

**Summary of Amendments to
the Guidelines on the Registration of Venture Capital and Private Equity Corporations and Management Corporations
(Date of Issuance: 16 April 2020)**

The following table provides a summary of amendments to the revised *Guidelines on the Registration of Venture Capital and Private Equity Corporations and Management Corporations* issued on 16 April 2020:

A. Overview			
<p>1. Capital market participants, including venture capital and private equity corporations and management corporations, are required to have anti-corruption policies and procedures in place, as part of the Securities Commission Malaysia’s measures to strengthen anti-corruption measures for the capital market, and pursuant to the enactment of the corporate liability provision under section 17A of the <i>Malaysian Anti-Corruption Commission Act 2009</i> effective 1 June 2020.</p> <p>2. Minor and housekeeping amendments throughout the Guidelines, including rephrasing of certain requirements, to enhance clarity and ensure consistency.</p>			
B. Amendment Highlights			
No.	Prior Version Dated 9 March 2015	Revised Version Dated 16 April 2020	Nature of Amendment
1.	Throughout the Guidelines Companies Act <u>1965</u>	Throughout the Guidelines Companies Act 2016	Any references to the statute is updated to the “Companies Act 2016”.
2.	-	New paragraph 1.09 1.09 Guidance on the application of the relevant requirements of these Guidelines has been inserted, where appropriate. Any departure from the Guidance will be taken into account in the SC’s assessment on whether a breach of these Guidelines had occurred.	Insertion of new paragraph to provide clarity on guidance.

No.	Prior Version Dated 9 March 2015	Revised Version Dated 16 April 2020	Nature of Amendment
3.	<p>Paragraph 3.03</p> <p><u>An applicant who wishes to be registered as</u> a VCC or VCMC must have a minimum shareholders' funds or capital contribution of RM100,000, as the case may be.</p>	<p>Paragraph 3.03</p> <p>A VCC or VCMC must maintain at all times a minimum shareholders' funds or capital contribution of RM100,000, as the case may be.</p>	<p>Rephrasing of the provision to provide clarity on the ongoing obligation of a VCC or VCMC.</p>
4.	<p>Paragraph 3.04</p> <p><u>An applicant who wishes to be registered as</u> a PEC or PEMC must have a minimum shareholders' funds or capital contribution of RM500,000, as the case may be.</p>	<p>Paragraph 3.04</p> <p>A PEC or PEMC must maintain at all times a minimum shareholders' funds or capital contribution of RM500,000, as the case may be.</p>	<p>Rephrasing of the provision to provide clarity on the ongoing obligation of a PEC or PEMC.</p>
5.	<p>Chapter 4: Appointment of Responsible Person(s)</p> <p>Paragraph 4.01</p> <p><u>An applicant who wishes to be registered as</u> a VCC or VCMC must have at least one (<u>1</u>) responsible person.</p>	<p>Chapter 4: Appointment of Responsible Person</p> <p>Paragraph 4.01</p> <p>A VCC or VCMC must have at least one responsible person.</p>	<p>Rephrasing of the provision on the obligation to appoint a minimum of one responsible person.</p>

No.	Prior Version Dated 9 March 2015	Revised Version Dated 16 April 2020	Nature of Amendment
6.	<p>Paragraph 4.02</p> <p><u>An applicant who wishes to be registered as a PEC or PEMC must have at least two (2) responsible persons.</u></p>	<p>Paragraph 4.02</p> <p>A PEC or PEMC must have at least two responsible persons.</p>	<p>Rephrasing of the provision on the obligation to appoint a minimum of two responsible persons.</p>
7a.	<p>Subparagraph 9.01(d)</p> <p>9.01 A Registered Corporation must–</p> <p>(d) have in place appropriate systems, procedures and controls, which commensurate with the size of the fund under management and its risk profile; and</p>	<p>Subparagraph 9.01(d)</p> <p>9.01 A Registered Corporation must–</p> <p>(d) have in place appropriate systems, procedures and controls, including policies and procedures on anti-corruption and whistleblowing, which commensurate with the size of the fund under management and its risk profile; and</p>	<p>Insertion of a new obligation for a Registered Corporation to have policies and procedures on anti-corruption and whistleblowing.</p>
7b.	-	<p>Insertion of a guidance note at the end of paragraph 9.01</p> <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Guidance to subparagraph 9.01(d)</p> <p>The policies and procedures on anti-corruption should be guided by the <i>Guidelines on Adequate Procedures</i> issued pursuant to section 17A(5) of the <i>Malaysian Anti-Corruption Commission Act 2009</i>.</p> </div>	<p>Insertion of a guidance note on the baseline expectation for the policies and procedures on anti-corruption.</p>

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8.	<p>Appendix 1</p> <p>For – VCC, VCMC, PEC or PEMC</p> <p>Form and Documents to be Submitted to SC</p> <p>(b) <u>Form 8 or 9 (whichever is applicable), 24 and 49 of the Companies Act 1965;</u></p> <p>-</p> <p>(c) Form 13 and/or 32A of the Companies Act 1965 if there is any change of name or transfer of securities of the applicant, where applicable;</p> <p>(d) A copy of the applicant’s Memorandum of Association and Articles of Association or Limited Liability Partnership Agreement or other constituent document;</p>	<p>Appendix 1</p> <p>For – VCC, VCMC, PEC or PEMC</p> <p>Form and Documents to be Submitted to the SC</p> <p>(b) Certificate of Incorporation Under Section 17 of the <i>Companies Act 2016</i>;</p> <p>(c) Annual Return under Section 68, or if unavailable, Application for Registration Under Section 14 of the <i>Companies Act 2016</i>;</p> <p>(d) Application for Change of Name Under Section 28 or Instrument of Transfer Under Section 105 of the Companies Act 2016 if there is any change of name or transfer of securities of the applicant, where applicable;</p> <p>(e) A copy of the applicant’s Company Constitution or Limited Liability Partnership Agreement or other constituent document;</p>	<ul style="list-style-type: none"> Updating of supporting documents required for the SC’s registration of a VCC, VCMC, PEC or PEMC pursuant to the introduction of the Companies Act 2016. Insertion of new item (c) and renumbering of the ensuing items.
9.	<p>Appendix 1</p> <p>For – Responsible Person</p> <p>(f) Details of employment history of staff at the managerial level and above.</p>	<p>Appendix 1</p> <p>For – Responsible Person</p> <p>(f) Bankruptcy Search Result from Jabatan Insolvency Malaysia (Malaysian Department of Insolvency); and</p> <p>(g) A copy of the applicant’s employment pass (if applicable).</p>	<p>Requirement to submit additional documents to the SC i.e. bankruptcy search and Employment Pass, while the employment history of staff at the managerial level and above is no longer required.</p>

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10.	<p>Appendix 1</p> <p>-</p>	<p>Appendix 1</p> <p>For – Director, Partner and Management Team</p> <p>(a) Form 2a: Particulars of Director, Partner and Management Team of Venture Capital/Private Equity Corporations and Management Corporations;</p> <p>(b) A certified copy of the identity card (for Malaysian citizen) or passport (for non-Malaysian citizen);</p> <p>(c) A recent passport-sized coloured photograph;</p> <p>(d) Bankruptcy Search Result from Jabatan Insolvency Malaysia (Malaysian Department of Insolvency); and</p> <p>(e) A copy of employment pass (if applicable).</p> <p>Items (b) above must be certified by a Commissioner for Oaths.</p>	<p>Extension of the applicability of the submission requirement to directors, partners and management, as introduced via the new Form 2a requiring particulars of director, partner and management team of Venture Capital/Private Equity Corporations and Management Corporations.</p>