

**CHAPTER 3**  
**DISCIPLINARY AND APPEALS PROCEDURES, AND ENFORCEMENT POWERS OF**  
**THE EXCHANGE**

**PART I**            **SCOPE OF CHAPTER**

- 301            (1) ~~This Chapter sets out the Rules for disciplinary and appeals proceedings against sponsors and registered professionals.~~
- (2) ~~In this Chapter, “Board” means the board of directors of the Exchange.~~
- 302            ~~As Catalist has an alternative regulatory framework, the Exchange has established disciplinary measures to support the Exchange’s operation of markets with high integrity.~~

**PART II**            **TYPES OF COMMITTEES**

303            **Disciplinary Committee**

- (1) ~~The Disciplinary Committee comprises persons appointed by the Board. No director, officer or employee of SGX-ST may be appointed. The Disciplinary Committee must include at least 1 corporate finance practitioner as part of the quorum.~~
- (2) ~~The Board determines the chairman and deputy chairman of the committee. In the absence of the chairman, the deputy chairman will have all the powers of the chairman.~~
- (3) ~~The Disciplinary Committee has a quorum of 3 (including the chairman) when the meeting proceeds to business but may complete any business of a meeting with 2 members. In the case of an equality of votes, the chairman of the meeting will be~~

~~entitled to a casting vote.~~

- ~~(4) The chairman will appoint a date, time and place for the hearing. SGX-ST and the person charged must be given reasonable notice of the hearing.~~
- ~~(5) Members of the Disciplinary Committee must notify the chairman before, or during, the hearing of any possible conflict of interest in relation to a charge. The chairman will decide whether the member concerned should attend the hearing of that charge. The chairman must abstain from hearing a charge in which he may have a conflict of interest.~~
- ~~(6) The Disciplinary Committee may adjourn and reconvene its proceedings as it thinks fit.~~
- ~~(7) Except where it is expressly provided in the Rules, the Disciplinary Committee may establish its own procedures.~~

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#### ~~Appeals Committee~~

- ~~(1) The Appeals Committee comprises persons appointed by the Board provided that:
  - ~~(a) no director, officer or employee of Singapore Exchange Limited ("SGX") or any of its related companies may be appointed;~~
  - ~~(b) a majority are not directors, officers or employees of the sponsors or its subsidiaries; and~~
  - ~~(c) a majority are not substantial shareholders of SGX or directors, officers or employees of any substantial shareholder of SGX.~~~~
- ~~(2) The Appeals Committee will include at least 1 corporate finance practitioner as part of the initial quorum.~~
- ~~(3) The Appeals Committee elects a chairman from among the members.~~

- ~~(4) The Appeals Committee has a quorum of 3 (including the chairman) when the meeting proceeds to business but may complete any business of a meeting with 2 members provided that Rules 304(1)(b) and 304(1)(c) are complied with. In the case of an equality of votes, the chairman will be entitled to a casting vote.~~
- ~~(5) The chairman will appoint a date, time and place for the hearing. The appellant and the respondent must be given reasonable notice of the hearing.~~
- ~~(6) Members of the Appeals Committee must notify the chairman before, or during, the hearing of any possible conflict of interest in relation to an appeal. The chairman will decide whether the member concerned should attend the hearing of that appeal. The chairman must abstain from hearing an appeal in which he may have a conflict of interest.~~
- ~~(7) The Appeals Committee may adjourn and reconvene its proceedings as it thinks fit. If the parties to the appeal are not attending the hearing, the Appeals Committee may hear the appeal by way of a resolution in writing.~~
- ~~(8) Except where it is expressly provided in the Rules, the Appeals Committee may establish its own procedures.~~

**PART III INVESTIGATIONS**

305 The Exchange may conduct an investigation if:

- ~~(1) the investigation involves a possible breach of the Rules;~~
- ~~(2) the Exchange receives a written complaint involving an issuer, sponsor, or any of the sponsor's directors, officers, registered professionals, employees, or agents; or~~
- ~~(3) in the Exchange's opinion, the circumstances warrant.~~

- 306 ~~The Exchange will conduct an investigation if the Authority directs.~~
- 307 ~~The Exchange may require an issuer, sponsor or any of the sponsor's directors, officers, registered professionals, employees, or agents to:~~
- ~~(1) render all assistance as the Exchange requires, at the Exchange's premises or elsewhere; and~~
  - ~~(2) provide the Exchange with information, books and records which, in the Exchange's opinion, may be relevant to the investigation.~~
- 308 ~~An issuer, sponsor or registered professional must not willfully make, furnish or permit the making or furnishing of any false or misleading information, statement or report to the Exchange.~~
- 309 ~~The Exchange may appoint any person or persons to assist in its investigation ("Exchange Examiner"). The Exchange may delegate all or any of its powers under this Part III to the Exchange Examiner. The Exchange Examiner must report the results of the investigation to the Exchange.~~

**PART IV POWERS**

- 310 ~~The Exchange may charge, and the Disciplinary Committee may exercise its powers against, a sponsor or registered professional who:~~
- ~~(1) breaches any Rule, or any condition or restriction imposed by the Exchange;~~
  - ~~(2) breaches any provisions involving fraud or dishonesty, whether in or out of Singapore;~~
  - ~~(3) breaches director's duties; or~~

~~(4) engages in conduct detrimental to the financial integrity, reputation or interests of the Exchange.~~

~~311 The Exchange may charge, and the Disciplinary Committee may exercise its powers against, a sponsor if any of its present or former directors, officers, registered professionals, employees, or agents causes the sponsor to:~~

~~(1) breach any Rule;~~

~~(2) breach any provisions involving fraud or dishonesty, whether in or out of Singapore; or~~

~~(3) engage in conduct detrimental to the financial integrity, reputation or interests of the Exchange.~~

~~312 (1) A former sponsor is bound by the Rules, including remaining subject to disciplinary proceedings, in respect of acts or omissions which occurred while it was authorised.~~

~~(2) A former registered professional is bound by the Rules, including remaining subject to disciplinary proceedings, in respect of acts or omissions which occurred while he was registered.~~

~~313 The powers of the Disciplinary Committee against a sponsor include the following:~~

~~(1) revoke or suspend the sponsor's authorisation, whether or not the sponsor has asked for its authorisation to be revoked or it has resigned;~~

~~(2) impose a fine of not more than S\$250,000 for each breach of the Rules. A fine may be ordered to be paid by instalments;~~

~~(3) impose any restrictions or conditions on activities that the sponsor undertakes;~~

~~(4) reprimand the sponsor;~~

~~(5) require an education program to be undertaken; and~~

~~(6) order a stay of the penalty imposed, pending an appeal to the Appeals Committee.~~

