



SURUHANJAYA SYARIKAT MALAYSIA
(COMPANIES COMMISSION OF MALAYSIA)

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Tarikh : 23 Disember 2011

Kepada Presiden/ Setiausaha

Badan Profesional / Persatuan Setiausaha / Dewan Perniagaan

YBhg. Tan Sri/ Dato'/ Datin/ Tuan/ Puan

**PENGUMUMAN BERHUBUNG PENERBITAN NOTA AMALAN
SURUHANJAYA SYARIKAT MALAYSIA:**

- **PRACTICE NOTE NO. 13/2011: CIRCUMSTANCES AND PROCEDURES FOR RECTIFICATION OF DOCUMENTS LODGED AND REGISTERED WITH THE COMPANIES COMMISSION OF MALAYSIA**

Saya dengan segala hormatnya merujuk kepada perkara di atas.

2. Untuk makluman pihak YBhg. Tan Sri/ Dato'/ Datin/ Tuan/ Puan, bersama-sama ini dilampirkan pengumuman Nota Amalan No. 13/2011 yang dikeluarkan oleh Suruhanjaya Syarikat Malaysia (SSM) berkaitan dengan perkara yang disebut di atas.
3. Untuk makluman YBhg. Tan Sri/ Dato'/ Datin/ Tuan/ Puan seterusnya, Nota Amalan ini dikeluarkan dengan tujuan untuk memberi makluman tentang prosedur yang perlu dipatuhi oleh syarikat yang ingin membuat pembetulan atau rektifikasi ke atas sebarang dokumen yang telah diserahkan simpan dengan SSM.
4. Di sini kami ingin memohon perhatian dan jasa baik pihak YBhg. Tan Sri/ Dato'/ Datin/ Tuan/ Puan untuk menyebarkan dan menghebahkan makluman ini kepada semua ahli persatuan melalui laman web, emel dan pos.

5. Sebarang maklumat lanjut, sila hubungi kami di talian 03-2299 5489 (Pn. Norhaiza Jemon) atau layari laman web www.ssm.com.my

Segala sokongan, perhatian dan kerjasama yang diberikan dalam perkara ini amat dihargai.

Sekian terima kasih.

"KE ARAH KECEMERLANGAN SSM"

Yang benar,



MOHAMMAD SHAHREN MOHAMAD YUSRI
b/p Ketua Pegawai Eksekutif
Suruhanjaya Syarikat Malaysia



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

COMPANIES ACT 1965: PRACTICE NOTE NO. 13/2011

**RE: CIRCUMSTANCES AND PROCEDURES FOR
RECTIFICATION OF DOCUMENTS LODGED AND
REGISTERED WITH THE COMPANIES COMMISSION OF
MALAYSIA**

1. This Practice Note serves to clarify the circumstances and procedures in which documents that have been lodged and registered with the Companies Commission of Malaysia (SSM) may be rectified.

BACKGROUND

2. The accuracy of information contained in documents submitted to the Registrar is important to ensure that public reliance on such information is not compromised. As such, any person lodging documents with the Registrar must ensure that the information lodged is accurate and not misleading.

3. SSM acknowledges that there are instances where documents lodged with the Registrar contained errors which have resulted from genuine inadvertence. In such cases, the Registrar will invoke sub-sections 11(8) or (9) of the Companies Act 1965 (CA 1965) to exercise his power to rectify such mistakes.

4. Section 11 (8) of the CA 1965 empowers the Registrar to request a document be appropriately amended or completed and resubmitted or that a fresh document be submitted if he is of the opinion that a document lodged or registered with him—

- (a) contains matter contrary to the law;
- (b) contains matter that, in a material particular, is false or misleading in the form or context in which it is included;
- (c) by reason of an omission or mis-description has not been duly completed; or
- (d) contains an error, alteration or erasure,

5. Further section 11(9) of the CA 1965 provides that the Registrar may require a person who submits a document for lodgment with the Registrar to produce to the Registrar such other document, or to furnish to the Registrar such information, as the Registrar thinks necessary in order to form an opinion whether he may refuse to receive or register the document.

