



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

DIALOG TAHUNAN SSM 2023 Q&A Session



**DIALOG TAHUNAN SSM 2023
QUESTION & ANSWER (CHAT)**

Question	Answer
What does an in-house company secretary need to do in terms of the AMLA requirements?	In-house company secretary must comply with AMLA requirements SSM's guidelines if he performs activities under item 3.3(i) of BNM Policy Document.
May I know what do you mean for policy documents?	It refers to the policy document issued by Bank Negara Malaysia [Anti-Money Laundering, Countering Financing of Terrorism and Targeted Financial Sanctions for Designated Non-Financial Businesses and Professions (DNFBPs) & Non-Bank Financial Institutions (NBFIs)]. The document policy can be accessed via this link: https://amlcft.bnm.gov.my
Where and how we report company secretary that is not performing their duties under the Act?	Report non-compliance to the Companies Act 2016 can be lodged via e-Complaint on SSM website. Non-compliance to the AMLA must be reported directly to the Bank Negara Malaysia.
For small sized secretarial firm - it is stated that 5 members. Please advise if the members refer to all secretarial staff or included admin staff and accounting staff?	As long as the number of staff holding the SSM's Practising Certificate (PC) is not more than 5, the firm will be considered as a small size secretarial firm.

Question	Answer
Possible for SSM to provide a standard checklist for us to monitor the compliance of AMLA?	Company secretary (RI) shall develop their own internal checklist in line with their customer type, services & exposure.
Who should fill up the KYC form? Company secretary or director and shareholder?	The client. Company secretaries need to verify the information.
Has CCM going to change the criteria of the audit exemption to RM1 million instead of the current level of RM300,000? If yes, when will be the effective date as we, the company secretary, need to advise the clients and assist the clients to ensure compliance.	SSM is currently reviewing the audit exemption criteria which will be implemented tentatively in Quarter 1 of 2024.
New Audit minimum threshold will be started on which date in 2024?	After the finalization of the new threshold which is tentatively in Quarter 1 of 2024.
The new audit exemption threshold is RM3 million or RM1 million?	The amount is still under review and SSM will update the information in Quarter 1 of 2024.
May I know foreign branch eligible to file audit exemption?	Only a local company is eligible for audit exemption.
With the implementation of audit exemption, is it necessary for the company to submit MBRS - Financial Statement?	Audit exemption only exempts a company from auditing its accounts. The company is still required to submit its unaudited financial statements prepared in compliance with applicable approved accounting standards.
If client request the BO information for Petronas Renewal, can company secretary give the detail or register of the BO to the client?	Providing beneficial ownership information is a commercial decision that must be made by the company. Please note that under the Companies (Amendment) Bill 2023, only law enforcement agencies, competent authorities, beneficial

Question	Answer
	owners and persons authorized by the beneficial owners will be given access to the register of beneficial owners kept at the company's level.
When is the tentative date for implementation of BO?	The obligation to comply with the beneficial ownership reporting framework already started with the enforcement of the Companies Act 2016 where companies have the obligation to submit beneficial ownership information as part of their annual submission. During the transitional period introduced under the BO Guideline, companies are required to obtain, identify, keep the information up to date & accurate at the companies' level. The transitional period will end with the enforcement of the BO provisions under the Companies (Amendment) Bill 2023. When the BO provisions are enforced, companies will be given a certain timeframe to lodge the beneficial ownership information with the Registrar based on the requirement under Division 8A of the Companies (Amendment) Bill 2023.
Regarding BO, during this year we are facing inquiries from Bank to verify or provide BO to the bank and request company secretary to CTC. Do we allowed to do that? As I understand, company BO is P&C. Any advice for these matters, especially for single director company.	Under section 60B of the Companies (Amendment) Bill 2023, the Minister has the power to prescribe by way of gazette order, any person or group of persons who may access (i) the register of beneficial owners kept at the company's level and (ii) BO information lodged with the Registrar. Reporting institutions for example Banks will fall under (ii).
For BO reporting, will SSM consider sending notices to the company and the shareholders based on their latest business address and residential address, on the obligation of the BO to notify the company?	The obligation to obtain BO information lies with the company. The process of obtaining, verifying, recording, and updating of BO information must be carried out by the company. Having said this, SSM will continue to conduct awareness