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~~The powers of the Disciplinary Committee against a registered professional include the following:~~

~~(1) cancel or suspend the registered professional's registration, whether or not the registered professional has asked for its registration to be cancelled or it has resigned;~~

~~(2) impose a fine of not more than S\$100,000 for each breach of the Rules. A fine may be ordered to be paid by instalments;~~

~~(3) impose any restrictions or conditions on activities that the registered professional undertakes;~~

~~(4) reprimand the registered professional;~~

~~(5) require an education program to be undertaken; and~~

~~(6) order a stay of the penalty imposed, pending an appeal to the Appeals Committee.~~

## **PART V**

## **PROCESS**

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~~The Exchange will give the sponsor or registered professional charged a written notice setting out particulars of the charge. In the case of a registered professional being charged, a copy will be given to its sponsor.~~

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~~The following procedures apply:~~

- ~~(1) The party charged may submit a defence. It must be given to the secretary of the Disciplinary Committee within 14 days from the date of the notice of charge.~~
- ~~(2) The Exchange may respond to the defence. It must be given to the party charged and the secretary within 14 days of receipt of the defence.~~
- ~~(3) The party charged may reply to the response. It must be given to the secretary within 14 days of receipt of the response.~~
- 317 ~~Time to comply with the deadlines may be extended by the chairman of the Disciplinary Committee or his nominee. A written request for extension must be submitted within the deadline and must set out the grounds. The decision of the chairman or his nominee is final and binding.~~
- 318 ~~The Disciplinary Committee may hear a charge and exercise all its powers even if the party charged does not file a defence or a reply to the response, or is not present at the hearing or any adjourned hearing.~~
- 319 ~~(1) The Exchange and the party charged may be represented by an advocate and solicitor.~~
- ~~(2) The party charged must tell the secretary of the Disciplinary Committee in writing of the legal representative's name at least 14 days before the hearing of the charge.~~
- ~~(3) The Disciplinary Committee may seek the advice of an advocate and solicitor.~~
- 320 ~~(1) The Exchange and the party charged may examine, and take copies of, the evidence which each of them intends to rely on at the hearing.~~
- ~~(2) The party charged must give the Exchange a written undertaking not to disclose information received from the Exchange in relation to the charge to any person, except the legal representative of the party charged for the purpose of the hearing or any appeal.~~
- ~~(3) A breach of the undertaking constitutes a breach of the Rules.~~

- 321 (1) ~~The Exchange and the party charged may:~~  
~~(a) examine and cross-examine witnesses; and~~  
~~(b) request the attendance of a witness.~~
- (2) ~~The Disciplinary Committee may, in its absolute discretion:~~  
~~(a) call for the attendance of any witness; and~~  
~~(b) allow or disallow a request for the attendance of a witness.~~
- (3) ~~The Disciplinary Committee cannot compel the attendance of a witness.~~
- 322 ~~Unless expressly permitted by the chairman of the Disciplinary Committee, the Exchange and the party charged must not be present during the deliberation of a charge by the Disciplinary Committee. Failure to observe this Rule does not vitiate any decision.~~
- 323 (1) ~~The Exchange and the party charged may be present when the Disciplinary Committee announces its decision.~~
- (2) ~~The Disciplinary Committee will record short written grounds of decision.~~
- (3) ~~The Disciplinary Committee will give its written decision to the Exchange and the party charged.~~
- 324 (1) ~~The Exchange will notify all sponsors of charges established by the Disciplinary Committee against a sponsor or registered professional, together with such details as the Exchange thinks appropriate.~~
- (2) ~~The Exchange may make the decision against a sponsor or registered professional public (together with such details as the Exchange thinks appropriate). For avoidance of doubt, this includes publication of the following information:~~  
~~(a) the particulars of the sponsor or registered professional;~~



~~(b) — the particulars of the charge;~~

~~(c) — the underlying facts in respect of the charge, which may include particulars of the issuer or any of the sponsor's directors, officers, registered professionals, employees or agents involved;~~

~~(d) — the findings and decision of the Disciplinary Committee or the Appeals Committee, where applicable;~~

~~(e) — the basis of the findings and decision of the Disciplinary Committee or the Appeals Committee, where applicable; and~~

~~(f) — the powers exercised by the Disciplinary Committee or the Appeals Committee, where applicable.~~

~~(3) This Rule operates as irrevocable consent by an issuer, sponsor and registered professional for the Exchange to publish or notify a decision. The consent remains valid and effective notwithstanding that the person ceases to be an issuer, sponsor or registered professional. An issuer, sponsor, or any of the sponsor's directors, officers, registered professionals, employees or agents cannot initiate any action or proceeding against the Exchange or members of the Disciplinary Committee and Appeals Committee for publishing or notifying a decision under this Rule.~~

## **PART VI APPEALS**

~~325 (1) The Exchange or the party charged may appeal against the decision of the Disciplinary Committee.~~

~~(2) A decision of the Appeals Committee is final and binding.~~

~~326 The powers of the Appeals Committee include:~~

- ~~(1) all the powers of the Disciplinary Committee;~~
- ~~(2) increasing or reducing penalties, and overturning, varying or upholding any decision of the Disciplinary Committee;~~
- ~~(3) hearing appeals in accordance with the Rules; and~~
- ~~(4) dealing with such other matters as the Board gives it (either generally or in a particular case).~~

## **PART VII APPEAL PROCESS**

327 The following procedures apply:

- ~~(1) The appellant must give a notice of appeal, setting out the full grounds of appeal to the respondent and the secretary of the Appeals Committee within 14 days of receipt of the Disciplinary Committee's written decision under Rule 323(3).~~
- ~~(2) The respondent may respond. It must be given to the appellant and the secretary within 14 days of receipt of the notice of appeal.~~
- ~~(3) The appellant may reply to the response. It must be given to the respondent and the secretary within 14 days of receipt of the response.~~

328 Time to comply with the deadlines may be extended by the chairman of the Appeals Committee or his nominee. A written request for extension must be submitted within the deadline and must set out the grounds. The decision of the chairman or his nominee is final and binding.

