

**THIS VERSION OF THE REGULATIONS IS IN DRAFT FORM
AND SUBJECT TO CHANGE. IT IS ALSO SUBJECT TO
REVIEW BY THE ATTORNEY-GENERAL'S CHAMBERS.**

INSURANCE ACT 1966
~~(CHAPTER 142)~~

INSURANCE
(CORPORATE GOVERNANCE)
REGULATIONS 2013

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In exercise of the powers conferred by section 15464 of the Insurance 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 Insurance (Corporate Governance) Regulations 2013 and shall come into operation on 4th April 2013.

Application of these Regulations

2. These Regulations shall apply to all direct insurers and reinsurers established or incorporated in Singapore other than marine mutual insurers and Special Purpose Reinsurance Vehicles.

Definitions

3.—(1) In these Regulations, unless the context otherwise requires —
“affiliate” —

(a) in relation to a substantial shareholder of an insurer, means any entity which is an associate of the substantial shareholder, other than —

(i) the insurer, if it is an insurer established or incorporated in Singapore, and any entity in which the insurer holds a major stake;

(ii) where the insurer is the subsidiary of another licensed insurer established or incorporated in Singapore (referred to in this paragraph as the parent insurer), the parent insurer and any

entity in which the parent insurer holds a major stake; or

(iii) where the insurer is the subsidiary of a designated financial holding company, the designated financial holding company and any company in which the designated financial holding company holds a major stake; and

(b) in relation to a substantial shareholder of a designated financial holding company, means any entity which is an associate of the substantial shareholder, other than

—

(i) the designated financial holding company and any company in which the designated financial holding company holds a major stake; or

(ii) where the designated financial holding company is the subsidiary of another designated financial holding company, the second-mentioned designated financial holding company and any company in which the second-mentioned holding company holds a major stake;

“associate”, in relation to a substantial shareholder, means —

- (a) any corporation in which the substantial shareholder controls the composition of the board of directors;
- (b) any corporation in which the substantial shareholder controls more than half of the voting power (or, in the case of an umbrella VCC, either more than half of the voting power in the umbrella VCC that is not in respect of any of its sub-funds, or more than half of the voting power in the umbrella VCC in respect of any one of its sub-funds);
- (c) any corporation in which the substantial shareholder holds more than half of the issued shares capital (or,

in the case of an umbrella VCC, either exceeding half of the total number of issued shares in the umbrella VCC that are not in respect of any of its sub-funds, or exceeding half of the total number of issued shares in the umbrella VCC in respect of any one of its sub-funds);

- (d) any corporation which is a subsidiary of any other corporation which is an associate by virtue of paragraph (a), (b) or (c);
- (e) any corporation in which the substantial shareholder or any other corporation which is an associate by virtue of paragraph (a), (b), (c) or (d) has, or the substantial shareholder and such other corporation together have, an interest in shares entitling the beneficial owners thereof the right to cast, whether by proxy or in person, not less than 20% but not more than 50% of the total votes able to be cast at a general meeting of the first-mentioned corporation; or
- (f) any ~~corporation~~entity (not being a corporation which is an associate by virtue of paragraph (a), (b), (c), (d) or (e)) the policies of which the substantial shareholder or any other corporation which is an associate by virtue of paragraph (a), (b), (c), (d) or (e) is, or the substantial shareholder together with such other corporation are, able to control or influence materially;

“Audit Committee” means an Audit Committee referred to in regulation 17;

“Board”, in relation to an insurer, means the board of directors of the insurer;

“board committee” means any of the committees specified in regulation 10, ~~and~~ the Executive Committee referred to in regulation 9, and any other committees established by the insurer

comprising any directors of the insurer, to review such matters as the insurer considers necessary;

“corporation” —

- (a) has the same meaning as in section 4(1) of the Companies Act ~~(Cap. 50)1967~~; and
- (b) includes a co-operative society;

“designated financial holding company” has the meaning given by section 2(1) of the Financial Holding Companies Act 2013;

[S 502/2022 wef 30/06/2022]

“direct composite insurer” means a direct insurer ~~registered~~ licensed to carry on both life business and general business under the Act;

“direct general insurer” means a direct insurer ~~registered~~ licensed to carry on general business under the Act;

“direct life insurer” means a direct insurer ~~registered~~ licensed to carry on life business under the Act;

“entity” means any body corporate or unincorporate, whether incorporated, formed or established in or outside Singapore;

“executive director”, ~~in relation to a corporation,~~ means a director who is concurrently an executive officer ~~of that corporation,~~ and “non-executive director” shall be construed accordingly;

“executive officer”, in relation to ~~a corporation~~ an entity, means any person, by whatever name described, who —

- (a) is in the direct employment of, or acting for or by arrangement with, the ~~corporation~~ entity; and
- (b) is concerned with or takes part in the management of the ~~corporation~~ entity on a day-to-day basis;

[Deleted by S 502/2022 wef 30/06/2022]

~~*[Deleted] “financial year” has the same meaning as in section 4(1) of the Companies Act;*~~

“Guidelines on Fit and Proper Criteria” means the document (as revised from time to time) that is called by that title, issued by the Authority and published on the Authority’s website;

“holding company” has the same meaning as in section 5 of the Companies Act 1967;

“immediate family”, in relation to an individual, means the individual’s spouse, child, adopted child, step-child, parent, step-parent, brother, step-brother, sister or step-sister;

~~[Deleted]“immediate subsidiary” means a subsidiary as defined under section 5(1)(a) of the Companies Act;~~

“independent director”, in relation to an insurer, means a director who —

- (a) is independent from any management and business relationship with the insurer;
- (b) is independent from any substantial shareholder of the insurer; and
- (c) has not served on the Board of the insurer for an aggregatea continuous period of 9 years or longer;

“insurance funds” means the funds established and maintained under section 1617 of the Act;

~~[Deleted]“limited liability partnership” has the same meaning as in section 2(1) of the Limited Liability Partnerships Act (Cap. 163A);~~

“marine mutual insurance business” means the business of providing the insurance of liabilities under insurance policies on the basis of mutual insurance (within the meaning of section 85 of the Marine Insurance Act ~~(Cap. 387)~~1906) on such risk or risks as follows:

- (a) upon goods, merchandise or property of any description transported on board vessel, including incidental transit before and after shipment;

- (b) upon the freight of, or any other interest in or relating to, vessels;
- (c) upon vessels, or upon machinery, tackle furniture or equipment of vessels;
- (d) against damage arising out of or in connection with the use of vessels, including third-party risks;
- (e) against risks incidental to the construction, repair or docking of vessels, including third-party risks; or
- (f) against such other risks as the Authority considers to be connected with or incidental to marine adventures or any of the matters referred to in paragraphs (a) to (e);

“marine mutual insurer” means an insurer which is ~~registered~~ licensed under section 811 of the Act as a direct insurer to carry on general business and is permitted to carry on marine mutual insurance business only;

“material risk personnel” means an individual who has the authority to make decisions or conduct activities that can significantly impact the insurer’s safety and financial soundness, or cause harm to a significant segment of the insurer’s customers or other stakeholders including but not limited to shareholders, creditors and counterparties;

“material risk taker” refers to an executive officer or a material risk personnel;

“Nominating Committee” means a Nominating Committee referred to in regulation 11;

“Remuneration Committee” means a Remuneration Committee referred to in regulation 16;

“Risk Management Committee” means a Risk Management Committee referred to in regulation 18;

“Special Purpose Reinsurance Vehicle” has the meaning given by Regulation 2(1) of the Insurance (General Provisions and Exemptions for Special Purpose Reinsurance Vehicles) Regulations 2018;

“sub-fund”, in relation to an umbrella VCC, has the meaning given by section 2(1) of the Variable Capital Companies Act 2018;

“umbrella VCC” and “VCC” have the meanings given by section 2(1) of the Variable Capital Companies Act 2018.

~~[Deleted]“subsidiary” has the same meaning as in section 5 of the Companies Act;~~

~~[Deleted]“substantial shareholder” has the same meaning as in section 81 of the Companies Act.~~

(2) In these Regulations, in relation to a company that has dispensed~~which may dispense~~ with the holding of annual general meetings under section 175A of the Companies Act 1967—

- (a) a reference to the doing of anything at an annual general meeting shall, in the case of such a company, be read as a reference to the doing of that thing by way of a resolution by written means in accordance with the Companies Act 1967; and
- (b) a reference to the date of an annual general meeting of such a company shall, unless the meeting is held, be read as a reference to the date of expiry of the period within which the meeting is required by law to be held.

(3) In these Regulations, a person has an interest in any share if the person –

- (a) is deemed to have an interest in that share under section 7 of the Companies Act 1967; or
- (b) otherwise has a legal or an equitable interest in that share except for such interest as is to be disregarded under section 7 of the Companies Act 1967.

(4) In these Regulations, a person holds a share if –

(a) the person is deemed to have an interest in that share under section 7(6) to (10) of the Companies Act 1967; or

(b) the person otherwise has a legal or an equitable interest in that share except for such interest as is to be disregarded under section 7(6) to (10) of the Companies Act 1967;

(5) In these Regulations, any reference to the control of a percentage of the voting power in an entity is a reference to the control, whether direct or indirect, of that percentage of the total number of votes that might be cast in a general meeting of the entity (or in the case of an umbrella VCC, the total number of votes attached to all voting shares of the umbrella VCC that are issued not in respect of any sub-fund or that are issued in respect of a sub-fund, as the case may be).

