shareholders, whether the shareholder is an individual or a corporation, (including the corporation's related corporations),

Yes                  No

- |     |  |                          |                          |
|-----|--|--------------------------|--------------------------|
| (a) | had any judgment (in particular, that associated with a finding of fraud, misrepresentation or dishonesty) entered against it or him 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? | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) | accepted civil liability for fraud, misrepresentation or dishonesty under any law in any jurisdiction?   | <input type="checkbox"/> | <input type="checkbox"/> |

Financial Soundness

3. Since the last application/notification by the applicant, has the applicant or any of its shareholders, whether the shareholder is an individual or a corporation (including the corporation's related corporations) or any director or chief executive officer of the applicant —

- |     | Yes                      | No                       |
|-----|--------------------------|--------------------------|
| (a) | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) | <input type="checkbox"/> | <input type="checkbox"/> |
| (c) | <input type="checkbox"/> | <input type="checkbox"/> |
| (d) | <input type="checkbox"/> | <input type="checkbox"/> |
| (e) | <input type="checkbox"/> | <input type="checkbox"/> |
| (f) | <input type="checkbox"/> | <input type="checkbox"/> |
| (g) | <input type="checkbox"/> | <input type="checkbox"/> |
| (h) | <input type="checkbox"/> | <input type="checkbox"/> |

- (i) been or is subject to any other process outside Singapore that is similar to those referred to in (d) – (h)

#### IV. OTHER INFORMATION

1. State, where available, the ranking of the applicant; its substantial shareholder(s); its related corporation(s); and the related corporation(s) of the substantial shareholder(s) of the applicant, in the securities exchanges, futures exchanges, overseas securities exchanges or overseas futures exchanges of which they hold membership of any class or description, in terms of business volume, particularly in those proposed lines of business the applicant intends to carry on in Singapore. If the ranking is not available, give an indication of the level of activity of the operations of the above-mentioned persons.
2. Set out any additional information that is relevant or material to this application.

#### V. DECLARATION

1. We are aware that section 92 of the Act provides as follows:  
“ANY PERSON WHO, IN CONNECTION WITH AN APPLICATION FOR A LICENCE OR THE RENEWAL OR VARIATION OF A LICENCE, WITHOUT REASONABLE EXCUSE, MAKES A STATEMENT WHICH IS FALSE OR MISLEADING IN A MATERIAL PARTICULAR, OR WITHOUT REASONABLE EXCUSE, OMITTS TO STATE ANY MATTER OR THING WITHOUT WHICH THE APPLICATION IS MISLEADING IN A MATERIAL RESPECT, SHALL BE GUILTY OF AN OFFENCE AND SHALL BE LIABLE ON CONVICTION TO A FINE NOT EXCEEDING \$50,000.”
  2. We are aware that under sections 86(4)(h) and 90(3)(b) of the Act, the Authority may refuse the application for an additional regulated activity under a capital market services license if the applicant fails to satisfy the Authority that the applicant (including its officers, employees and substantial shareholders) are fit and proper persons.
  3. We have read the Guidelines on Fit and Proper Criteria (the “Guidelines”) issued by the Authority and in submitting this form, we are satisfied that the applicant (including its officers, employees and substantial shareholders) are fit and proper persons based on the criteria stated in the Guidelines.
  4. We declare that all information given in this application and in the attached annexes (if any) is true and correct.
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(Signature)

(Signature)

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(Name of Director)

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(Name of Director/Secretary\*)

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Date (dd/mm/yy)

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Date (dd/mm/yy)