329 The Appeals Committee may hear an appeal and exercise all its powers even if the respondent does not file a response or either party is not present at the hearing or

~~any adjourned hearing.~~

- 330 (1) ~~An appellant, other than the Exchange, must pay an administrative fee of \$1,500 when submitting a notice of appeal.~~
- (2) ~~The administrative fee is not refundable unless:~~
- ~~(a) the appellant tells the secretary of the Appeals Committee in writing of withdrawal of the appeal at least 7 days before the hearing of the appeal;~~
- ~~(b) the appeal is successful; or~~
- ~~(c) the chairman of the Appeals Committee agrees to a refund, whether in full or in part.~~
- 331 (1) ~~An appellant and a respondent may be represented by an advocate and solicitor.~~
- (2) ~~The secretary of the Appeals Committee must be informed in writing of the legal representative's name at least 14 days before the hearing of the appeal.~~
- (3) ~~The Appeals Committee may seek the advice of an advocate and solicitor.~~
- 332 (1) ~~The parties to an appeal may examine, and take copies of, the evidence which each of them intends to rely on at the hearing.~~
- (2) ~~The undertaking given under Rule 320(2) applies.~~
- 333 (1) ~~The Appeals Committee will determine the appeal by way of rehearing. It will only rehear that part of the decision of the Disciplinary Committee appealed against.~~
- (2) ~~The Appeals Committee may receive evidence that was not presented to the Disciplinary Committee. In exercising its discretion, the Appeals Committee will consider whether the evidence was available at the time of the hearing by the Disciplinary Committee and why it was not introduced at that time.~~

- 334 (1) ~~The parties to an appeal may:~~
- ~~(a) — examine and cross-examine witnesses; and~~
  - ~~(b) — request the attendance of a witness.~~
- (2) ~~The Appeals Committee may, in its absolute discretion:~~
- ~~(a) — call for the attendance of any witness; and~~
  - ~~(b) — allow or disallow a request for the attendance of a witness.~~
- (3) ~~The Appeals Committee cannot compel the attendance of a witness.~~
- 335 ~~Unless expressly permitted by the chairman of the Appeals Committee, the parties to an appeal must not be present during the deliberation of an appeal by the Appeals Committee. Failure to observe this Rule does not vitiate the decision.~~
- 336 (1) ~~The parties to an appeal may be present when the Appeals Committee announces its decision.~~
- (2) ~~The Appeals Committee will record short written grounds of decision.~~
- (3) ~~The Appeals Committee will give its written decision to all parties to an appeal.~~

**PART VIII COSTS**

- 337 (1) ~~The Disciplinary Committee or Appeals Committee may require the party charged to pay all or part of the costs of the investigation and hearing.~~
- (2) ~~The Committee may order the costs awarded to be paid within 14 days.~~

**PART IX FINES**

- 338 (1) ~~A fine must be paid within 14 days from the date of notice, or such longer time as the chairman of the Disciplinary Committee or the Appeals Committee, where applicable, or his nominee, permits.~~
- (2) ~~If a fine ordered against a sponsor or registered professional remains unpaid 7 days after the deadline, the sponsor or registered professional may be suspended. Any suspension ends upon full payment of the fine.~~

**PART I SCOPE OF CHAPTER**

**301** (1) This Chapter sets out:

- (a) the purpose of the Disciplinary Committee and Appeals Committee;
- (b) the administrative and enforcement powers of the Exchange;
- (c) the process for disciplinary proceedings and appeals proceedings;  
and
- (d) the powers of the Disciplinary Committee and Appeals Committee.

(2) For the purposes of this Chapter, the following terms, unless the context requires otherwise, have the following meanings:

<b><u>Term</u></b>	<b><u>Meaning</u></b>
<u>“Relevant Person”</u>	<u>means an issuer, its directors, executive officers, a sponsor or registered professional.</u>
<u>“Relevant Rule”</u>	<u>means the relevant provision(s) in the rules of Catalyst.</u>

**302** For the purposes of this Chapter, a Relevant Person is deemed to have contravened a Relevant Rule when a Relevant Person has:

- (1) committed an act in breach of a Relevant Rule;
- (2) omitted to do an act which resulted in a breach of a Relevant Rule;

- (3) failed to comply with a requirement imposed by the Exchange;
- (4) failed to comply with a requirement imposed or an order issued by the Disciplinary Committee or Appeals Committee;
- (5) caused another Relevant Person to commit an act in breach of a Relevant Rule;
- (6) caused another Relevant Person to omit to do an act which resulted in a breach of a Relevant Rule;
- (7) caused another Relevant Person to fail to comply with a requirement imposed by the Exchange; or
- (8) caused another Relevant Person to fail to comply with a requirement imposed or order issued by the Disciplinary Committee or the Appeals Committee.

## **PART II TYPES OF COMMITTEES**

### **Disciplinary Committee**

- 303** (1) The Disciplinary Committee shall, as a tribunal of first instance, hear and determine charges brought by the Exchange against a Relevant Person for contravention of any Relevant Rule.
- (2) The Disciplinary Committee shall comprise persons appointed by the Board in consultation with the Authority, and shall not have a member who is, or who within 3 years of the proposed appointment date was, a director, officer or employee of:
- (a) SGX; or
  - (b) a related corporation of SGX.
- (3) The Disciplinary Committee shall hear and determine charges by convening a Disciplinary Committee hearing, subject to the following conditions:
- (a) a Disciplinary Committee hearing shall have an initial quorum of 5 members, including the chairman or deputy chairman of the Disciplinary Committee, but may be concluded with a quorum of 3 members; and

- (b) the quorum of a Disciplinary Committee hearing shall comprise at least 1 member with legal experience and the remaining members with any of the following experience:
- (i) corporate finance experience
  - (ii) directorship experience in an issuer listed on the Exchange; and
  - (iii) accounting experience.
- (4) The Disciplinary Committee may hear and determine charges against a Relevant Person even if the Relevant Person is no longer a Relevant Person at the time of the Disciplinary Committee hearing, so long as the Relevant Person was a Relevant Person at the time of the alleged contravention.
- (5) Charges brought before the Disciplinary Committee shall be decided by a simple majority of votes by its members. In the case of an equality of votes, the chairman of the hearing shall be entitled to a casting vote.
- (6) The chairman of the Disciplinary Committee has the following powers:
- (a) the fixing of the date of the hearing;
  - (b) fixing the timelines for filing of documents for the hearing;
  - (c) determining if obtaining legal advice is necessary;
  - (d) determining if confidential information related to the proceedings may be disclosed to a third party;
  - (e) establishing procedures for the hearing which are not contrary to the Rules;
  - (f) determining if the composition of the Disciplinary Committee may be varied after the hearing has commenced; and
  - (g) determining all administrative and procedural matters relating to a hearing.
- (7) In the absence of the chairman of the Disciplinary Committee, the deputy chairman of the Disciplinary Committee shall have all the powers of the chairman of the Disciplinary Committee.

- (8) The Disciplinary Committee shall be supported by a secretariat which reports to the chairman of the Disciplinary Committee.
- (9) The chairman of the Disciplinary Committee may delegate any of his powers or duties under Rule 303(6), 315(1), 315(2), 315(6) and 316(1) to any member of the Disciplinary Committee or the Disciplinary Committee secretariat.
- (10) References to the chairman of the Disciplinary Committee in Rules 303(6), 315(1), 315(2), 315(6) and 316(1) shall refer to the deputy chairman or the member or secretariat who has been delegated the relevant powers of the chairman.