Major stake

3A.—In these Regulations, unless the context otherwise requires —

(a) any reference to an entity in which an insurer holds a major stake is a reference to an entity in which an insurer has a major stake as defined in section 34(9) of the Act; and

(b) any reference to a company in which a designated financial holding company holds a major stake is a reference to a company in which the designated financial holding company has a major stake as defined in section 31(10) of the Financial Holding Companies Act 2013.

D-SII, Tier 1 and Tier 2 insurers

4.—(1) For the purposes of these Regulations, a ~~registered~~licensed insurer is —

([x]) a domestic systemically important insurer or D-SII if the insurer has been notified in writing by the Authority of such

designation and has not been otherwise notified by the Authority that it is no longer so identified; and

(a) a Tier 1 insurer if the insurer —

(i) ~~[Deleted]is established or incorporated in Singapore; and~~

(ii) in the case of —

(A) a direct life insurer, its latest annual audited statement of financial position shows that it has total assets of at least \$~~105~~ billion or its equivalent in any foreign currency;

[S 842/2018 wef 01/01/2019]

(B) a direct general insurer~~-or a reinsurer~~, its latest annual audited statement of profit and loss shows that it has gross premiums of at least \$500 million or its equivalent in any foreign currency in its insurance funds and Overseas (Branch) Operations;~~and~~

[S 842/2018 wef 01/01/2019]

(C) a direct composite insurer, satisfies the requirements of sub-paragraph (A) in respect of its total assets or sub-paragraph (B) in respect of gross premiums for its general business; and

(D) a reinsurer, its latest annual audited statement of profit and loss shows that it has gross premiums of at least \$2 billion or its equivalent in any foreign currency in its insurance funds and Overseas (Branch) Operations; and

(iii) is not a D-SII; and

(b) a Tier 2 insurer if the insurer —

- (i) ~~[Deleted]is established or incorporated in Singapore;~~
~~and~~
- (ii) does not satisfy the requirement under sub-paragraph (a)(ii) as a Tier 1 insurer; ~~and~~
(iii) is not a D-SII.

(2) An insurer who satisfies the requirement under paragraph (1)(a)(ii) as a Tier 1 insurer is a Tier 1 insurer starting on 1 April of the year in which the latest annual audited statement of financial position or latest annual audited statement of profit and loss, showing that requirement is satisfied, is lodged with the Authority.

[S 842/2018 wef 01/01/2019]

(3) A ~~registered~~licensed insurer that is a Tier 1 insurer ~~shall~~must continue to be a Tier 1 insurer, notwithstanding he no longer satisfies the requirements of paragraph (1)(a)(ii), until such time as the Authority approves him as a Tier 2 insurer for the purposes of these Regulations as from (and including) a date specified in the approval.

(4) In determining whether to grant an approval under paragraph (3), the Authority ~~shall~~may have regard to one or more of the following matters:

- (a) the insurer's business strategy;
- (b) the insurer's business plans;
- (c) any other matter that the Authority considers relevant.

(5) The Authority may revoke an approval granted under paragraph (3), whereupon the insurer shall be a Tier 1 insurer for the purposes of these Regulations as from (and including) a date specified in the revocation.

(6) In this regulation —

“latest annual audited statement of financial position” means —

- (a) the latest annual audited statement of financial position lodged by the insurer with the Authority in Form A1 in Appendix B to MAS Notice 129; or
- (b) if the insurer has not lodged with the Authority any annual audited statement of financial position in Form A1 in Appendix B to MAS Notice 129, the latest annual audited Form 8 in the First Schedule to the Insurance (Accounts and Statements) Regulations 2004 (G.N. No. S 494/2004) as in force immediately before 1 January 2019;

“latest annual audited statement of profit and loss” means —

- (a) the latest annual audited statement of profit and loss lodged by the insurer with the Authority in Form A2 in Appendix B to MAS Notice 129; or
- (b) if the insurer has not lodged with the Authority any annual audited statement of profit and loss in Form A2 in Appendix B to MAS Notice 129, the latest annual audited Form 9 in the First Schedule to the Insurance (Accounts and Statements) Regulations 2004 as in force immediately before 1 January 2019;

“MAS Notice 129” means the notice commonly known as MAS Notice 129 issued by the Authority under sections ~~9436~~(3) and ~~(4)(3A)~~, ~~9537~~(1)(b) and ~~154(4)64(2)~~ of the Act, as amended from time to time, and includes any notice that replaces it;

“Overseas (Branch) Operations”, in relation to a ~~registered~~ licensed insurer, means the income and outgoings of the operations of all branches of the insurer located outside Singapore.

[S 842/2018 wef 01/01/2019]

Independence from management and business relationships

5.—(1) In these Regulations, subject to regulation 14 or 23, as the case may be, a director ~~shall be considered to be~~is independent from management and business relationships with an insurer if —

- (a) the director has no management relationship with the insurer or any of its subsidiaries related corporations; and
- (b) the director has no business relationship with the insurer or any of its subsidiaries related corporations, or with any officer of the insurer,

that could interfere, or be reasonably regarded as interfering, with the exercise of the director's independent business judgment with regard to the interests of the insurer.

(2) Without ~~limiting prejudice to~~ paragraph (1)(a), a director ~~shall not be~~ is not considered to be independent from management relationships with an insurer or any of its subsidiaries related corporations if —

- (a) ~~he is~~ the director is currently employed by the insurer or any of its subsidiaries, or has been so employed at any time during the current financial year or any of the preceding 3 financial years of the insurer ~~or any of its subsidiaries~~;

(aa) subject to regulation 14 or 23, as the case may be, the director is currently employed by the insurer's holding company or another subsidiary of the insurer's holding company, in a capacity that has management responsibility, whether formal or informal, over any job function of the insurer or any of its subsidiaries, or has been so employed at any time during the current financial year or any of the preceding 3 financial years of the insurer;

- (b) any member of the director's ~~his~~ immediate family —
 - (i) is currently employed by the insurer or any of its subsidiaries in a capacity that has management responsibility, whether formal or informal, over any job function of the insurer or any of its subsidiaries, or has been so employed at any time during the current financial year or any of the preceding 3 financial years of the insurer ~~as an executive officer whose compensation is determined by the Remuneration~~

~~Committee or the Board of the insurer or any of its subsidiaries;~~ or

- (ii) subject to regulation 14 or 23, as the case may be, is currently employed by the insurer's holding company or another subsidiary of the insurer's holding company, in a capacity that has management responsibility, whether formal or informal, over any job function of the insurer or any of its subsidiaries, or has been so employed at any time during the current financial year or any of the preceding 3 financial years of the insurer ~~or any of its subsidiaries;~~ or

- (c) ~~he~~the director is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the management of the insurer or any of its ~~subsidiaries~~related corporations.

(2A) For the purposes of this regulation, a person has management responsibility over a job function of the insurer if the person is able to exercise a significant influence over the direction and management of the job function of the insurer.

(3) Without ~~limiting prejudice to~~ paragraph (1)(b) but subject to regulation 14 or 23, as the case may be, a director ~~shall~~is not ~~be~~ considered to be independent from business relationships with ~~the~~an insurer or any of its ~~subsidiaries~~related corporations if —

- (a) ~~he is a~~the director, or any member of the director's immediate family, is a director, a substantial shareholder or an executive officer of any corporation, or a partner of a firm or a limited liability partnership or a sole proprietor, ~~where such corporation, firm, limited liability partnership or sole proprietor~~which carries on business for purposes of profit —

- (i) to which the insurer or any of its subsidiaries~~related corporations~~ has made significant payments, as determined by the Nominating Committee in accordance with regulation 12(3C) or 21(3C), as the case may be; or

(ii) from which the insurer or any of its subsidiaries related corporations has received, significant payments, as determined by the Nominating Committee in accordance with regulation 12(3C) or 21(3C), as the case may be,

in the current or immediately preceding financial year of the insurer; or

- (b) he is the director, or any member of the director's immediate family, is receiving or has received any compensation from the insurer or from any of the insurer's subsidiaries related corporations, other than compensation received for his or her services as a director or as an employee, at any time during the current or immediately preceding financial year of the insurer.

(4) In this regulation, “officer”, in relation to an insurer, includes —

- (a) a director, a secretary or an employee of the insurer;
- (b) a receiver or manager of any part of the undertaking of the insurer appointed under a power contained in any instrument; and
- (c) the liquidator of the insurer appointed in a voluntary winding-up.

Independence from substantial shareholder

6.—(1) In these Regulations, subject to regulation 14 or 23, as the case may be, a director of an insurer ~~shall be considered to be~~ independent from a substantial shareholder of the insurer if ~~he the~~ director is not that substantial shareholder and is not connected to that substantial shareholder.