Question	Answer
	programme to educate the general public on the need to provide information if they are a BO of a company.
If all shareholders holding less than 20% and no controlling shareholder, can the company be without a named BO?	Under the new beneficial ownership reporting framework, the company will have to name its senior management in place of beneficial owner.
Under section 60B of the Companies (Amendment) Bill 2023, does the auditors amongst the party that we can provide BO info?	No. Only competent authorities and law enforcement agencies will be given access to the register of beneficial owners kept at company's level. Public body and reporting institutions will be given access to the BO information lodged with the Registrar.
What is a company wholly owned by a trust company, who shall be the BO? the senior management of the trust company?	Trust companies registered under the Trust Companies Act 1949 (TCA 1949) have dual obligations in terms of beneficial ownership reporting framework namely, beneficial ownership reporting framework of legal persons under the Companies Act 2016 and the beneficial ownership reporting framework of legal arrangements (trust) under the TCA 1949. For beneficial owners of legal persons, kindly identify the BO based on the BO Guideline for legal persons and as for BO for legal arrangements (trust business or arrangements), SSM will issue a new guideline under the proposed Trust Companies Bill.
Will the reporting of beneficial ownership be done through a portal like the MyCoId?	Yes. SSM will announce the respective platform to the public.

Question	Answer
<p>When there is a change of company secretary and passing over the files to new company secretary, is it mandatory for the old company secretary to also pass over the register of BO and relevant documents?</p>	<p>Please refer section 47 of the Companies Act 2016, where documents shall be kept at the current registered office.</p>
<p>For the decease party with the grant of probate (GOP) is obtained and given to company secretary, do company secretary update the register of member based on the GOP as stated who is the beneficiary owner or just update the ROM as deceased?</p>	<p>For grant of probate (GOP) company may update the administrator/executor (if any). After all the activities in probate has been updated to the beneficial owner, then company may update to the real owner. Company may also update ROM as deceased member.</p>
<p>If the shareholders claim to have an exception for, how do we verify the shareholder is actually having the exemption from SSM?</p>	<p>If this is in relation to beneficial ownership reporting framework, section 60C of the Companies (Amendment) Bill 2023 states that companies have the obligation to send notices to the members to get confirmation of their status as beneficial owners (including exemption status) and any person whom they believed is a beneficial owner of the company or has information of a beneficial owner of the company. Members are obliged to reply to that notices and failure to do so is an offence under the Act.</p>
<p>For award of Datoship, can SSM waive the late filing fee if section 58 of the Companies Act 2016 is submitted more than 14 days from the date of award?</p>	<p>No. MyCoID system will be captured from the event date of the application.</p>
<p>MBRS keep having bugs issues e.g. email not received or only partially received some of the email. The company secretaries spend lots of time emailing to SSM requesting for copy of those emails not received upon</p>	<p>Thank you for your comments. Kindly wait patiently for mPortal / MBRS Enhancement.</p>

Question	Answer
filing the Annual Returns. This must be tackled before AFS lodgement via MBRS can be implemented.	
Suggest SSM to modify all the forms generated, e.g. section 58 and annual return to a more environmentally friendly format: (1) the blue shading consumes a lot of toners; (2) Although branch address or no charge particulars in AR, it will take up one page each of the printing.	Thank you for your comments. Action has been taken under the mPortal/MBRS's Enhancement.
Can SSM state business address of secretary instead of residential address in forms lodged such as section 58 and section 78 of the Companies Act 2016?	Kindly refer to the requirement under section 58(1)(b) of the Companies Act 2016.
Can SSM make amendment to section 58 of the Companies Act 2016 and its forms (in MyCoId) to be same as previous Form 49 to avoid confusion or something similar in ROM, where there's no changes, it still shown the members particulars and shareholding?	Section 58 of the Companies Act 2016 requires companies to notify the Registrar of any changes in the details of company officers. There is no need to restate the details of the information that has not changed.
"Service address", in relation to a director, means an address, electronic or otherwise, provided to the company to which any communication may be sent. MyCoId can't accept change of service address from email to physical address. Can it be improved? If the client no longer has email address & require his home address to be the only service address, can it be done & how?	This issue has been addressed under the development of the new Registry System.

Question	Answer
<p>The submission of appointment of a new director through MyCoId was blocked. After checking, the new director has a compound issued under another company. Can SSM explain why this will affect the submission process as the submission deadline is only 14 days?</p>	<p>To ensure good corporate governance, SSM takes seriously issues related to non-compliance with the provisions of acts regulated by SSM. You may apply for temporary removal from the blacklist status subject to SSM's consideration on the justification provided by the company/director.</p>
<p>Appreciate SSM's corporate information to include branch address to facilitate the application for business premises or other licences from local authorities in that branch areas.</p>	<p>UnFor the time being, the information on branch address can be extracted by purchasing PD2 form image from SSM e-Info and MyData portal.</p>
<p>When a company is incorporated, the business description can be detailed and long, but when we file the PD 2/2017 on the change of nature of business, we have to shorten the description. Can we please be allowed to follow the existing clause length?</p>	<p>Yes. The form is only a template for reference which can be edited accordingly to suit the respective company information.</p>
<p>We filed the PD2/2017 to add new object clause as a change for the third clause. However, when we did a SSM e-Info print out only the new clause filed through PD2/2017 is stated in the corporate information. Is this an error? Please assist.</p>	<p>This matter needs to be reviewed on a case-to-case basis. Please email SSM via enquiry@ssm.com.my</p>
<p>Berkenaan PD 2/2017, <i>change nature of business</i>, hanya <i>key word</i> dibenarkan dan tak dibenarkan perkataan yang panjang.</p>	<p>Jumlah keseluruhan aksara bagi kemaskini <i>nature of business</i> pada sistem mempunyai had tertentu. Oleh itu, syarikat disarankan menyatakan aktiviti syarikat dengan tepat.</p>
<p>When will the MBRS for audited accounts be mandatory to be lodged online?</p>	<p>SSM will issue a notification six (6) months before the mandatory implementation period of Financial Statements and Reports.</p>