### **Appeals Committee**

**304** (1) The Appeals Committee shall hear and decide appeals arising from:

- (a) decisions of the Disciplinary Committee; and
- (b) decisions of the Exchange relating to any of the following matters:
- (i) rejection of an application for the extension of time to allow an issuer to restore its percentage of securities in public hands to at least 10% under Rule 723;
- (ii) removal of an issuer from the Official List under Rule 746(5);
- (iii) rejection of a proposal by a cash company to meet requirements for a new listing under Rule 1017(2);
- (iv) rejection of an application for extension of time to meet requirements for a new listing under Rule 1017(2);
- (v) rejection of a resumption proposal under Rule 1304;
- (vi) rejection of an application for extension of time to submit or implement a resumption proposal under Rule 1304;
- (vii) removal of an issuer from the Official List under Rule 1305;
- (viii) rejection of a proposal by an issuer to voluntarily delist under Rule 1307;



(ix) suspension or restriction of activities undertaken by a sponsor or registered professional under Rule 305(3)(c)(xii); and

(x) revocation of the authorization of a sponsor or cancellation of the registration of a registered professional under Rule 305(3)(c)(xiii).

(2) The Appeals Committee shall comprise persons appointed by the Board in consultation with the Authority, but shall not have a member who is, or who within 3 years of the proposed appointment date was, a director, officer or employee of:

(a) SGX; or

(b) a related corporation of SGX.

(3) The Appeals Committee shall hear and determine appeals by convening an Appeals Committee hearing, subject to the following conditions:

(a) an Appeals Committee hearing shall have an initial quorum of 5 members, including the chairman or deputy chairman of the Appeals Committee, but may conclude with a quorum of 3 members; and

(b) the quorum of an Appeals Committee hearing shall comprise at least 1 member with legal experience and the remaining members with any of the following experience:

(i) corporate finance experience

(ii) directorship experience in an issuer listed on the Exchange; and

(iii) accounting experience.

(4) The Appeals Committee may hear and determine appeals concerning a Relevant Person even if the Relevant Person is no longer a Relevant Person at the time of the Appeals Committee hearing, so long as the Relevant Person was a Relevant Person at the time of the alleged contravention or decision of the Exchange.

- (5) Appeals brought before the Appeals Committee shall be decided by a simple majority of votes by its members. In the case of an equality of votes, the chairman of the hearing shall be entitled to a casting vote.
- (6) The chairman of the Appeals Committee has the following powers:
- (a) the fixing of the date of the hearing;
  - (b) fixing the timelines for filing of documents for the hearing;
  - (c) determining if obtaining legal advice is necessary;
  - (d) determining if confidential information related to the proceedings may be disclosed to a third party;
  - (e) establishing procedures for the hearing which are not contrary to the Rules;
  - (f) determining if the composition of the Appeals Committee may be varied after the hearing has commenced;
  - (g) determining if an appeal has satisfied the bases for appeal required under Rule 319(4) or Rule 319(5); and
  - (h) determining all administrative and procedural matters related to a hearing.
- (7) In the absence of the chairman of the Appeals Committee, the deputy chairman of the Appeals Committee shall have all the powers of the chairman of the Appeals Committee.
- (8) The Appeals Committee shall be supported by a secretariat which reports to the chairman of the Appeals Committee.
- (9) The chairman of the Appeals Committee may delegate any of his powers or duties under Rules 304(6), 320(1), 320(2), 320(6) and 321(1) to any member of the Appeals Committee or the Appeals Committee secretariat.
- (10) References to the chairman in Rules 304(6), 320(1), 320(2), 320(6) and 321(1) shall refer to the deputy chairman or the member or secretariat who has been delegated the relevant powers of the chairman.

### PART III ADMINISTRATIVE AND ENFORCEMENT POWERS OF THE EXCHANGE

- 305 (1) The Exchange may exercise administrative powers for the purposes of ensuring that the market is fair, orderly and transparent, and that the Exchange does not act contrary to the interests of the investing public, including the powers to:
- (a) issue public queries to an issuer;
  - (b) require an issuer to make specified disclosures;
  - (c) require an issuer to obtain the prior approval of the Exchange under Rule 720(2)(a), for a period not exceeding 3 years, for the appointment of a director or an executive officer;
  - (d) object to the appointments of individual directors or executive officers for a period not exceeding 3 years;
  - (e) require an issuer to appoint special auditors, compliance advisers, legal advisers or other independent professionals for specified purposes;
  - (f) take over supervision (in full or in part) of an issuer;
  - (g) waive or modify compliance with a listing rule (or part of a rule); and
  - (h) halt or suspend trading of listed securities of an issuer under Rules 1302 and 1303;
  - (i) impose conditions on the authorization of a sponsor under Rule 206 or registration of a registered professional under Rule 213;
  - (j) remove an issuer from the Official List under Rules 724(2), 746(5), 1017(2), 1304, 1305(1)(c) and 1305(1)(e); and
  - (k) impose any other requirements on Relevant Person which the Exchange considers appropriate.
- (2) The circumstances under which the Exchange may exercise its powers under Rule 305(1)(d) include:
- (a) where the director or executive officer has refused to extend cooperation to the Exchange or other regulatory agencies on regulatory matters; and
  - (b) where the director or executive officer has wilfully contravened any relevant laws, rules and regulations.

- (3) The Exchange may exercise investigative and enforcement powers for the purposes of enforcing the Rules, including the powers to:
- (a) initiate and conduct investigations against a Relevant Person;
  - (b) initiate disciplinary proceedings against a Relevant Person;
  - (c) take enforcement action against a Relevant Person including the following:
    - (i) issuing a private warning to a Relevant Person;
    - (ii) offering a composition sum to an issuer, sponsor or registered professional;
    - (iii) requiring an issuer to implement an effective education or compliance programme;
    - (iv) requiring an issuer's directors or executive officers to undertake a mandatory education or training programme;
    - (v) requiring an issuer to undertake an independent review of internal controls and processes;
    - (vi) requiring an issuer to obtain the prior approval of the Exchange, for a period not exceeding 3 years, for the appointment of a director or an executive officer;
    - (vii) objecting to the appointments of individual directors or executive officers in any issuer for a period not exceeding 3 years;
    - (viii) requiring an issuer to appoint independent advisers to minority shareholders;
    - (ix) requiring an issuer to appoint special auditors, compliance advisers, legal advisers or other independent professionals for specified purposes;
    - (x) requiring a Relevant Person to perform other remedial action to rectify the consequences of contraventions;
    - (xi) imposing conditions on the authorization of a sponsor or registration of a registered professional;

(xii) suspending or restricting the activities of a sponsor or registered professional;

(xiii) revoking the authorisation of a sponsor or cancelling registration of a registered professional;

(xiv) requiring an education program to be undertaken by a sponsor or registered professional;

(xv) halting or suspending trading of listed securities of an issuer;

(xvi) removing an issuer from the Official List; and

(xvii) imposing any other requirements on a Relevant Person which the Exchange considers appropriate.