(2) ~~Notwithstanding~~ Despite paragraph (1), a director of an insurer which is —

- (a) the immediate wholly-owned subsidiary of another insurer, a designated financial holding company or bank licensed or

regulated under the Banking Act 1970 incorporated in Singapore (referred to in this paragraph as the parent financial institution~~insurer~~); or

(b) the immediate wholly-owned~~sole~~ subsidiary of a ~~designated financial~~ holding company incorporated in Singapore ~~that~~which does not —

(i) carry on any business other than the holding of the insurer;
and

(ii) have ownership interest in any entity other than the insurer;

shall be treated as if he or she were independent from the substantial shareholder of the insurer for the purposes of regulations 7(1), 9, 11(1), 11(2), 16(1), 16(2) and 17(1), if the director —

(i) is not a substantial shareholder of the insurer;

(ii) is not a substantial shareholder of the parent financial institution referred to in paragraph (2)(a), or the holding company referred to in paragraph (2)(b), as the case may be;

(iii) is not connected to any substantial shareholder of the insurer (other than the parent financial institution referred to in paragraph (2)(a), or the holding company referred to in paragraph (2)(b), as the case may be);

(iv) is not connected to the parent financial institution referred to in paragraph 2(a) and holding company referred to in paragraph (2)(b) in a manner referred to in paragraph (3)(b)(ii), (iv) and (v);

(v) is not connected to a substantial shareholder of the parent financial institution referred to in paragraph (2)(a), or the holding company referred to in paragraph (2)(b), as the case may be.

~~shall, if he is not a substantial shareholder of the insurer, the parent insurer or the designated financial holding company, as the case may be, and is not connected to —~~

~~(i) a substantial shareholder of the insurer (other than the parent insurer or designated financial holding company); or~~

~~(ii) a substantial shareholder of the parent insurer or designated financial holding company, as the case may be,~~

~~be treated as if he were independent from the substantial shareholder of the insurer for the purposes of regulations 7(1), 9, 11(1), 16(1) and 17(1).~~

[S 502/2022 wef 30/06/2022]

(3) For the purposes of paragraph (1), a person is connected to a substantial shareholder if he or she is —

(a) in the case where the substantial shareholder is an individual —

(i) a member of the immediate family of the substantial shareholder;

(ii) employed by the substantial shareholder;

(iii) employed by an associateaffiliate of the substantial shareholder;

(iv) an executive director of an associateaffiliate of the substantial shareholder;

(v) a non-executive director of an associateaffiliate of the substantial shareholder;

(vi) a partner of a firm or a limited liability partnership of which the substantial shareholder is also a partner; or

(vii) accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the substantial shareholder; or

(b) in the case where the substantial shareholder is a corporationan entity —

(i) employed by the substantial shareholder;

(ii) employed by an associateaffiliate of the substantial shareholder;

- (iii) that is a corporation, a director of the substantial shareholder;
- (iv) and an affiliate of the substantial shareholder is a corporation, an executive director of ~~an associate~~the affiliate of the substantial shareholder;
- (v) and an affiliate of the substantial shareholder is a corporation, a non-executive director of ~~an associate~~the affiliate of the substantial shareholder;
- (vi) a partner of a firm or a limited liability partnership of which the substantial shareholder is also a partner; or
- (vii) accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the substantial shareholder.

(4) For the purposes of this regulation, an insurer is an immediate wholly-owned subsidiary of a corporation if –

- (a) it is a subsidiary as defined under section 5(1)(a) of the Companies Act 1967; and
- (b) none of the persons holding any ownership interest in the insurer, is a person other than the corporation.

Board

7.—(1) Subject to paragraphs (3) and (4), an~~Every~~ insurer ~~shall~~must have a Board comprising –

- (a) in the case of a D-SII, subject to regulations 14(3) and 20 –
 - (i) at least 5 directors; and
 - (ii) at least a majority of directors who are independent directors;
- (b) in the case of a Tier 1 insurer, subject to regulations 14(3) and 20 –
 - (i) where the Tier 1 insurer does not have a single substantial shareholder holding 50% or more of the

issued shares or controlling 50% or more of the voting power of the insurer –

(A) at least 5 directors; and

(B) at least a majority of directors who are independent directors;

(ii) where the Tier 1 insurer has a single substantial shareholder holding 50% or more of the issued shares or controlling 50% or more of the voting power of the insurer –

(A) at least 5 directors; and

(B) at least a majority of directors who are independent from management and business relationships with the Tier 1 insurer and have not served on the Board of the Tier 1 insurer for an aggregate period of 9 years or longer; and

(C) at least one-third of directors who are independent directors;

(c) in the case of a Tier 2 insurer, subject to regulations 23(3) and 29 –

(i) at least 3 directors; and

(ii) at least one-third of directors who are independent directors;

~~(a) [Deleted] have a Board comprising at least 3 directors; and~~

~~(b) [Deleted] in the case where –~~

~~(i) the insurer is a Tier 1 insurer, subject to paragraphs (2), (3) and (4) and regulations 14(3) and 20, have a Board comprising at least a majority of directors who are independent directors; or~~

~~(ii) the insurer is a Tier 2 insurer, subject to paragraphs (3) and (4) and regulations 23(3) and 29, have a Board comprising at least one third of directors who are independent directors.~~

(2) ~~[Deleted]Where a single substantial shareholder holds 50% or more of the share capital or the voting power in a Tier 1 insurer, paragraph (1)(b)(i) shall not apply to the Tier 1 insurer only if the Tier 1 insurer has a Board comprising—~~

~~(a) at least a majority of directors who are independent from management and business relationships with the Tier 1 insurer; and~~

~~(b) at least one third of directors who are independent directors.~~

(3) If a member of the Board of an insurer resigns or ceases to be a member of the Board for any other reason, the insurer ~~shall~~must —

(a) notify the Authority of the event within 14 days after the occurrence of the event; and

(b) on or before its next annual general meeting, appoint ~~such the~~ number of new directors ~~as may be~~that is required to rectify the composition of the Board in accordance with the requirements under paragraph (1).

(4) ~~Notwithstanding~~Despite paragraph (3), the Authority may, upon being notified under paragraph (3)(a), direct the insurer to rectify the composition of the Board in accordance with the requirements under paragraph (1) within ~~such the~~ time before the next annual general meeting of the insurer, subject to ~~such any~~ conditions or restrictions ~~as that~~ the Authority may specify, and the insurer ~~shall~~must comply with that direction.

(5) ~~[Deleted]The Board shall maintain records of all its meetings.~~

(6) Any insurer which contravenes paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part ~~thereof of a day~~ during which the offence continues after conviction.

(7) Any insurer which contravenes paragraph (3)(a) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000.

(8) Any insurer ~~which~~that fails to comply with any direction, condition or restriction imposed by the Authority under paragraph (4) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000.

Responsibilities of the Board

7A.—(1) The Board must:

- (a) set the business objectives of the insurer and oversee the implementation of strategies for achieving these objectives by the insurer's executive officers;
- (b) review the business objectives and strategies of the insurer on a periodic basis and as and when it considers necessary;
- (c) identify, set out in writing and review, on a periodic basis and as and when it considers necessary, the responsibilities and (where applicable) limits of discretionary powers of the executive officers and personnel responsible for the risk management and control functions of the insurer;
- (d) establish and implement a framework to ensure that the directors and executive officers of the insurer collectively have the requisite qualifications, skill, experience and resources for the sound management of the insurer;
- (e) oversee and review, on a periodic basis and as and when it considers necessary, the insurer's internal controls to ensure the adequacy of the insurer's internal controls in —
 - (i) identifying, addressing and monitoring the risks that can have an impact on the insurer's financial soundness; and
 - (ii) safeguarding customers' interest.

(2) The Board must assess and opine on the adequacy and effectiveness of the insurer's internal controls and publish its opinion in the insurer's annual report or on the insurer's website at least annually, prior to the insurer's annual general meeting;

(3) The Board must, at least annually, disclose in the insurer's annual report or on the insurer's website:

- (a) the identity of each director;
- (b) the role and responsibility of each director, including identifying whether the director is the chairperson of the Board, member of any board committee, an executive director or a non-executive director;
- (c) whether each director had, as at the last day of the financial year, served as a director of the insurer for an aggregate period of 9 years or longer; and
- (d) whether each director had during the financial year been an independent director.

(4) The Board must maintain records of all its meetings.

Appointment of director

7B.—(1) When a person is proposed to be appointed as a director at an annual general meeting of the insurer (referred to in this regulation as the candidate), the insurer must provide information relating to the candidate in the notice of meeting, annual report or relevant circular prior to the candidate's appointment, including —

- (a) the date of the candidate's last appointment, where applicable;
- (b) the candidate's professional and educational qualifications;
- (c) information on any relationships, including immediate family relationships (where applicable), between the candidate and the existing directors, the insurer or the insurer's substantial shareholders;
- (d) a list of all past and current directorships held by the candidate in other companies, if any; and

(e) details of other commitments that are assessed to be significant by the Nominating Committee under regulation 12(3)(b).

Separation of roles

8.—(1) An insurer ~~shall~~must not appoint any of the following persons as the ~~chairman~~chairperson of its Board:

- (a) any of its executive directors;
- (b) any person who is a member of the immediate family of the ~~principal officer~~chief executive of the insurer.

(2) Any insurer ~~which~~that contravenes paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part ~~thereof~~of a day during which the offence continues after conviction.

