



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

COMPANIES ACT 1965: SSM'S PRACTICE NOTE NO. 3/2009

**RE: CONFIRMATION ON THE LATEST SHAREHOLDING
STRUCTURE/COMPOSITION OF A COMPANY ISSUED BY
A COMPANY SECRETARY**

1. This Practice Note serves to inform that a Letter of Confirmation on the latest shareholding structure/composition of a company issued by a company secretary can be sufficient evidence as to the latest shareholding structure/composition of a company.

2. Section 103(1) of the Companies Act 1965 (CA 1965) provides that a company shall not register a transfer of shares or debentures unless a proper instrument of transfer in the prescribed form (i.e. Form 32A) has been delivered to the company (i.e. the company secretary) and approved by the board of directors. Upon receipt of such form, the company secretary shall make the requisite entry into the company's Register of Members to reflect the latest status of the company shareholding structure/composition. There is no requirement for the lodgement of Form 32A with the Registrar under the CA 1965.

3. The Annual Return, which is lodged annually, does not necessarily contain the latest information pertaining to the company's shareholding structure/composition due to the gap between the date of the latest Annual Return filed and the date of the next Annual Return to be filed. In the interim, a transfer of a company's shares may occur. Due to this, the Registrar advises that the most recent and accurate information pertaining to shareholding structure/composition can be sourced directly from the company secretary.

4. As such, Ministries, Government agencies or any third party requiring evidence and/or confirmation of the latest shareholding structure/composition of a company may rely on the Letter of Confirmation of the latest shareholding structure of the company issued by the company secretary. Such Letter of Confirmation issued can be sufficient evidence as the shareholding information contained therein is derived from the Register of Members kept in the custody of the company secretary.

5. Apart from the Letter of Confirmation, SSM would also like to highlight that the respective Ministries, Government agencies or third parties may also:

- (i) request to inspect the Register of Members; and/or
- (ii) request for a copy of the Register of Members (or of any part thereof), containing the names, addresses, number of shares held and amount paid on shares;

subject to the amount of payment required by the company pursuant to section 160 of CA 1965.

[**NOTE:** Section 158(4) of the CA 1965 stipulates that the Register of Members shall be *prima facie* evidence on any matters inserted therein as required or authorized by the Act.]

REGISTRAR OF COMPANIES
COMPANIES COMMISSION OF MALAYSIA
10 July 2009