(4) Where a Relevant Person does not comply with requirements imposed by the Exchange set out in Part III of this Chapter, the Relevant Person shall be deemed to have contravened the Rules.

(5) The Exchange may charge, and the Disciplinary Committee may exercise its powers against, a sponsor or registered professional who:

(a) breaches any Rule, or any condition or restriction imposed by the Exchange;

(b) breaches any provisions involving fraud or dishonesty, whether in or out of Singapore;

(c) breaches director's duties; or

(d) engages in conduct detrimental to the financial integrity, reputation or interests of the Exchange.

### Queries

**306** (1) The Exchange may pose queries to an issuer where the Exchange is of the opinion that the queries are in the interests of ensuring the market is fair, orderly and transparent. Circumstances where queries may be raised include the following:

(a) where the Exchange is of the opinion that information provided is either incomplete or unclear;

(b) where the Exchange has reason to believe that an issuer has failed to disclose information as required by the Rules;

(c) where the Exchange has reason to believe that there is a possibility that the Rules has not been complied with; or

(d) where the Exchange is of the opinion that it is appropriate to do so.

(2) Upon receipt of a query from the Exchange, an issuer shall respond to the Exchange as soon as possible unless otherwise specified by the Exchange.

(3) The Exchange may require an issuer to announce the Exchange's query to the issuer, the issuer's response to the query, or both.

### Investigations

**307** The Exchange may conduct an investigation if:

(1) the Exchange has reason to believe that there is a possibility that any Relevant Rule has been contravened by a Relevant Person;

(2) the Exchange receives a written complaint involving a Relevant Person, or a sponsor's directors, executive officers, employees or agents;

(3) the Authority so directs; or

(4) the Exchange is of the opinion that the circumstances warrant it.

**308** For the purposes of investigation, the Exchange may require that a Relevant Person, or a sponsor's directors, executive officers, employees or agents comply with one or more the following requests:

(1) to render all reasonable acts of assistance, at the Exchange's premises or elsewhere, including:

(a) requests for information or written explanations; or

(b) requests for meetings to record statements from the Relevant Person, or the sponsor's directors, executive officers, employees or agents;

(2) to provide copies of documents or electronic records in the possession of the Relevant Person, or the sponsor's directors, executive officers,

employees or agents by a specified date which shall be no less than 5 business days from the date of the request; or

(3) to obtain copies of documents or electronic records which may be reasonably obtained by the Relevant Person, or the sponsor's directors, executive officers, employees or agents by a specified date which shall be no less than 7 business days from the date of the request. Where such documents or electronic records cannot be obtained, the Relevant Person, or the sponsor's directors, executive officers, employees or agents shall provide a written explanation to:

(a) indicate why the documents or electronic records cannot be obtained; and

(b) indicate what steps have been taken to obtain the documents or electronic records.

**309** (1) Any Relevant Person, or the sponsor's directors, executive officers, employees or agents complying with a request made under Rule 308 shall take due care to ensure that information, documents or electronic records provided to the Exchange are not false or misleading in any material particular.

(2) Any Relevant Person, or the sponsor's directors, executive officers, employees or agents complying with a request made under Rule 308 shall not wilfully make, furnish, authorize, or permit the giving of false or misleading information, documents or electronic records.

**310** (1) The Exchange may appoint any person or persons to assist in its investigation ("Exchange Examiner"). The Exchange may delegate all or any of its powers under Rule 308 to the Exchange Examiner. The Exchange Examiner shall report the results of the investigation to the Exchange.

(2) The Exchange may refer any investigations to another relevant investigating authority if the Exchange is of the opinion that the circumstances warrant the referral.

### **Composition offers**

**311** (1) Upon the conclusion of investigations, the Exchange may provide an offer of composition to an issuer, sponsor or registered professional if the Exchange is of the opinion that the issuer, sponsor or registered professional has contravened a Relevant Rule. The terms of the offer of composition include payment of a specified sum to the Exchange and may

include the fulfillment of any accompanying terms that the Exchange may prescribe.

- (2) Where the Exchange provides an offer of composition to an issuer, sponsor or registered professional, the written offer shall contain the following details:
  - (a) the particulars of the issuer, sponsor or registered professional;
  - (b) the Relevant Rule which allegedly has been contravened;
  - (c) the brief facts giving rise to the alleged contravention;
  - (d) the composition sum and the accompanying terms;
  - (e) the manner by which the issuer, sponsor or registered professional is to respond to the offer; and
  - (f) the date by which the issuer, sponsor or registered professional is to respond to the offer.
- (3) Where there is more than 1 contravention by an issuer, sponsor or registered professional, the offer under Rule 311(1) may be an amalgamated offer which deals with 2 or more similar contraventions. An amalgamated offer shall include all material information required under Rule 311(2).
- (4) An offer under Rule 311(1) may deal with 1 or more contraventions. Where a written offer under Rule 311(1) deals with more than 1 contravention, the Exchange may choose to:
  - (a) proceed on selected contraventions; and
  - (b) take into consideration the remaining contraventions.
- (5) Upon receipt of the written offer, the issuer, sponsor or registered professional shall by a specified date which shall be no less than 7 business days from the date of the offer, provide to the Exchange:
  - (a) a written acceptance of the offer;
  - (b) a written rejection of the offer; or
  - (c) a written request for the Exchange to review its offer.