Prescribed term

8A.— (1) Subject to paragraph (2), for the purposes of section 35(9) of the Act —

(a) in the case of a D-SII or Tier 1 insurer, —

- (i) where a person is appointed under section 35(5) of the Act as a director of the insurer, a term of 3 years is prescribed as the maximum term for which the person may hold such office or appointment as a director;
- (ii) where a person referred to in sub-paragraph (i) is also appointed under section 35(5) of the Act as a chairperson of the insurer, the maximum term for which the person may hold such appointment as a chairperson is prescribed as 3 years, or until the expiry of his or her term of office or appointment as a director, whichever is earlier;

(b) in the case of a Tier 2 insurer, where a person is appointed under section 35(5) of the Act as a chairperson of the insurer, a term of 3 years is prescribed as the maximum term for which the person may hold such appointment.

(2) In the case of —

(a) a D-SII or Tier 1 insurer —

(i) a person who, immediately before [date of commencement of the amendments to Insurance (Corporate Governance) Regulations], holds office or appointment as a director of the insurer may continue to hold office or appointment as a director for a maximum term of 3 years from [date of commencement of the amendments to Insurance (Corporate Governance) Regulations];

(ii) a person who, immediately before [date of commencement of the amendments to Insurance (Corporate Governance) Regulations], holds appointment as a chairperson of the insurer may continue to hold appointment as a chairperson for a maximum term of 3 years from [date of commencement of the amendments to Insurance (Corporate Governance) Regulations] or until the expiry of his or her term of office or appointment as a director, whichever is earlier;

(b) a Tier 2 insurer, a person who, immediately before [date of commencement of the amendments to Insurance (Corporate Governance) Regulations], holds appointment as a chairperson of the insurer may continue to hold appointment as a chairperson for a maximum term of 3 years from [date of commencement of the amendments to Insurance (Corporate Governance) Regulations].

PART II

OBLIGATIONS OF D-SII AND TIER 1 INSURERS

Executive Committee

9.—(1) Where the Board of a D-SII or Tier 1 insurer has delegated any of its powers for the oversight of the D-SII or Tier 1 insurer to an executive committee or any other committee by whatever name described consisting only of members of the Board of the insurer (~~referred to as called in this Part these Regulations~~ as an Executive Committee), ~~consisting of such directors as the Board thinks fit,~~ regulation 7 (other than regulation 7(1)(a)(i), 7(1)(b)(i)(A) or 7(1)(b)(ii)(A), as the case may be) shall apply, with the necessary modifications, to the D-SII or Tier 1 insurer in respect of the Executive Committee as if the Executive Committee were ~~a~~the Board.

(2) Where the D-SII or Tier 1 insurer has established an Executive Committee, the Executive Committee must be chaired by the chairperson of the Board of the D-SII or Tier 1 insurer.

Committees of Board

10.—(1) Subject to paragraph (~~23~~), a D-SII and Tier 1 insurer shall have —

- (a) a Nominating Committee;
- (b) a Remuneration Committee;
- (c) an Audit Committee; and
- (d) a Risk Management Committee.

(2) A D-SII and Tier 1 insurer shall ensure that every member of each ~~board committee~~Committee referred to in paragraph (1) shall have unfettered access to information which the D-SII or Tier 1 insurer, as the case may be, is in possession of or has access to, for the purposes of carrying out the responsibilities of the ~~board committee~~Committee concerned.

(2A) A D-SII and Tier 1 insurer must have written terms of reference which clearly set out the authority and duties of each board committee.

(2B) Each Committee referred to in paragraph (1), other than the Risk Management Committee, must consist only of members of the Board of the D-SII or Tier 1 insurer.

(3) A D-SII or Tier 1 insurer which is a subsidiary of a financial parent company or any other bank or ~~any other~~ insurer, whether or not licensed or registered in Singapore, need not have a Nominating Committee ~~or~~; a Remuneration Committee ~~or a Risk Management Committee~~, subject to the following conditions:

- (a) the Board of the D-SII or Tier 1 insurer performs for the D-SII or Tier 1 insurer, as the case may be, all the functions of the Nominating Committee, or the Remuneration Committee ~~or the Risk Management Committee~~, as the case may be, set out in these Regulations; and
- (b) the D-SII or Tier 1 insurer informs the Authority in writing that the functions of the Nominating Committee ~~or~~; the Remuneration Committee ~~or the Risk Management Committee~~, as the case may be, are performed by its Board.

(3A) In this regulation –

“financial parent company” means a financial holding company or a company that is designated, licensed, approved, registered or otherwise regulated in an equivalent capacity by a supervisory authority which is responsible, under the laws of the country or territory where the company is incorporated, formed or established for supervising the company.

(4) Any D-SII or Tier 1 insurer which contravenes paragraph (1), ~~or~~ (2) or (2B) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part ~~thereof~~ of a day during which the offence continues after conviction.

Nominating Committee

11.—(1) Subject to paragraphs (2) and (4) and regulations 14(3), 19 and 20, a D-SII or Tier 1 insurer ~~shall~~must have a Nominating Committee comprising —

- (a) at least 3 members of the Board of the D-SII or Tier 1 insurer; and
- (b) at least a majority of directors (including the ~~chairman~~chairperson of the Nominating Committee) who are independent directors.

(2) Where a single substantial shareholder of a Tier 1 insurer holds 50% or more of the ~~share capital issued shares~~ or controlling 50% or more of the voting power in a Tier 1 insurer, paragraph (1)(b) shall not apply to the Tier 1 insurer only if the Tier 1 insurer has a Nominating Committee comprising —

- (a) at least a majority of directors who are independent from management and business relationships with the Tier 1 insurer and have not served on the Board of the Tier 1 insurer for an aggregate period of 9 years or longer; and
- (b) at least one-third of directors (including the ~~chairman~~chairperson of the Nominating Committee) who are independent directors.

(2A) A D-SII or Tier 1 insurer must not have as the chairperson of the Nominating Committee a person who is the chairperson of the Board.

(3) Every member of the Nominating Committee of a D-SII shall be appointed to hold office until the next annual general meeting following that member's appointment, and shall be eligible for re-appointment.

(3A) The chairperson of the Nominating Committee of a D-SII and Tier 1 insurer shall be appointed to hold office until the next annual general meeting following that chairperson's appointment, and shall be eligible for re-appointment.

(4) If a member of the Nominating Committee resigns, ceases to be a director or for any other reason ceases to be a member of the Nominating Committee —

- (a) the D-SII or Tier 1 insurer shall notify the Authority of the event within 14 days after the occurrence of the event; and
 - (b) if this results in a breach of any requirement under paragraph (1), the Board of a D-SII or Tier 1 insurer shall, within 3 months after that event, appoint such number of new members as may be required to rectify the composition of the Nominating Committee in accordance with that requirement.
- (5) Any D-SII or Tier 1 insurer which contravenes paragraph (1), (2) or (2A) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part ~~thereof~~ of a day during which the offence continues after conviction.
- (6) Any D-SII or Tier 1 insurer which contravenes paragraph (4)(a) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000.

Responsibilities of Nominating Committee

12.—(1) The Nominating Committee of a D-SII or Tier 1 insurer ~~shall~~ must identify the candidates and review all nominations for the appointment of the following persons of the D-SII or Tier 1 insurer:

(aa) the chairperson of the Board;

- (a) each director;

(ab) the chairperson of each board committee;

- (b) each member of each board committee;

- (c) the ~~principal officer~~ chief executive and deputy ~~principal officer~~ chief executive;

- (d) any actuary appointed with the approval of the Authority under the Act;
- (e) the chief financial officer; and
- (f) the chief risk officer.

(2) Subject to paragraph (3), the Nominating Committee ~~shall~~must determine the criteria to be applied in identifying a candidate or reviewing a nomination for the purposes of ~~these Regulations~~this Part.

(3) The criteria to be applied in identifying a candidate or reviewing a nomination for the purposes of ~~these Regulations~~shall this Part must include the following:

- (a) the appointment of the candidate or nominee will not result in non-compliance with the requirements under regulations 7(1), 8(1), 9(1), 9(2), 10(2B), 11(1), 11(2), 16(1), 16(2), 16(2A), 17(1) and 18(1); and
- (b) the candidate or nominee is a fit and proper person for the office and is qualified for the office, taking into account the candidate's or nominee's track record, age, experience, capabilities, skills, the fit and proper criteria set out in the Guidelines on Fit and Proper Criteria, commitments assessed to be significant by the Nominating Committee and such other relevant factors as may be determined by the Nominating Committee.

(3A) The Nominating Committee must —

- (a) determine, prior to a person's appointment as a director and every annual general meeting of a D-SII or Tier 1 insurer
=
 - (i) whether the person is independent from management and business relationships with the insurer;
 - (ii) whether the person is independent from any substantial shareholder of the insurer, and
 - (iii) whether the person has served on the Board of the insurer for an aggregate period of 9 years or longer,

using the criteria set out in regulation 5 or 6 (as the case may be) and, where applicable, in accordance with regulation 14;

(b) review and assess, before every annual general meeting of the D-SII or Tier 1 insurer, whether each existing director remains qualified for the office using the criteria set out in regulation 12(3); and

(c) maintain a record of its determination and its assessment, respectively.