Question	Answer
Why the additional branch address is unable to reflect in SSM e-Info / MyData? Shall make convenient to the public.	For the time being, information on additional branch address can be extracted by purchasing of PD2 form image from SSM e-Info or MyData Portal.
Can SSM allows section 58 of the Companies Act 2016 to show all the particulars of the existing directors after updating any changes to facilitate government agencies to get the complete information on the officer of the company.	The latest information on any company, including its directors, can be obtained by purchasing the company profile. If customers wish to acquire a list of current and past directors, the option to acquire particulars of directors/officers information is available at a price of RM23.18 (inclusive of service charges and SST). This information can be obtained from SSM e-Info and MyData Portal.
Will query letter be sent to company secretary registered address or need to go SSM collect query letter?	Query letter will be sent to registered address via normal post for application through over the counter.
Can SSM explain why the reassignment of company secretary through MyCoID can be done with scanned copy of extract of resolution without the letter of resignation from company secretary? How to protect the company secretary in the event the "resigned" company secretary does not aware that he/she is being changed?	Reassignment is a filing method to enable newly appointed company secretary to use the MyCoID system. It is a duty of company to ensure that the existing company secretary is aware about the changes.
The appointment of directors cannot be lodged through MyCoId if the directors have unpaid compound. So, should the appointment of directors take effect after the payment of compound or according to the date they signed the declaration, which might cause late lodgment fee if they settle the compound late?	Sanctions were imposed due to the director's failure to comply with requirements of the Companies Act 2016, after the compound period ended and a reminder for the director to comply in addition to repaying the compound. However, an application for a temporary uplift can be made with a justification and can get 90% discount.

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<p>EzBiz now restricts business renewal to be performed exclusively by the business owner. It was impermissible for business owners with unclear thumbprint to register online.</p>	<p>The restriction for business renewal beside business owner and partner was implemented since 15 September 2023. Regarding the unclear thumbprint, customers can activate EzBiz by making a video call. Customer only need to upload a selfie photo with MyKad together with supporting documents such as driving license. If all the documents are complete, SSM Staff will make a video call to activate the ID. Apart from that method, customers can come over to any SSM counters with confirmation letter related to unclear thumbprint. SSM officer will assist with activation manually. Alternatively, customer also renew their business at BSN or Bank Rakyat.</p>
<p><i>Annual Return</i> tidak dapat diserahkan mengikut garis masa disebabkan masalah MBRS. Emel kepada enquiry berkali-kali dan tiada maklum balas atau arahan untuk serah simpan melalui kaunter. Terima kompaun sebanyak RM 5,000 atas sebab lewat serah simpan, dan kompaun dikurangkan kepada RM500 selepas membuat rayuan. Adakah itu dikira kesalahan dari pihak kami dan perlu membayar RM500 tersebut?</p>	<p>Pihak SSM menyarankan untuk pihak tuan/puan membuat serah simpan Penyata Tahunan lebih awal bagi mengelakkan sebarang kesulitan pada tempoh akhir serah simpan.</p>
<p>Can SSM provide the online platform for the director and company to search for their outstanding compound, able to appeal for reduction and link to the payment gateway for settle online payment of their compound instead of going to SSM office to collect the letter from the officer and pay over the counter?</p>	<p>Public can request compound notice and do the appeal for that particular of compound by email to ar_compliance@ssm.com.my. Also, payment for compound can be made through EzBiz Portal.</p>