- (6) Upon receipt of a written request under Rule 311(5)(c), the Exchange shall respond within 14 business days.
- (7) The Exchange may withdraw or vary a written offer made under Rule 311 at any time before receipt of an acceptance to the offer, by providing written notice to the issuer, sponsor or registered professional.
- 312** (1) An offer of composition payable to the Exchange by an issuer or sponsor shall not exceed \$10,000 per contravention, subject to maximum of \$100,000 per offer for multiple contraventions. Subject to the decision of the Exchange, composition sums may be paid by instalments which shall not exceed 12 months from the date of acceptance of the written offer.
- (2) An offer of composition payable to the Exchange by a registered professional shall not exceed \$5,000 per contravention, subject to maximum of \$50,000 per offer for multiple contraventions. Subject to the decision of the Exchange, composition sums may be paid by instalments which shall not exceed 12 months from the date of acceptance of the written offer.
- 313** (1) The Exchange may initiate disciplinary proceeding upon confirmation that an offer under Rule 311(1) has been rejected. Where an issuer, sponsor or registered professional does not respond to a written offer under Rule 311(1) within the specified period, the issuer, sponsor or registered professional shall be deemed to have rejected the offer and the Exchange may initiate disciplinary proceedings thereafter.
- (2) Upon compliance with all requirements specified in an offer under Rule 311, the Exchange shall not initiate any further enforcement or disciplinary proceeding against the issuer, sponsor or registered professional in respect of the contraventions stated in the offer. The Exchange shall also not take any further action in respect of contraventions which were taken into consideration. Acceptance of the offer of composition by the issuer, sponsor or registered professional amounts to an admission of liability and the issuer, sponsor or registered professional shall be deemed to have committed the conduct described in the charge and deemed to have waived the right to have the matter dealt with before the Disciplinary Committee.

## **PART IV DISCIPLINARY PROCEEDINGS**

### **Initiation of proceedings**

- 314** (1) Upon the conclusion of investigations, the Exchange may initiate disciplinary proceeding against a Relevant Person if the Exchange is of the opinion that the Relevant Person has contravened a Relevant Rule.
- (2) Where the Exchange initiates disciplinary proceeding against a Relevant Person, the Exchange shall provide to the Relevant Person and the Disciplinary Committee, a charge which contains the following details:
- (a) the particulars of the Relevant Person;
  - (b) the Relevant Rule which has been contravened;
  - (c) the brief facts giving rise to the alleged contravention; and
  - (d) where applicable, a summary of the outcomes of enforcement or disciplinary proceedings taken against other Relevant Persons related to that matter.
- (3) Where there is more than 1 charge to be preferred against a Relevant Person, the Exchange may prefer an amalgamated charge which deals with 2 or more similar contraventions. An amalgamated charge shall include all material information required under Rule 314(2).
- (4) The Exchange may prefer 1 or more charges. Where a Relevant Person faces more than 1 charge, the Exchange may:
- (a) proceed on all charges at a single hearing;
  - (b) choose to first proceed on only selected charges (“proceeded charges”) and proceed with the remaining charges only after the conclusion of the proceeded charges (“stood down charges”); or
  - (c) choose to proceed on only proceeded charges, but apply to have the remaining charges be taken into consideration as part of the sanctions to be imposed on the Relevant Person (“TIC charges”).
- 315** (1) Upon receipt of the charge, the chairman shall determine all pre-hearing administrative issues under Rule 303(6) and may issue relevant directions to parties to facilitate the convening of a hearing.
- (2) Upon the resolution of all pre-hearing administrative matters under Rule 303(6), the chairman shall provide a notice of hearing which includes the following details:

- (a) the identity of the members of the Disciplinary Committee who will be present at the hearing;
  - (b) the dates and locations of the hearing;
  - (c) the time parties will be allocated during the hearing;
  - (d) the procedural rules to be complied with at the hearing;
  - (e) the disputed issues to be dealt with at the hearing (where necessary);
  - (f) the witnesses to be called at the hearing (where necessary); and
  - (g) the exhibits which may be relied upon at the hearing (where necessary).
- (3) Upon the issuance of the notice of hearing under Rule 315(2), parties shall inform the Disciplinary Committee within 14 business days of the following:
- (a) whether there is any objection to the matters stated in the notice; and
  - (b) whether the party wishes to attend the hearing, and if so, the particulars of the persons who would be attending the hearing.
- (4) Where a party does not respond to a relevant direction issued under Rule 315(1), the party is deemed to have no objection to the relevant direction, and the Disciplinary Committee may proceed as it deems fit.
- (5) Where a party does not indicate that the party is intending to attend the hearing, the party is deemed to have no intention of attending the hearing and the hearing can proceed in the absence of that party.
- (6) Where objections are raised in relation to any pre-hearing issues, the chairman shall determine the issue and inform the parties accordingly. The chairman's determination of a pre-hearing issue shall be final.

### The hearing

- 316** (1) The chairman shall determine the manner by which a hearing is to be conducted, having due regard to the notice of hearing issued under Rule 315(2).

- (2) No member of the Disciplinary Committee shall participate in a hearing if he has a conflict of interest.
- (3) Where the Disciplinary Committee is of the opinion that the charge is defective, the Disciplinary Committee may invite the Exchange to amend the charge, or directly amend the charge.
- (4) The Exchange may withdraw charges at any time before the decision of the Disciplinary Committee by providing the Disciplinary Committee and the Relevant Person a notice of discontinuance in relation to the withdrawn charges.
- (5) Where the Exchange has preferred more than 1 charge and has applied for the charges to be TIC charges under Rule 314(4)(c), the Disciplinary Committee shall determine from the Relevant Person if there is any objection to the application.
- (6) The Exchange and the Relevant Person may be represented by legal counsel at the hearings.
- (7) The secretariat of the Disciplinary Committee must be informed in writing of the name of the legal counsel at least 14 business days before the hearing.

#### **The written grounds of the Disciplinary Committee and sanctions**

- 317** (1) Upon conclusion of the hearing, the Disciplinary Committee shall within a specified period of no more than 6 weeks determine if the proceeded charges are made out and provide a written grounds of decision.
- (2) Where the Disciplinary Committee makes a finding that the proceeded charges are made out, the Disciplinary Committee shall also include in the written grounds, the sanctions which are to be imposed against the Relevant Person. The Disciplinary Committee may impose one or more of the following sanctions:
- (a) issuing a private warning;
  - (b) issuing a public reprimand;
  - (c) in the case of an issuer:

- (i) requiring an issuer to appoint special auditors, compliance advisers, legal advisers or other independent professionals for specified purposes;
  - (ii) requiring an issuer to implement an effective education or compliance programme;
  - (iii) requiring an issuer to appoint independent advisers to minority shareholders;
  - (iv) requiring an issuer's directors or key executive officers to undertake a mandatory education or training programme;
  - (v) requiring an issuer to undertake an independent review of internal controls and processes;
  - (vi) requiring an issuer to perform other remedial action to rectify the consequences of contraventions;
  - (vii) issuing an order for the denial of facilities of the market, prohibiting an issuer from accessing the facilities of the market for a specified period;
  - (viii) requiring an issuer to comply with conditions on the activities undertaken by the issuer;
  - (ix) imposing fines payable to the Exchange, of not more than \$250,000 per contravention, subject to a maximum of \$1,000,000 per hearing for multiple charges. Fines may be paid by way of instalments which shall not exceed 12 months from the date of the imposition of the fine;
  - (x) issuing an order for the suspension of the trading of an issuer's securities for a specified period; or
  - (xi) issuing an order for the removal of an issuer from the Official List;
- (d) in the case of a sponsor:
- (i) imposing conditions on the authorization of a sponsor;
  - (ii) imposing fines payable to the Exchange, of not more than \$250,000 per contravention, subject to a maximum of \$1,000,000 per hearing for multiple charges. Fines may be

paid by way of instalments which shall not exceed 12 months from the date of the imposition of the fine;