(3B) If —

(a) at any time, the Authority is not satisfied that a director is independent despite any determination of the Nominating Committee made under regulation 12(3A)(a); and

(b) the lack of independence of that director would breach regulation 7(1), 9(1), 11(1), 11(2), 16(1), 16(2), 17(1) or 18(1),

the Authority shall direct the D-SII or Tier 1 insurer, as the case may be, to rectify the composition of the Board or any relevant committee in accordance with the requirements under regulation 7(1), 9(1), 11(1), 11(2), 16(1), 16(2), 17(1) or 18(1), as the case may be, within such time, and subject to such conditions or restrictions, as the Authority may specify.

(3C) For the purposes of regulation 5(3), the Nominating Committee shall determine the criteria to assess if a payment is a significant payment.

(3D) If at any time, the Authority is not satisfied with the Nominating Committee's criteria to determine a significant payment or the Nominating Committee's assessment of whether a payment is a significant payment, the Authority may direct the D-SII or Tier 1 insurer to review and amend the criteria or assessment, as the case may be.

(3E) Where the Authority has given a direction to a D-SII or Tier 1 insurer under paragraph (3D), the requirements under regulation 7(1),

9(1), 11(1), 11(2), 16(1), 16(2), 17(1) or 18(1), as the case may be, shall not apply to the D-SII or Tier 1 insurer during the period between the time the Authority makes the direction and the time by which the D-SII or Tier 1 insurer is required to rectify the composition of the Board or any relevant committee in accordance with the direction.

(4) The Nominating Committee ~~shall~~must review the reasons provided by each of the persons referred to in paragraph (1) for his or her resignation from his or her appointment in the D-SII or Tier 1 insurer.

(5) The Nominating Committee ~~shall~~must maintain records of all its meetings.

(6) Where a D-SII or Tier 1 insurer referred to in regulation 10(3) does not have a Nominating Committee, this regulation shall apply, with necessary modifications, to the D-SII or Tier 1 insurer as if the Board of the D-SII or Tier 1 insurer was the Nominating Committee.

~~[Deleted]~~Determination of independence by Nominating Committee

~~13.—~~(1) ~~Where a person is proposed to be appointed as a director of a Tier 1 insurer, prior to his appointment, the Nominating Committee of the insurer—~~

~~(a) shall determine—~~

~~(i) whether he is independent from management and business relationships with the Tier 1 insurer; and~~

~~(ii) whether he is independent from any substantial shareholder of the Tier 1 insurer,~~

~~using the criteria set out in regulation 5 or 6, as the case may be, and, where applicable, in accordance with regulation 14; and~~

~~(b) shall maintain a record of its determination.~~

~~(2) Prior to every annual general meeting of the Tier 1 insurer, the Nominating Committee—~~

- ~~(a) shall determine —~~
- ~~(i) whether each existing director is independent from management and business relationship with the Tier 1 insurer; and~~
 - ~~(ii) whether each existing director is independent from any substantial shareholder of the Tier 1 insurer, using the criteria set out in regulation 5 or 6, as the case may be, and, where applicable, in accordance with regulation 14;~~
- ~~(b) shall review and assess whether each existing director remains qualified for the office using the criteria set out in regulation 12(3); and~~
- ~~(c) shall maintain a record of its determination and its assessment, respectively.~~

Alternative dD**etermination of independence by Nominating Committee**

14.—(1) The Nominating Committee of a D-SII or Tier 1 insurer may determine that a director of the D-SII or Tier 1 insurer who is —

~~([x]) not considered independent from management relationships with the D-SII or Tier 1 insurer or any of its respective related corporations under regulation 5(2)(aa) or (b)(ii);~~

- (a) not considered independent from business relationships with the D-SII or Tier 1 insurer or any of its respective related corporations under regulation 5(3)(a) or (b); or
- (b) not considered independent from a substantial shareholder of the D-SII or Tier 1 insurer because of the relationship specified in regulation 6(3)(a)(v) or (b)(v),

~~shall may~~ nonetheless be considered independent from management relationships or business relationships with the D-SII or Tier 1 insurer, or independent from a substantial shareholder of the D-SII or Tier 1

insurer, as the case may be, if the Nominating Committee is satisfied that the director's independent business judgment and ability to act in the interests of the D-SII or Tier 1 insurer will not be impeded, despite the relationships specified in that regulation.

(2) If —

- (a) at any time, the Authority is not satisfied that a director of the D-SII or Tier 1 insurer is independent ~~notwithstanding despite~~ any determination of the Nominating Committee made under paragraph (1); and
- (b) the lack of independence of that director would ~~result in a failure by the Tier 1 insurer to comply with any of the requirements underbreach~~ regulation 7(1), 9(1), 11(1), 11(2), 16(1), 16(2), 17(1) or 18(1),

the Authority ~~shall~~may direct the D-SII or Tier 1 insurer to rectify the composition of the Board or any relevant committee of the D-SII or Tier 1 insurer, in accordance with the requirements under regulation 7(1), 9(1), 11(1), 11(2), 16(1), 16(2), 17(1) or 18(1), as the case may be, within ~~such the~~ time, and subject to ~~such any~~ conditions or restrictions, ~~thats~~ the Authority may specify.

(3) Where the Authority has given a direction to a D-SII or Tier 1 insurer under paragraph (2), the requirements under regulation 7(1), 9(1), 11(1), 11(2), 16(1), 16(2), 17(1) or 18(1), as the case may be, ~~shall~~do not apply to the D-SII or Tier 1 insurer during the period between the time the Authority makes the direction and the time by within which the D-SII or Tier 1 insurer is required to rectify the composition of the Board or any relevant committee of the D-SII or Tier 1 insurer, as the case may be, in accordance with the direction.

Furnishing information to Authority by D-SII and Tier 1 insurers

15.—(1) A D-SII or Tier 1 insurer ~~shall~~must, after the Nominating Committee has concluded its deliberations in respect of the matters under regulations 12 ~~and 13~~ and after the Board has concurred with the Nominating Committee —

- (a) notify the Authority in writing of the particulars of the persons proposed to be appointed to the positions referred to in regulation 12(1)(~~aa~~), (a), (~~ab~~) and (b), including whether the requirements for independence in regulations 5 and 6 are satisfied;
- (b) notify the Authority in writing of the review and assessment of each existing director referred to in regulation ~~12(3A)(b)~~~~13(2)(b)~~;
- (c) in the case where the Nominating Committee has made a determination under regulation 14, provide the Authority with the Nominating Committee's explanation of its decision as to why the director should be considered independent; and
- (d) furnish to the Authority such ~~further~~~~other~~ information as the Authority may require.

(2) Any D-SII or Tier 1 insurer which contravenes paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part of a day ~~thereof~~ during which the offence continues after conviction.

Remuneration Committee

16.—(1) Subject to paragraphs (2) and (6) and regulations 14(3) and 20, a D-SII or Tier 1 insurer ~~shall~~must have a Remuneration Committee comprising —

- (a) at least 3 members of the Board of the D-SII or Tier 1 insurer; and
- (b) at least a majority of directors (including the ~~chairman~~ chairperson of the Remuneration Committee) who are independent directors.

(2) Where a single substantial shareholder holds 50% or more of the ~~share capital~~issued shares or controlling 50% or more of the voting power in a D-SII or Tier 1 insurer, paragraph (1)(b) shall not apply to

the D-SII or Tier 1 insurer only if the D-SII or Tier 1 insurer has a Remuneration Committee comprising —

- (a) at least a majority of directors who are independent from management and business relationships with the D-SII or Tier 1 insurer and have not served on the Board of the Tier 1 insurer for an aggregate period of 9 years or longer; and
- (b) at least one-third of directors (including the ~~chairman~~ chairperson of the Remuneration Committee) who are independent directors.

(2A) All members of the Remuneration Committee of a D-SII or Tier 1 insurer must be non-executive directors.

(3) In addition to such other responsibilities as may be determined by the Board of the D-SII or Tier 1 insurer, the Remuneration Committee of the D-SII or Tier 1 insurer ~~shall be~~ must be responsible for —

- (a) recommending to the Board for their review a framework for determining the remuneration of the directors of the D-SII or Tier 1 insurer;
 - (aa) determining the criteria to be applied in identifying material risk personnel which must at the minimum include the following –
 - (i) the risks that the D-SII or Tier 1 insurer is or may be exposed to; and
 - (ii) the materiality of impact that the D-SII or Tier 1 insurer's material risk personnel's decision or activity has on the risks referred to in sub-paragraph (aa)(i);
- (b) recommending to the Board for their review a framework for determining the remuneration of ~~the executive officers~~ a material risk taker of the D-SII or Tier 1 insurer which ~~shall~~ must include the following elements and factors in the design and operation of the framework:

(i) the remuneration ~~package~~ of each ~~executive officer~~ material risk taker of the D-SII or Tier 1 insurer

- (A) ~~shall~~ must be aligned to the specific job function undertaken by the ~~executive officer~~ material risk taker and, where the ~~executive officer~~ material risk taker undertakes any of the D-SII or Tier 1 insurer's control job functions, the remuneration ~~package~~ of that ~~executive officer~~ material risk taker shall be determined independently of the business functions of the D-SII or Tier 1 insurer;
- (B) ~~shall~~ must, where the material risk taker is an executive officer, take into account input from the other board committees overseeing the D-SII or Tier 1 insurer's control job functions and the employees in the D-SII or Tier 1 insurer's control job functions as may be relevant to the specific job function undertaken by the executive officer;
- (C) ~~shall~~ must be aligned with the risks that the D-SII or Tier 1 insurer undertakes in its business that is relevant to the specific job function undertaken by the ~~executive officer~~ material risk taker;
- (D) ~~shall~~ must be sensitive to the time horizon of risks that the D-SII or Tier 1 insurer is exposed to, which includes ensuring that variable compensation payments shall not be finalised over short periods of time when risks are realised over long periods of time;
- (E) ~~shall~~ must, in relation to the quantum of bonus payable to the ~~executive officer~~ material risk taker, be linked to his or her personal performance, the performance of his or her specific job function as a whole and the overall performance of the D-SII or Tier 1 insurer; and

