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Entities Designated  
under the  
Significant  
Investments  
Review Act 2024 of  
Singapore

20 June 2024

**LEGAL  
UPDATE**

# In this Update

The Significant Investments Review Act 2024 of Singapore (“**Act**”) was passed by Parliament on 9 January 2024 and came into force on 28 March 2024. The Act sets out a new investment regime which will regulate significant investments – by both local and foreign investors – into designated entities critical to Singapore’s national security interests (“**Designated Entities**”). As at 31 May 2024, nine (9) such entities have been designated under the Act.

This article sets out a list of the Designated Entities and provides a summary of certain key points, including (a) the exemptions to the Act applicable to certain Designated Entities; and (b) the Minister’s residual powers under the Act over entities which act against national security interests, including those that are not Designated Entities.

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SUMMARY

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KEY FEATURES OF THE ACT

## SUMMARY

The new Act, which we have previously examined [here](#), came into force on 28 March 2024. Under the Act, significant investments by both local and foreign investors into Designated Entities will be regulated. As at 31 May 2024, nine (9) such entities have been designated under the Act:

- (a) ST Logistics Pte. Ltd.;
- (b) Sembcorp Specialised Construction Pte. Ltd.;
- (c) ST Engineering Marine Ltd.;
- (d) ST Engineering Land Systems Ltd.;
- (e) ST Engineering Defence Aviation Services Pte. Ltd.;
- (f) ST Engineering Digital Systems Pte. Ltd.;
- (g) ExxonMobil Asia Pacific Pte. Ltd. (“**ExxonMobil Asia Pacific**”);
- (h) Shell Singapore Pte. Ltd. (“**Shell Singapore**”); and
- (i) Singapore Refining Company Private Limited.

## KEY FEATURES OF THE ACT

1. **Changes in ownership or control of the Designated Entities:**  
The notification or approval obligations for changes in ownership or control of the Designated Entities applies to not only direct, but also indirect, shareholding interests of the Designated Entities. This would, for example, include situations where a buyer into a Designated Entity acquires indirect control of the Designated Entity through other means, for example, through contractual rights and obtaining control over rights attached to the equity interest.
2. **Exemptions to the Act:** Under the Act, the Minister may, by order in the Government Gazette, exempt any person from all or any of the provisions of this Act, either generally or in a particular case and subject to such conditions as the Minister may impose. As at 31 May 2024, the Minister has granted certain exemptions to the Act (subject to specified conditions) in respect of:
  - a. ExxonMobil Asia Pacific, which includes (i) the notification and approval obligations for specified changes in ownership or control under sections 18(1), 19(1)(a) and 19(1)(b) of the Act and (ii) the approval obligations under section 19(4) of the Act for any acquisition, as a going concern, of the business or

undertaking of (or any part of) ExxonMobil Asia Pacific that does not consist of or include any interest in any asset used in the manufacture or production in Singapore of any heating fuel or transportation fuel ([link](#)); and

- b. Shell Singapore, which includes the approval obligations under section 19(4) of the Act for any acquisition, as a going concern, of the business or undertaking of (or any part of) Shell Singapore that does not consist of or include any interest in any asset used in the manufacture or production in Singapore of any heating fuel or transportation fuel ([link](#)).
3. **No retrospective effect on Designated Entities:** The Act does not apply retrospectively and the provisions in the Act that apply to Designated Entities will take effect only after an entity is designated.
4. **Entities that have acted against national security interests:** Besides the regulation of the Designated Entities, the Minister has residual powers under the Act to review transactions involving non-designated entities within a period extending up to two (2) years post-closing of a transaction if such entity has acted against the national security interests of Singapore. This applies to entities which: (a) are incorporated, formed or established in Singapore; (b) carry out any activity in Singapore; or (c) provide any goods and services to any person in Singapore. Following such review, the Minister may, amongst other things, direct the transfer or disposal of all or any equity interest, control of voting power, or business or undertaking in the entity held by the buyer or its associates, or to restrict the disclosure of any information relating to the affairs of such entity to any person.

The Designated Entities are the first group of entities to be designated under the Act, and more entities may be included by the Office of Significant Investments Review over time. Once an entity has been designated under the Act, it will remain so unless cancelled in accordance with the Act. That said, before the Minister designates any entity as a designated entity under the Act, the Minister has to give the entity notice of its intention to do so and provide the entity at least fourteen (14) days to make submissions in response to the proposed designation to the Minister.

## REFERENCE

Please click [here](#) to access the Act.

Please click [here](#) to access the list of designated entities listed on the website of the Office of Significant Investments Review.

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