(iii) issuing an order for the revocation of the authorization of a sponsor;

(iv) suspending or restricting the activities that the sponsor undertakes; or

(v) requiring an education program to be undertaken;

(e) In the case of a director or executive officer of an issuer:

(i) requiring the resignation of the director or executive officer from an existing position with any issuer listed on the Exchange;

(ii) issuing an order prohibiting any issuer for a period not exceeding 3 years, from appointing or reappointing the director or executive officer, as a director or executive officer, or both;

(f) in the case of a registered professional;

(i) imposing conditions on the registration of a registered professional;

(ii) imposing fines payable to the Exchange, of not more than \$100,000 per contravention, subject to a maximum of \$500,000 per hearing for multiple charges. Fines may be paid by way of instalments which shall not exceed 12 months from the date of the imposition of the fine;

(iii) suspending or restricting activities that the registered professional undertakes;

(iv) issuing an order for the cancellation of the registration of a registered professional; or

(v) requiring an education program to be undertaken;

(g) issuing an order for costs, requiring that the proceedings be paid by a Relevant Person if the Relevant Person's conduct during proceedings was unreasonable; or

- (h) issuing any other order which the Disciplinary Committee is of the opinion is appropriate.
- (3) Where the Disciplinary Committee finds that proceeded charges are made out, and the Relevant Person did not object under Rule 316(5) to an application for charges to be TIC charges, the Disciplinary Committee shall consider the TIC charges before determining the appropriate sanctions. The Disciplinary Committee shall include in the written grounds of decision, the effect that the TIC charges had on the determination of the sanctions imposed.
- (4) Where the Disciplinary Committee considers a TIC charge and has included in the written grounds of decision, the effect that the TIC charge had on the determination of the sanctions imposed, the Exchange may not take any further disciplinary action against the Relevant Person in respect of the TIC charge.
- (5) Where a Relevant Person objects to an application for charges to be taken into consideration under Rule 316(5), the charges shall be deemed to be stood down charges. The Disciplinary Committee shall not consider stood down charges when determining sanctions to be imposed.
- (6) The Exchange may proceed on the stood down charges by convening a separate Disciplinary Committee hearing.
- (7) Failure by a Relevant Person to comply with such requirements or orders issued by the Disciplinary Committee under Rule 317(2) shall be deemed a contravention of the Rules.

### **Post-hearing**

- 318** (1) The Disciplinary Committee's written grounds of decision shall be published by the Exchange, unless the sanction imposed involves the issuance of a private warning. Where a private warning is issued by the Disciplinary Committee, the Disciplinary Committee shall determine whether the written grounds of decision is to be published, and if so, whether the written grounds of decision is to be published in part or in whole.
- (2) Where the Exchange has reason to believe that the requirements imposed or orders issued under Rule 317(2) have not been complied with, the Exchange may report the non-compliance to the Disciplinary Committee, and the Disciplinary Committee may provide a supplemental grounds of decision to impose further sanctions.

- (3) Where a fine or order for costs of the proceedings has been imposed against a Relevant Person and the Relevant Person does not make payment within the specified period, the outstanding sum shall be a debt payable to Exchange. The Exchange may commence legal action to recover that debt, subject to any subsequent payments made by the Relevant Person. The Exchange shall be entitled to claim reasonable interest, a month after the payment is due, based on the sum outstanding.
- (4) If a fine or order for costs imposed against a sponsor or registered professional remains unpaid 7 days after the deadline, the sponsor or registered professional may be suspended. Any suspension ends upon full payment of the fine.
- (5) The Exchange may allow a stay of execution of the sanctions, or an extension of the relevant timelines when:
- (a) a Relevant Person has filed a notice of appeal against the decision of the Disciplinary Committee;
- (b) if a Relevant Person requires more time to comply with the sanctions imposed; or
- (c) if the Exchange is of the opinion that the circumstances warrant it.

## **PART V APPEALS**

### **Initiation of proceedings**

- 319** (1) A party may appeal the decision of the Disciplinary Committee, or a decision of the Exchange specified under Rule 304(1)(b), by filing a notice of appeal with the Appeals Committee within 14 business days of the relevant decision. An appellant other than the Exchange shall pay a non-refundable administrative fee of \$1,500 when filing a notice of appeal.
- (2) Where a notice of appeal is filed after 14 business days of the relevant decision, the notice of appeal may only be accepted if the delay is accounted for to the satisfaction of the chairman.
- (3) A notice of appeal shall be served on all parties involved, and shall contain the following details:
- (a) the date and reference details of the decision;
- (b) the Relevant Rule of the decision;



- (c) the brief facts relevant to the decision;
- (d) a summary of the decision;
- (e) the sanction imposed by the Disciplinary Committee or the decision taken by the Exchange; and
- (f) a summary of the grounds of appeal which includes:
  - (i) the specific finding which is subject to appeal; and
  - (ii) the reasons in support of the appeal against that finding.

(4) An appeal against a decision by the Disciplinary Committee may only be heard if the chairman is of the opinion that:

- (a) the Disciplinary Committee had acted in bad faith;
- (b) there was procedural unfairness in the Disciplinary Committee's determination of the charges;
- (c) there is fresh evidence, not previously available, which would likely have affected the decision of the Disciplinary Committee;
- (d) the Disciplinary Committee had made a gross error in respect of a finding of fact;
- (e) the Disciplinary Committee had made an error in respect of the interpretation of the Rules; or
- (f) the sanctions imposed are manifestly excessive or inadequate.

(5) An appeal against a decision by the Exchange referred to under Rule 304(1)(b) may only be heard if the chairman is of the opinion that:

- (a) the Exchange had acted in bad faith;
- (b) there was procedural unfairness in the Exchange's determination of the matter; or
- (c) the Exchange had made an error in respect of the interpretation of the Rules.

**320** (1) Upon receipt of the notice of appeal, the chairman shall determine all pre-hearing administrative issues under Rule 304(6) and may issue relevant directions to parties to facilitate the hearing.