CIRCUMSTANCES IN WHICH DOCUMENTS LODGED AND REGISTERED MAY BE RECTIFIED

6. The circumstances in which documents lodged and registered with SSM may be rectified/amended are as follows:

(a) Non-Substantive Amendments

The Registrar will be able to accept simple typographic or clerical mistakes which will not have material implication on the subject matter lodged.

- **Example:**

- **Form 49**

- To rectify the spelling of the name (not to change the name)
- To rectify the information of the address
- To rectify the particulars of the number for National Registration Identity Card (NRIC).

(b) Substantive Amendments

Any substantive amendment that is material and will have material implication that can be construed to have changed the substance of the subject matter must be made by way of Court Order pursuant to sections 11(10) or 355(3) of the CA 1965.

- **Example:**

- **Form 24**

- Reducing the number of allotted shares. Example from 200,000 to 150,000. In principle, this reduction is the same as

reduction of capital of a company that needs to be done through a court order.

- To totally change or replace the name of the allottees. Example from the name **A Bin B** to **C Bin D**.

- Where an amended document may result in unauthorised variation of the capital structure of a company;
- Where an amended document may result in a change of the name of a company, a change of the type of company or a change of founder member(s);
- Where prosecution proceedings have already been commenced in respect of a registered document which an amended document seeks to amend;
- Where an objection to the proposed amendment or conflicting representation/evidence has been made/provided to the Registrar.

7. The examples cited in this Practice Note are not exhaustive and there may be other circumstances in which lodged or registered documents may be rectified as the Registrar deems appropriate.

PROCEDURES IN SUBMITTING RECTIFIED OR AMENDED DOCUMENTS

8. The procedures that shall be observed are as follows:

(a) **Non-Substantive Amendments**

- Amended document(s) to correct the errors in the lodged or registered documents should be lodged;
- The corrections made should be highlighted by underlining the corrected information on the amended document(s);
- The phrase "**This is filed by way of amendment to the Form ... dated which is erroneous**" should also be printed on the top right hand corner of the first page of the amended document(s) for easy identification.
- The amended document(s) should also be accompanied with a statutory declaration by the person making the lodgment (either one of the directors or secretaries) justifying the need for the amendment.
- The above arrangements do not affect the Registrar's discretion in refusing to accept

documents for lodgement or registration, pursuant to sub-sections 11(8) or (9) of the CA 1965.

(b) **Substantive Amendments**

- Amended document(s) to correct the errors in the lodged or registered documents should be lodged.
- The corrections made should be highlighted by underlining the corrected information on the amended document.
- The phrase "**This is filed by way of amendment to the Form ... dated which is erroneous**" should also be printed on the top right hand corner of the first page of the amended document(s) for easy identification.
- The amended document(s) should be accompanied with a sealed copy of a Court Order (if ordered by the Court) pursuant to application made under sections 11 (10) or 355(3) of the CA 1965.

FEES APPLICABLE

9. An application to amend or rectify lodged or registered document must be accompanied with an application fee of RM120 pursuant to Item 33 of Second Schedule of the CA 1965.

10. In addition, pursuant to Regulations 6(2) and (3) of the Companies Regulations 1966, the filing of the amended document(s), as the case may be, shall also be accompanied with the relevant filing fee prescribed under the Second Schedule of the CA 1965.

NON-APPLICATION TO RECTIFICATION RELATING TO CHARGES

11. Notwithstanding paragraphs 6, 7 and 8, this Practice Note is not applicable to rectification in respect to any documents relating to charges which have been lodged with the Registrar. Any such rectification must strictly comply with the provisions under Division 7 of Part IV of the CA 1965.

12. This Practice Note serves to reiterate the importance of ensuring that companies lodge documents which contain adequate and accurate information.

**REGISTRAR OF COMPANIES
COMPANIES COMMISSION OF MALAYSIA
23 DECEMBER 2011**