- (F) ~~shall~~must, in relation to the rationale for the mix of cash, equity and other forms of incentives, be justified; ~~and~~
- (ii) the size of the bonus pool of the D-SII or Tier 1 insurer ~~shall~~must be linked to the overall performance of the D-SII or Tier 1 insurer;
- (c) recommending to the Board for their review the remuneration of each director ~~and executive officer~~ of the D-SII or Tier 1 insurer based on the frameworks referred to in sub-paragraphs (a) ~~and (b)~~, respectively;
- (ca) recommending to the Board for their review the remuneration of all material risk takers of the D-SII or Tier 1 insurer in aggregate based on –
- (i) the framework referred to in sub-paragraph (b); and
- (ii) where the material risk taker is an executive officer, input from the other board committees overseeing the D-SII or Tier 1 insurer’s control job functions in relation to the remuneration of that material risk taker;
and
- (d) reviewing, at least once in each year, the remuneration practices of the D-SII or Tier 1 insurer to ensure that they are aligned with ~~the recommendations made in accordance with~~ sub-paragraphs (a) to (ca), ~~(b) and (c)~~.

(4) In paragraph (3) —

“business functions” means the job functions in the D-SII or Tier 1 insurer ~~relating to the~~that conduct of risk-taking activities in relation to the business of the D-SII or Tier 1 insurer;

“control job functions” means the following job functions:

- (a) risk ~~control and~~ management;
- (b) finance;

- (c) compliance;
- (d) internal audit;
- (e) human resource;
- (f) actuarial; and
- (g) risk control related ~~back-office operations~~ and technology.

(4A) Where the Remuneration Committee of a D-SII or Tier 1 insurer relies on a remuneration framework established by its head office for determining the remuneration of a material risk taker of a D-SII or Tier 1 insurer, the Remuneration Committee must review and ensure that the remuneration framework includes the elements and factors referred to in paragraph (3)(b) in its design and operation.

(4B) Where a D-SII or Tier 1 insurer referred to in regulation 10(3) does not have a Remuneration Committee, —

(a) paragraphs (3)(aa), (3)(d), (3A) and (3B) shall apply, with necessary modifications, to the D-SII or Tier 1 insurer as if the Board of the D-SII or Tier 1 insurer was the Remuneration Committee;

(b) the Board of the D-SII or Tier 1 insurer must —

(i) review the framework for determining the remuneration of the directors of the D-SII or Tier 1 insurer;

(ii) review the framework for determining the remuneration of a material risk taker of the D-SII or Tier 1 insurer and ensure that the elements and factors in paragraph (3)(b) are included in the design and operation of the framework;

(iii) review the remuneration of each director of the D-SII or Tier 1 insurer based on the framework referred to in sub-paragraph (b)(i);

(iv) review the remuneration of all material risk takers of the D-SII or Tier 1 insurer in aggregate based on —

(A) the framework referred to in sub-paragraph (b)(ii); and

(B) where the material risk taker is an executive officer, input from the board committees overseeing the D-SII or Tier 1 insurer's control job functions in relation to the remuneration of that material risk taker.

(5) The Remuneration Committee ~~shall~~must maintain records of all its meetings.

(6) If a member of the Remuneration Committee resigns, ceases to be a director or for any other reason ceases to be a member of the Remuneration Committee —

(a) the D-SII or Tier 1 insurer ~~shall~~must notify the Authority of the event within 14 days after the occurrence of the event; and

(b) if this results in a breach of any requirement under paragraph (1), the Board of the D-SII or Tier 1 insurer ~~shall~~must, within 3 months after that event, appoint such number of new members as may be required to rectify the composition of the Remuneration Committee in accordance with that requirement.

(7) Any D-SII or Tier 1 insurer which contravenes paragraph (1) ~~or (2A)~~ shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part of a day ~~thereof~~ during which the offence continues after conviction.

(8) Any D-SII or Tier 1 insurer which contravenes paragraph (6)(a) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000.

Audit Committee

17.—(1) Subject to paragraph (4) and regulations 14(3) and 20, a D-SII or Tier 1 insurer ~~shall~~must have an Audit Committee comprising —

- (a) at least 3 members of the Board of the D-SII or Tier 1 insurer, all of whom are independent from management and business relationships with the D-SII or Tier 1 insurer; and
- (b) at least a majority of directors (including the ~~chairman~~chairperson of the Audit Committee) who are independent directors.

(2) The Audit Committee ~~must~~shall, in addition to such other responsibilities as may be determined by the Board of the D-SII or Tier 1 insurer or provided under written law;—

(a) be responsible for the adequacy of the external and internal audit functions of the D-SII or Tier 1 insurer, including reviewing the scope and results of audits carried out in respect of the operations of the D-SII or Tier 1 insurer and the independence and objectivity of the D-SII or Tier 1 insurer's external auditors;

(b) comment on whether the D-SII or Tier 1 insurer's internal audit function is independent, effective and adequately resourced, and publish the comment in the insurer's annual report or the insurer's website; and

(c) state in the D-SII or Tier 1 insurer's annual report or the insurer's website (as the case may be), —

(i) whether it agrees or does not agree with the opinion of the Board pursuant to regulation 7A(2); and

(ii) if it does not agree, its reasons for disagreeing.

(3) The Audit Committee ~~shall~~must maintain records of all its meetings.

(4) If a member of the Audit Committee resigns, ceases to be a director or for any other reason ceases to be a member of the Audit Committee —

- (a) the D-SII or Tier 1 insurer ~~shall~~must notify the Authority of the event within 14 days after the occurrence of the event; and
 - (b) if this results in a breach of any requirement under paragraph (1), the Board of the D-SII or Tier 1 insurer, as the case may be, must~~shall~~, within 3 months after that event, appoint such number of new members as may be required to rectify the composition of the Audit Committee in accordance with that requirement.
- (5) Any D-SII or Tier 1 insurer which contravenes paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part of a day ~~thereof~~ during which the offence continues after conviction.
- (6) Any D-SII or Tier 1 insurer which contravenes paragraph (4)(a) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000.

Risk Management Committee

18.—(1) Subject to paragraph (4) and regulations 14(3) and 20, a D-SII or Tier 1 insurer ~~shall~~must have a Risk Management Committee comprising —

- (a) at least 3 members of the Board of the D-SII or Tier 1 insurer; and
- (b) at least a majority of directors (including the ~~chairman~~ chairperson of the Risk Management Committee) who are independent from management and business relationships with the D-SII or Tier 1 insurer and have not served on the Board of the D-SII or Tier 1 insurer for an aggregate period of 9 years or longer~~non-executive directors~~.

(2) The Risk Management Committee shall, in addition to such other responsibilities as may be determined by the Board of the D-SII or Tier 1 insurer, be responsible for overseeing —

- (a) the establishment and the operation of an independent risk management system for managing risks on an enterprise-wide basis; and
- (b) the adequacy of the risk management function of the D-SII or Tier 1 insurer, including ensuring that it is sufficiently resourced to monitor risk by the various risk categories and that it has appropriate independent reporting lines.

(3) The Risk Management Committee ~~shall~~must maintain records of all its meetings.

(4) If a member of the Risk Management Committee resigns, ceases to be a director or for any other reason ceases to be a member of the Risk Management Committee —

- (a) the D-SII or Tier 1 insurer ~~shall~~must notify the Authority of the event within 14 days after the occurrence of the event; and
- (b) if this results in a breach of any requirement under paragraph (1), the Board of the D-SII or Tier 1 insurer ~~shall~~must, within 3 months after that event, appoint such number of new members as may be required to rectify the composition of the Risk Management Committee in accordance with that requirement.

(5) Any D-SII or Tier 1 insurer which contravenes paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part of a day thereof during which the offence continues after conviction.

(6) Any D-SII or Tier 1 insurer which contravenes paragraph (4)(a) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000.

Approval of Authority

19.—(1) A ~~D-SII must~~~~Tier 1 insurer shall~~ obtain the prior approval of the Authority for the appointment of the following persons:

~~([x]) the chairperson of the Nominating Committee;~~

- (a) the members of the Nominating Committee;
- (b) the chief financial officer; and
- (c) the chief risk officer.

(1A) A Tier 1 insurer must obtain the prior approval of the Authority for the appointment of the following persons:

- (a) the chairperson of the Nominating Committee;
- (b) the chief financial officer; and
- (c) the chief risk officer.

(2) Without prejudice to any other matter that the Authority may consider relevant, the Authority ~~shall~~must, in determining whether to grant its approval under paragraph (1) or (1A), have regard to whether the person is a fit and proper person to hold the office.