- (2) Upon the resolution of all pre-hearing administrative matters under Rule 304(6), the chairman shall provide a notice of hearing which includes the following details:
- (a) the identity of the members of the Appeals Committee who will be present at the hearing;
  - (b) the dates and locations of the hearing;
  - (c) the time parties will be allocated during the hearing;
  - (d) the procedural rules to be complied with at the hearing;
  - (e) the disputed issues to be dealt with at the hearing (where necessary);
  - (f) the witnesses to be called at the hearing (where necessary); and
  - (g) the exhibits which may be relied upon at the hearing (where necessary).
- (3) Upon provision of the notice of hearing under Rule 320(2), parties shall inform the Appeals Committee within 14 business days of the following:
- (a) whether there is any objection to the matters stated in the notice; and
  - (b) whether the party wishes to attend the hearing, and if so, the particulars of the persons who would be attending the hearing.
- (4) Where a party does not respond to a relevant direction issued under Rule 320(1), the party is deemed to have no objection to the relevant direction, and the Appeals Committee may proceed as it deems fit.
- (5) Where a party does not indicate that the party is intending to attend the hearing, the party is deemed to have no intention of attending the hearing and the hearing can proceed in the absence of that party.
- (6) Where objections are raised in relation to any pre-hearing issues, the chairman shall determine the issue and inform parties accordingly. The chairman's determination of a pre-hearing issue shall be final.

### **The hearing**

- 321** (1) The chairman of the Appeals Committee shall determine the manner by which a hearing is to be conducted, having due regard to the notice of hearing issued under Rule 320(2). A hearing before the Appeals Committee may be heard as a rehearing and evidence not previously considered by the Disciplinary Committee may be adduced.
- (2) No member of the Appeals Committee shall participate in an appeal if he has a conflict of interest.
- (3) Where the Appeals Committee is of the opinion that the charge is defective, the Appeals Committee may invite the Exchange to amend the charge, or directly amend the charge.
- (4) An appellant may withdraw an appeal at any time before the decision of the Appeals Committee by providing a notice of discontinuance to the Appeals Committee. Where a Relevant Person withdraws an appeal under this sub-rule and the Appeals Committee is of the opinion that the conduct of the Relevant Person was unreasonable, the Appeals Committee may order that the Relevant Person pay reasonable costs incurred by the Exchange.
- (5) A Relevant Person may be represented by legal counsel at the hearings.
- (6) The secretariat of the Appeals Committee must be informed in writing of the name of the legal counsel at least 14 business days before the hearing of the appeal.

### **The written grounds of the Appeals Committee and sanctions**

- 322** (1) Upon conclusion of the hearing, the Appeals Committee shall within a specified period of no more than 6 weeks, determine if the proceeded charges have been made out or if the decision of the Exchange is to be upheld and provide a written grounds of decision. In coming to a decision, the Appeals Committee may:
- (a) dismiss the appeal;
- (b) uphold, reverse or vary the decision of the Disciplinary Committee or the Exchange;
- (c) uphold, reverse or vary specific findings of the Disciplinary Committee;
- (d) direct that the Exchange take a specific course of action;

(e) vary the sanctions imposed by the Disciplinary Committee; or

(f) issue any other order which it deems appropriate.

(2) Where the Appeals Committee makes a finding that the charge is made out, the Appeals Committee shall also include in the written grounds, the sanctions to be imposed against the Relevant Person. In imposing sanctions, the Appeals Committee shall have all the powers of the Disciplinary Committee under Rule 317.

### **Post-hearing**

**323** (1) The Appeals Committee's written grounds of decision shall be published by the Exchange, unless the sanction imposed involves the issuance of a private warning. Where a private warning is issued by the Appeals Committee, the Appeals Committee shall determine whether the written grounds of decision is to be published, and if so, whether the written grounds of decision is to be published in part or in whole.

(2) Where the Exchange has reason to believe that the requirements imposed or orders issued under Rule 322(2) have not been complied with, the Exchange may report the non-compliance to the Appeals Committee, and the Appeals Committee may provide a supplemental grounds of decision to impose further sanctions.

(3) Where a fine or order for costs of the proceedings has been imposed against a Relevant Person and the Relevant Person does not make payment within the specified period, the outstanding sum shall be a debt payable to Exchange. The Exchange may commence legal action to recover that debt, subject to any subsequent payments made by the Relevant Person. The Exchange shall be entitled to claim reasonable interest, a month after the payment is due, based on the sum outstanding.

(4) If a fine or order for costs imposed against a sponsor or registered professional remains unpaid 7 days after the deadline, the sponsor or registered professional may be suspended. Any suspension ends upon full payment of the fine.

(5) A Relevant Person may apply to the Appeals Committee for an extension of the relevant timelines to comply with sanctions imposed by the Appeals Committee.

(6) A decision of the Appeals Committee shall be final.

## **PART VI MISCELLANEOUS MATTERS**

### **Confidentiality**

**324** Subject to this rule and the continuing disclosure obligations in Chapter 7, the parties to Disciplinary Committee proceedings or Appeals Committee proceedings, their representatives and their advisors shall at all times treat all matters and documents relating to the proceedings as confidential except:

- (1) where all parties to the proceedings have given written consent;
- (2) where a party is directed by a competent authority such as the Authority or the police;
- (3) where a party is directed by a court of competent jurisdiction in Singapore;
- (4) where a party is permitted or directed by the Disciplinary Committee or Appeals Committees;
- (5) where the information is in the public domain; or
- (6) where such disclosure is in connection with the publication by the Exchange of the decision of the Disciplinary Committee or the Appeals Committee.

### **Irregularities**

- 325** (1) No irregularities shall vitiate a decision of the Disciplinary Committee or Appeals Committee unless the irregularity has occasioned a failure of justice.
- (2) Where an irregularity has occasioned a failure of justice in respect of a disciplinary proceeding, the Disciplinary Committee or Appeals Committee may either determine the charge accordingly, or direct that the Exchange re-initiate disciplinary proceeding.
- (3) Where an irregularity has occasioned a failure of justice in respect of a decision of the Exchange, the Appeals Committee may either determine the appeal accordingly, or direct that the Exchange determine the issue afresh.

### **Exclusion of liability**

**326** The Disciplinary Committee and Appeals Committee shall not be liable for performing their functions under this Chapter. This limitation of liability extends to any actions whether in contract or tort or otherwise, and even in the purported performance of a function in good faith.

**Composition sums, fines and costs and Compliance Fund**

**327** All composition sums, fines and costs payable to the Exchange shall be used for investor education and related expenses.

**328** The costs of the Disciplinary Committee, Appeals Committee and their supporting secretariat shall be funded by a SGX Compliance Fund comprising contributions from the Exchange. The monies in the SGX Compliance Fund shall be kept separate from all other property of the Exchange.