

28 September 2018

Dr Thum Ping Tjin [Sent via email]

Registrar of Companies [Sent via email]
Accounting and Corporate Regulatory Authority

Dear Sirs,

Appeal under section 27(12C) of the Companies Act concerning OSEA Pte Ltd

We refer to the appeal letter dated 9 May 2018 of Dr Thum Ping Tjin (“**Dr Thum**”), ACRA’s representations dated 28 May 2018, Dr Thum’s reply representations dated 14 June 2018 and ACRA’s notification dated 9 July 2018. We also refer to MOF’s correspondence to parties which ended on 10 July 2018.

2. Dr Thum’s appeal was made under section 27(12C) of the Companies Act against the decision of the Registrar of Companies (the “**Registrar**”) to refuse the approval of an application to reserve the name “OSEA Pte Ltd” under section 27(12A) of the Companies Act (the “**Application**”). In his appeal, Dr Thum argued that the Registrar’s decision was misguided because, among other things, (a) foreign funding is not “in and of itself” against the national interest,¹ (b) OSEA Pte Ltd (the “**Proposed Company**”) would be “controlled” by Singaporeans,² and (c) the activities of the Proposed Company would be “similar” to other programmes in Singapore.³

3. The Minister notes that in the Registrar’s representations, the Registrar had stated that the Registrar was satisfied that it was contrary to the national interest for the Application to be approved because:⁴

- a. the intended purposes of the Proposed Company were clearly political in nature;
- b. the Proposed Company would be funded by foreign entities and foreigners;
- c. Singapore’s position has always been that foreign interference in its domestic politics is contrary to national interest; and

¹ Dr Thum’s reply dated 14 June 2018 at paras 21 to 22.

² Dr Thum’s reply dated 14 June 2018 at para 22.

³ Dr Thum’s appeal letter dated 9 May 2018 at paras 15 to 29.

⁴ Registrar’s representations dated 28 May 2018.

d. registering the Proposed Company would be contrary to Singapore's national interest as this would amount to allowing foreign entities or foreigners to fund and influence domestic politics in Singapore.

4. Having carefully considered the parties' representations, the Minister notes the following:

- a. Dr Thum does not dispute that the Proposed Company is being set up for political purposes⁵ and that its political activities are intended to be conducted in Singapore, with Singaporeans as the target audience.⁶
- b. Dr Thum does not dispute that the Proposed Company would be funded by foreigners and foreign entities.
- c. In particular, the Proposed Company's parent, Observatory Southeast Asia Ltd ("**OSEA UK**"), a UK entity, had received a grant of up to US\$75,000 on terms imposed by the Foundation Open Society Institute ("**FOSI**") within the Open Society Foundation ("**OSF**").⁷ The grant funds the operations of New Naratif, a website with heavy political content run by OSEA UK which the Proposed Company would provide editorial services for.
- d. Dr Thum does not dispute that OSF has a political agenda.⁸ New Naratif, the beneficiary of the OSF/FOSI grant, held itself out as an "overtly political movement" targeting Southeast Asian urban residents aged 18 and above, with Singapore being its initial market.⁹

5. Singapore's consistent position has always been that politics in Singapore is meant for Singaporeans alone to determine. To protect its sovereignty and safeguard national interests, Singapore takes a strong stance against direct and indirect foreign interference with its domestic politics.

6. Given the circumstances, the Minister notes that the Proposed Company, if allowed to be registered, could provide an avenue for foreigners or foreign entities to influence or interfere with Singapore domestic politics. Such foreign influence or interference can arise from conditions imposed by foreign entities through their direct or indirect funding of the Proposed Company's political activities impacting Singapore.

7. The Minister therefore holds that it was proper and correct for the Registrar to conclude based on the evidence, that the Application must be refused as it is contrary to the national interest for the Proposed Company to be registered. Accordingly, the Minister turns down the appeal.

⁵ Dr Thum's reply dated 14 June 2018 at para 9. See also Registrar's 28 May 2018 representations, para 7.

⁶ Annex D2 of the Registrar's 28 May 2018 representations, s/n 5.

⁷ Annex D of Dr Thum's appeal letter dated 9 May 2018, pg 61-66.

⁸ Dr Thum's reply dated 14 June 2018, para 13.

⁹ Annex D of Dr Thum's appeal letter dated 9 May 2018, pg 52-53.

8. Please note that under section 27(12C) of the Companies Act, the decision of the Minister is final.

Yours faithfully,

Barbara Chua (Ms)
Head (Accountancy And Corporate Regulations)
for Minister for Finance