(3) Any ~~D-SII or~~ Tier 1 insurer which contravenes paragraph (1) or (1A), as the case may be, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part of a day~~thereof~~ during which the offence continues after conviction.

Exceptions to applicability of provisions to D-SII and Tier 1 insurers

20.—(1) Subject to paragraphs (2) and (3), the requirements under regulations 7~~(1)~~~~(b)~~~~(i)~~, 9, 11~~(1)~~, 16~~(1)~~, 17~~(1)~~ and 18~~(1)~~ shall not apply in relation to a D-SII or Tier 1 insurer —

(a) where —

- (i) there is a change in the status of a director under regulation 5 or 6 during the period between the date immediately after the date of the director's appointment and the date immediately before the next annual general meeting of the D-SII or Tier 1 insurer; and
- (ii) the D-SII or Tier 1 insurer could not reasonably have known of that change on or before the date of the director's appointment; or

(b) where —

- (i) there is a change in the status of a director under regulation 5 or 6 during the period between the date immediately after an annual general meeting of the D-SII or Tier 1 insurer and the date immediately before the next annual general meeting of the D-SII or Tier 1 insurer (other than the period referred to in subparagraph (a)(i)); and
- (ii) the D-SII or Tier 1 insurer could not reasonably have known of that change on or before the date of the first-mentioned annual general meeting.

(2) Paragraph (1) shall not apply unless, in the circumstances prescribed in paragraph (1)(a)(i) or (b)(i), the D-SII or Tier 1 insurer, within 14 days after becoming aware of the change in the status of a director, notifies the Authority of the change and, subject to paragraph (3) —

- (a) in respect of any requirement under regulation 7~~(1)(b)(i)~~, at the next annual general meeting, appoints such number of new directors as may be required to rectify the composition of the Board in accordance with that requirement; or
- (b) in respect of any requirement under regulation 9, 11~~(1)~~, 16~~(1)~~, 17~~(1)~~ or 18~~(1)~~, within 3 months after notifying the Authority of the change of status of the director, appoints

such number of new members of the relevant committee as may be required to rectify the composition of the relevant committee in accordance with that requirement.

(3) Notwithstanding paragraph (2), the Authority may, upon being notified of a change in the status of a director under paragraph (2), direct the D-SII or Tier 1 insurer —

- (a) to appoint such number of new directors as may be necessary to rectify the composition of the Board of the D-SII or Tier 1 insurer in accordance with the requirements under regulation 7~~(1)(b)(i)~~, within such time before the next annual general meeting of the D-SII or Tier 1 insurer and subject to such conditions or restrictions as the Authority may specify; or
- (b) to appoint such number of new members of the relevant committee as may be necessary to rectify the composition of the relevant committee in accordance with the requirements under regulation 9, 11~~(1)~~, 16~~(1)~~, 17~~(1)~~ or 18~~(1)~~, as the case may be, within such time before the expiration of 3 months after the date the D-SII or Tier 1 insurer notifies the Authority of the change and subject to such conditions or restrictions as the Authority may specify,

and the D-SII or Tier 1 insurer shall comply with that direction.

(4) Any D-SII or Tier 1 insurer which fails to comply with any condition or restriction imposed by the Authority under paragraph (3) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000.

PART III

OBLIGATIONS OF TIER 2 INSURERS

Responsibilities of Board on nominations for appointments

21.—(1) The Board of a Tier 2 insurer ~~shall—must~~ identify the candidates and review all nominations for the appointment of the following persons of the Tier 2 insurer:

(aa) the chairperson of the Board;

- (a) each director;
- (b) the ~~principal officer~~chief executive and deputy ~~principal officer~~chief executive; and
- (c) any actuary appointed with the approval of the Authority under the Act.

(2) Subject to paragraph (3), the Board ~~shall—must~~ determine the criteria to be applied in identifying a candidate or reviewing a nomination for the purposes of ~~these Regulations~~this Part.

(3) The criteria to be applied in identifying a candidate or reviewing a nomination for the purposes of ~~these Regulations—shall~~this Part must include the following:

- (a) the appointment of the candidate or nominee will not result in non-compliance with the requirements under regulation 7(1); and
- (b) the candidate or nominee is a fit and proper person for the office and is qualified for the office, taking into account the candidate's or nominee's track record, age, experience, capabilities, skills, the fit and proper criteria set out in the Guidelines on Fit and Proper Criteria, commitments assessed to be significant by the Board and such other relevant factors as may be determined by the Board.

(3A) The Board must —

- (a) determine, prior to a person's appointment as a director and every annual general meeting of the Tier 2 insurer —
 - (i) whether the person is independent from management and business relationships with the insurer;

- (ii) whether the person is independent from any substantial shareholder of the insurer, and
- (iii) whether the person has served on the Board of the insurer for an aggregate period of 9 years or longer, using the criteria set out in regulation 5 or 6 (as the case may be) and, where applicable, in accordance with regulation 23;
- (b) review and assess, before every annual general meeting of the Tier 2 insurer, whether each existing director remains qualified for the office using the criteria set out in regulation 21(3); and
- (c) maintain a record of its determination and its assessment, respectively.

(3B) If —

- (a) at any time, the Authority is not satisfied that a director is independent despite any determination of the Board made under regulation 21(3A)(a); and
- (b) the lack of independence of that director would breach regulation 7(1),

the Authority shall direct the Tier 2 insurer to rectify the composition of the Board in accordance with the requirements under regulation 7(1) within such time, and subject to such conditions or restrictions, as the Authority may specify.

(3C) For the purposes of regulation 5(3), the Board shall determine the criteria to assess if a payment is a significant payment.

(3D) If at any time, the Authority is not satisfied with the Board's criteria to determine a significant payment or the Board's assessment of whether a payment is a significant payment, the Authority may direct the Tier 2 insurer to review and amend the criteria or assessment, as the case may be.

(3E) Where the Authority has given a direction to a Tier 2 insurer under paragraph (3D), the requirements under regulation 7(1) shall not apply to the Tier 2 insurer during the period between the time the

Authority makes the direction and the time by which the Tier 2 insurer is required to rectify the composition of the Board in accordance with the direction.

(4) The Board ~~shall~~must review the reasons provided by each of the persons referred to in paragraph (1) for his or her resignation from his or her appointment in the Tier 2 insurer.

~~[Deleted]~~Determination of independence by Board

~~22.—(1) Where a person is proposed to be appointed as a director of a Tier 2 insurer, prior to his appointment, the Board of the insurer~~
~~—~~

~~(a) shall determine—~~

~~(i) whether he is independent from management and business relationships with the Tier 2 insurer; and~~

~~(ii) whether he is independent from any substantial shareholder of the Tier 2 insurer,~~

~~using the criteria set out in regulation 5 or 6, as the case may be, and, where applicable, in accordance with regulation 23; and~~

~~(b) shall maintain a record of its determination.~~

~~(2) Prior to every annual general meeting of the Tier 2 insurer, the Board—~~

~~(a) shall determine—~~

~~(i) whether each existing director is independent from management and business relationship with the Tier 2 insurer; and~~

~~(ii) whether each existing director is independent from any substantial shareholder of the Tier 2 insurer,~~

~~using the criteria set out in regulation 5 or 6, as the case may be, and, where applicable, in accordance with regulation 23;~~

~~(b) shall review and assess whether each existing director remains qualified for the office using the criteria set out in regulation 21(3); and~~

~~(c) shall maintain a record of its determination and its assessment, respectively.~~

Alternative dD**etermination of independence by Board**

23.—(1) The Board of a Tier 2 insurer may determine that a director of the insurer who is —

~~([x]) not considered independent from management relationships with the Tier 2 insurer or any of its related corporations under regulation 5(2)(aa) or (b)(ii);~~

(a) not considered independent from business relationships with the Tier 2 insurer or any of its related corporations under regulation 5(3)(a) or (b); or

(b) not considered independent from a substantial shareholder of the Tier 2 insurer because of the relationship specified in regulation 6(3)(a)(v) or (b)(v),

~~shall may~~ nonetheless be considered independent from management relationships or business relationships with the Tier 2 insurer, or independent from a substantial shareholder of the Tier 2 insurer, as the case may be, if the Board is satisfied that the director's independent business judgment and ability to act in the interests of the Tier 2 insurer will not be impeded, despite the relationships specified in that regulation.

(2) If —

(a) at any time, the Authority is not satisfied that a director of the Tier 2 insurer is independent ~~notwithstanding despite~~ any determination of the Board made under paragraph (1); and

- (b) the lack of independence of that director would ~~breach result in a failure by the Tier 2 insurer to comply with any of the requirements under~~ regulation 7(1),

the Authority ~~may shall~~ direct the Tier 2 insurer to rectify the composition of the Board in accordance with the requirements under regulation 7(1) within ~~the such~~ time, and subject to ~~such any~~ conditions or restrictions, ~~as that~~ the Authority may specify.

(3) Where the Authority has given a direction to a Tier 2 insurer under paragraph (2), the requirements under regulation 7(1) ~~shall do~~ not apply to the Tier 2 insurer during the period between the time the Authority makes the direction and the time within which the Tier 2 insurer is required to rectify the composition of the Board in accordance with the direction.