Question	Answer
<p>We acknowledge that the company is obligated to prepare the Financial Statement in accordance with accounting standards. Consequently, the endorsement of the accountant is necessary to ensure compliance with these accounting standards. Is this understanding accurate?</p>	<p>The financial statements lodged with the Registrar must be complied with the applicable approved accounting standards.</p>
<p>For the 90% discount compound for LLP, do they need to write in to appeal or automatic?</p>	<p>Public must prepare appeal letter and apply for 90% discount through MyLLP portal.</p>
<p>Terdapat keperluan untuk dapatkan pelepasan daripada LHDN apabila nak bubarkan Perkongsian Liabiliti Terhad (PLT). Untuk pembubaran PLT, mohon dipermudahkan untuk mendapatkan pelepasan daripada LHDN.</p>	<p>Betul. Pelepasan LHDN merupakan salah satu dari syarat wajib yang ditetapkan oleh LHDN. Difahami kini adalah lebih mudah untuk mendapatkan surat pelepasan dari LHDN berbanding dahulu kerana SSM telah mengadakan engagement dengan LHDN, perbincangan dua hala bagi melancarkan proses yang berkaitan dengan penutupan PLT, syarikat dan seumpamanya.</p>
<p>Can a CLBG be used as a vehicle for a church?</p>	<p>Yes.</p>
<p>For the removal director but remain as shareholder, did he or she entitle to request for the statutory record e.g. director resolution and statutory form prior and after he was removed?</p>	<p>Shareholder are entitled to request for members resolution/ information.</p>
<p>If deceased director and shareholder family don't want to provide death of certificate to company secretary, what should we do? How to update the status?</p>	<p>The death certificate is a necessary document to prove that the deceased of that director.</p>

Question	Answer
Two existing directors and also as members, unfortunately one passed away, majority 2 to sign the resolution. Please assist.	To comply with the requirements of the company's constitution, the compliance of the minimum numbers of 2 directors must be complied.
For newly incorporated company which failed to fill its 1st annual return despite numerous reminders send out by company secretary. In the event that the directors remained contactable while the terms of service with company secretary provided termination of service in the event of non-compliance caused by the company, can we have the clarity from SSM that the company secretary can submit his/her resignation letter via Section 237 Companies Act 2016?	Yes. Company secretary may resign from his office by giving notice to the board subject to the constitution or terms of appointment.
What is the meaning of Sijil Amalan SSM?	Section 241 of the Companies Act 2016 requires any person who is qualified to act as a secretary and who desires to act as a secretary to register with the Registrar before he can act as a company secretary. The Registrar will issue a practising certificate under section 241 of the Companies Act 2016 upon satisfaction on the qualification and requirements specified under the Companies Act 2016 the Companies (Practising Certificate for Secretaries) Regulations 2019 and Guidelines Relating to Practising Certificate for Secretaries.
Practising Certificate (PC) can only be renewed within 30 days from its expiry date and not earlier than 30 days, correct?	Practising Certificate (PC) can be renewed 30 days before expiry date or earlier.

Question	Answer
<p>Can SSM give company secretary to renewal ROB on behalf of client? Please give at least company secretary do with their EzBiz.</p>	<p>Enforced restrictions aim to protect the rights of owners or business partners by addressing two key concerns. Firstly, to prevent the misuse of personal data belonging to owners or business partners by irresponsible parties. Secondly, to ensure that individuals using the Ezbiz SSM portal for commercial or profit-driven purposes do not incur any unauthorized service charges.</p> <p>SSM also provides various business renewal channels such from Bank Simpanan Nasional (BSN), Bank Kerjasama Rakyat Malaysia (BKRM), and stand-alone Tap.It kiosks (which located over 350 locations throughout Malaysia).</p>
<p>Does SSM publish a list of Practising Certificate (PC) holder in the SSM website?</p>	<p>No at the moment, but SSM is considering to publish the list of Practising Certificate (PC) holders in SSM's website.</p>
<p>Why can't the excess CPE points (more than 20) be carried forward to the next year?</p>	<p>Our current CPE policy only allows 20 CPE point per year. This is to ensure that professionals stay current and engaged in ongoing learning.</p>
<p>How to re-apply Practising Certificate (PC) after expired for more than 12 months? Any penalty for not informing SSM for disqualification as a company secretary due to expiry of PC certificate?</p>	<p>If a Practising Certificate (PC) has been expired for more than 12 months, a new PC application must be submitted. Acting as a company secretary after the PC expiry constitutes a violation of Section 238(3) of the Companies Act 2016, leading to potential penalties.</p>
<p>Can we request that company secretary's practicing certificate's validity period be the same as that of company secretary's license period to</p>	<p>Thank you for the suggestion. SSM takes note for further consideration.</p>

Question	Answer
make it a single period rather than a separate period at the moment to facilitate with easier compilation of CPE points and the renewal process.	
What to do if the secretarial license changed from 1 professional body to another professional body?	You are required to promptly update this information with SSM. Only one professional membership is permissible.
SSM has issued "Code of Ethics for Company Directors and Company Secretary" recently. Where can we download it?	The document can be downloaded through the below link: https://www.ssm.com.my/bm/Pages/Publication/Booklet/Booklet.aspx