Furnishing information to Authority by Tier 2 insurers

24.—(1) A Tier 2 insurer ~~must shall~~, after the Board has concluded its deliberations in respect of the matters under regulations ~~21 and 22~~ —

- (a) notify the Authority in writing of the particulars of the persons proposed to be appointed to the position referred to in regulation 21(1)(a), including whether the requirements for independence in regulations 5 and 6 are satisfied;
- (b) notify the Authority in writing of the review and assessment of each existing director referred to in regulation ~~21(3A)(b) 22(2)(b)~~;
- (c) in the case where the Board has made a determination under regulation 23, provide the Authority with ~~the Board's its~~ explanation of its decision as to why the director should be considered independent; and
- (d) furnish to the Authority such ~~further other~~ information as the Authority may require.

(2) Any Tier 2 insurer which contravenes paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not

exceeding \$25,000 and, in the case of a continuing offence, to a further fine not exceeding \$2,500 for every day or part of a day during which the offence continues after conviction.

Responsibilities of Board on remuneration

25.—(1) The Board of the Tier 2 insurer ~~shall~~must be responsible for

(a) ~~recommending~~approving a framework for determining the remuneration of the directors of the Tier 2 insurer;

(aa) determining the criteria to be applied in identifying material risk personnel which must at the minimum include the following —

(i) the risks that the Tier 2 insurer is or may be exposed to; and

(ii) the materiality of impact that the Tier 2 insurer's material risk personnel's decision or activity has on the risks referred to in sub-paragraph (aa)(i);

(b) ~~approving~~recommending a framework for determining the remuneration of ~~the executive officers~~a material risk taker of the Tier 2 insurer which ~~shall~~must include the following elements and factors in the design and operation of the framework:

(i) the remuneration ~~package~~ of each material risk taker ~~executive officer~~ of the Tier 2 insurer —

(A) ~~shall~~must be aligned to the specific job functions undertaken by the material risk taker ~~executive officer~~—and, where the material risk taker ~~executive officer~~ undertakes any of the Tier 2 insurer's control job functions, the remuneration ~~package~~ of that material risk taker ~~executive officer~~ shall be determined independently of the business functions of the Tier 2 insurer;

- (B) ~~shall~~must, where the material risk taker is an executive officer, take into account input from the Board overseeing the Tier 2 insurer's control job functions and the employees in the Tier 2 insurer's control job functions as may be relevant to the specific job function undertaken by the executive officer;
 - (C) ~~shall~~must be aligned with the risks that the Tier 2 insurer undertakes in its business that is relevant to the specific job function undertaken by the material risk taker~~executive officer~~;
 - (D) ~~shall~~must be sensitive to the time horizon of risks that the Tier 2 insurer is exposed to, which includes ensuring that variable compensation payments shall not be finalised over short periods of time when risks are realised over long periods of time;
 - (E) ~~shall~~must, in relation to the quantum of bonus payable to the material risk taker~~executive officer~~, be linked to his or her personal performance, the performance of his or her specific job function as a whole and the overall performance of the Tier 2 insurer; and
 - (F) ~~shall~~must, in relation to the rationale for the mix of cash, equity and other forms of incentives, be justified; ~~and~~
- (ii) the size of the bonus pool of the Tier 2 insurer ~~shall~~must be linked to the overall performance of the Tier 2 insurer;
- (c) ~~recommending—approving~~ the remuneration of each director ~~and executive officer~~ of the Tier 2 insurer based on the frameworks referred to in sub-paragraphs (a) ~~—and—(b)~~, ~~respectively; and~~
- (ca) approving the remuneration for all material risk takers of the Tier 2 insurer in aggregate based on —

- (i) the framework referred to in sub-paragraph (b); and
- (ii) where the material risk taker is an executive officer, input from the Board overseeing the Tier 2 insurer's control job functions in relation to the remuneration of that material risk taker; and

(d) reviewing, at least once in each year, the remuneration practices of the Tier 2 insurer to ensure that they are aligned with ~~the recommendations made in accordance with~~ sub-paragraphs (a) to (ca), (b) and (e).

(1A) Where the Board of a Tier 2 insurer relies on a remuneration framework established by its head office for determining the remuneration of a material risk taker, the Board must review and ensure that the remuneration framework includes the elements and factors referred to in paragraph (1)(b) in its design and operation.

(2) In paragraph (1) —

“business functions” means the job functions in the Tier 2 insurer ~~that conduct~~ relating to the conduct of risk-taking activities in relation to the business of the Tier 2 insurer;

“control job functions” means the following job functions:

- (a) risk ~~control and~~ management;
- (b) finance;
- (c) compliance;
- (d) internal audit;
- (e) human resource;
- (f) actuarial; and
- (g) risk control related ~~back office~~ operations and technology.

Responsibilities of Board on audit functions

26. The Board of a Tier 2 insurer ~~must shall be responsible for~~ —

- (a) ~~be responsible for~~ the adequacy of the external and internal audit functions of the Tier 2 insurer, including reviewing the scope and results of audits carried out in respect of the operations of the Tier 2 insurer and the independence and objectivity of the Tier 2 insurer's external auditors;:-
- (b) ~~comment on whether the Tier 2 insurer's internal audit function is independent, effective and adequately resourced, and publish the comment in the Tier 2 insurer's annual report or the Tier 2 insurer's website; and~~
- (c) ~~state in the Tier 2 insurer's annual report or the insurer's website (as the case may be), —~~
 - (i) ~~whether it agrees or does not agree with the opinion made by the Board pursuant to regulation 7A(2); and~~
 - (ii) ~~if it does not agree, its reasons for disagreeing.~~

Responsibilities of Board on risk management

27. The Board of a Tier 2 insurer ~~mustshall~~ be responsible for overseeing —

- (a) the establishment and the operation of an independent risk management system for managing risks on an enterprise-wide basis; and
- (b) the adequacy of the risk management function of the Tier 2 insurer, including ensuring that it is sufficiently resourced to monitor risk by the various risk categories and that it has appropriate independent reporting lines.

Maintenance of records of meetings

28. The Board ~~shall~~must maintain records of all its meetings with respect to the matters referred to in regulations 21, 25, 26 and 27.

Exceptions to applicability of provisions to Tier 2 insurers

29.—(1) Subject to paragraphs (2) and (3), the requirements under regulation ~~7(1)(b)(ii)~~7(1)(c) shall not apply in relation to a Tier 2 insurer

(a) where —

- (i) there is a change in the status of a director under regulation 5 or 6 during the period between the date immediately after the date of the director's appointment and the date immediately before the next annual general meeting of the Tier 2 insurer; and
- (ii) the Tier 2 insurer could not reasonably have known of that change on or before the date of the director's appointment; or

(b) where —

- (i) there is a change in the status of a director under regulation 5 or 6 during the period between the date immediately after an annual general meeting of the Tier 2 insurer and the date immediately before the next annual general meeting of the Tier 2 insurer (other than the period referred to in sub-paragraph (a)(i)); and
- (ii) the Tier 2 insurer could not reasonably have known of that change on or before the date of the first-mentioned annual general meeting.

(2) Paragraph (1) shall not apply unless, in the circumstances prescribed in paragraph (1)(a)(i) or (b)(i), the insurer, within 14 days after becoming aware of the change in the status of a director, notifies

the Authority of the change and, subject to paragraph (3) in respect of any requirement under regulation ~~7(1)(b)(ii)~~7(1)(c), at the next annual general meeting, appoints such number of new directors as may be required to rectify the composition of the Board in accordance with that requirement.

(3) Notwithstanding paragraph (2), the Authority may, upon being notified of a change in the status of a director under paragraph (2), direct the Tier 2 insurer to appoint such number of new directors as may be necessary to rectify the composition of the Board in accordance with the requirements under regulation ~~7(1)(b)(ii)~~7(1)(c), within such time before the next annual general meeting of the Tier 2 insurer and subject to such conditions or restrictions as the Authority may specify and the Tier 2 insurer shall comply with that direction.

(4) Any Tier 2 insurer which fails to comply with any condition or restriction imposed by the Authority under paragraph (3) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$25,000.

~~[Deleted]~~**PART IV**

~~SAVINGS AND TRANSITIONAL~~

Revocation

~~**30.** The Insurance (Corporate Governance) Regulations 2005 (G.N. No. S 584/2005) are revoked.~~

~~Savings and transitional provisions for existing insurers~~

~~**31.**—(1) Subject to paragraphs (2) and (3), these Regulations, save for regulations 7(1)(b), 9, 11(1), 16(1), 17(1) and 18(1), shall not apply to any insurer who, immediately before 4th April 2013, is not a significant insurer under the Insurance (Corporate Governance) Regulations 2005 (G.N. No. S 584/2005) as in force immediately before 4th April 2013, in the period from 4th April 2013 to 4th May 2013 (both dates inclusive).~~

~~(2) Regulation 7(1)(b)(i), 9, 11(1), 16(1), 17(1) or 18(1) shall not apply to any insurer who is a Tier 1 insurer on or after 4th April 2013,~~

for the period from 4th April 2013 to the date being one day before the day on which the first annual general meeting of the insurer is held or required to be held for the year 2016 (both dates inclusive).

(3) — Regulation 7(1)(b)(ii) shall not apply to any insurer who is a Tier 2 insurer on or after 4th April 2013, for the period from 4th April 2013 to the date being one day before the day on which the first annual general meeting of the insurer is held or required to be held for the year 2016 (both dates inclusive).