

Application for Transfer of Registration under Section 358(1)¹

Company Information

| | | | |
|--|---|---|---|
| Proposed Company Name (Name Applications are subject to review and referral which may take 14 days to 60 days to process) | | | |
| Company Type (Please select) | <input type="checkbox"/> Public Company Limited by Shares <input type="checkbox"/> Private Company Limited by Shares | | |
| Suffix (Please select) | Public Company Limited by Shares | <input type="checkbox"/> Limited <input type="checkbox"/> (Limited) | <input type="checkbox"/> Ltd. <input type="checkbox"/> (Ltd.) |
| | Private Company Limited by Shares | <input type="checkbox"/> Private Limited <input type="checkbox"/> Private Ltd. <input type="checkbox"/> Pte. Limited <input type="checkbox"/> Pte. Ltd. <input type="checkbox"/> (Private Limited) <input type="checkbox"/> (Private Ltd.) | <input type="checkbox"/> (Private) Limited <input type="checkbox"/> (Private) Ltd. <input type="checkbox"/> (Pte. Limited) <input type="checkbox"/> (Pte. Ltd.) <input type="checkbox"/> (Pte.) Limited <input type="checkbox"/> (Pte.) Ltd. |

Company Activity (*Singapore Standard Industrial Classification or SSIC codes can be found at www.acra.gov.sg > Find SSIC Code for Business Activities*)

| | |
|---|--|
| Primary Singapore Standard Industrial Classification (SSIC) Activity Code and Description | |
| Primary User-Described Activity | |
| Secondary Singapore Standard Industrial Classification (SSIC) Activity Code and Description | |
| Secondary User-Described Activity | |

In-Principle Approval (IPA) from Referral Authorities

(Applicable if company has obtained IPA from other Authorities)

| | |
|---|--------------------------------------|
| Name of Referral Authority | |
| Attachment (IPA from Referral Authority) | <input type="checkbox"/> As enclosed |

¹ Before making this application, you may wish to read Part XA of the Companies Act and the Companies (Transfer of Registration) Regulations 2017. Please send the completed application form to RSD_application@acra.gov.sg. ACRA will assist you by uploading the information submitted in this form to Bizfile+ for this application to be processed as an application via Bizfile+. Accordingly, the laws applicable to a lodgement via Bizfile+ and the terms and conditions of Bizfile+ apply.

| Registration History Prior to Intended Registration in Singapore | |
|--|--|
| Country/Region of Registration (include last 3 countries in chronological order as applicable) | 1. |
| | 2. |
| | 3. |
| Registered Name on Deregistration (include last 3 names in chronological order as applicable) | 1. |
| | 2. |
| | 3. |
| Date of Registration in place of jurisdiction (include last 3 dates in chronological order as applicable) | 1. |
| | 2. |
| | 3. |
| Country/Region of Original Incorporation/Registration | |
| Date of Original Incorporation/Registration | |
| Name on Deregistration at Country/Region of Original Incorporation/Registration | |
| Date of Deregistration at Country/Region of Original Incorporation/Registration | |
| Particulars of the foreign corporate entity | |
| Name of foreign corporate entity | |
| Address of the foreign corporate entity's registered office in its place of incorporation ² | |
| Date of the end of the last financial year of the foreign corporate entity ³ | |
| Proposed company's intended date of first financial year end after transfer of registration | |
| Proposed company's Financial Year Period | <input type="checkbox"/> 12 months <input type="checkbox"/> 52-week accounting period |
| Is the foreign corporate entity registered as a foreign company under the Companies Act? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| If yes, indicate name and UEN of the foreign company | |

² In this form, "place of incorporation" means, in the case of a foreign corporate entity that had transferred its domicile after its original incorporation, the jurisdiction where the foreign corporate entity is domiciled at the time it applies for registration.

³ This date must be before the date of this application.

Particulars of Proposed Company Officers/ Directors/ Shareholders*

Individual

| | Position(s) Held - CEO - Director - Secretary - Managing Director - Auditor (Corporate only) - Shareholder (Please indicate individual or corporate) (May indicate more than 1 position) | Identification No. | Identification Type (NRIC(Citizen)/ NRIC(PR)/FIN/ Passport/Others) | Name | Nationality/ Citizenship | Address (residential address is required for all position holders save that auditor/ shareholder need not provide residential address) | Alternate Address (not applicable for auditor/ shareholder) | i) Date of Birth ii) Occupation (applicable for shareholder) | Mobile Contact Number | Email Address |
|----|--|--------------------|---|------|-----------------------------|---|--|--|-----------------------|---------------|
| 1 | | | | | | | | | | |
| 2 | | | | | | | | | | |
| 3 | | | | | | | | | | |
| 4 | | | | | | | | | | |
| 5 | | | | | | | | | | |
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| 13 | | | | | | | | | | |
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| 22 | | | | | | | | | | |
| 23 | | | | | | | | | | |
| 24 | | | | | | | | | | |
| 25 | | | | | | | | | | |

Add rows if required

* If the foreign corporate entity is listed, particulars of only the single largest shareholder must be provided and particulars of other shareholders should not be provided.

| Share Capital Details | | | | | | | | | | | |
|-----------------------|----------|---|------------------|------------|--------|--------------------------------|------------|--------|---------------------------------|------------|--------|
| S/No | Currency | Shares Payable (In cash/ Otherwise than in cash/ Both) | Number of Shares | | | Amount of Issued Share Capital | | | Amount of Paid Up Share Capital | | |
| | | | Ordinary | Preference | Others | Ordinary | Preference | Others | Ordinary | Preference | Others |
| 1 | | | | | | | | | | | |
| 2 | | | | | | | | | | | |

Add rows if required

| Required if Shares Payable is “Otherwise than in cash” or “Both” | |
|--|---|
| Method of Allotment (Please select) | <input type="checkbox"/> Pursuant to a contract in writing <input type="checkbox"/> Pursuant to a contract not reduced to writing <input type="checkbox"/> Pursuant to a provision in the constitution <input type="checkbox"/> In satisfaction of a dividend in favour of, but not payable in cash to, the shareholder or in pursuance of the application of monies held in an account or reserve in paying up unissued shares to which the shareholders have become entitled <input type="checkbox"/> Pursuant to a scheme of arrangement approved by the Court |
| Attachment | <input type="checkbox"/> As enclosed |
| Details | |

| Sub-Class of Shares (if any) | | | | |
|------------------------------|----------|------------------|------------|--------|
| Sub-Class (A to H) | Currency | Number of shares | | |
| | | Ordinary | Preference | Others |
| Sub-Class [] | | | | |
| | | | | |

Add Sub-Class, if required.

| Shareholder Details* | | | | | | | | |
|----------------------|---------------------|----------|--|---------------------|------------------------------------|------------------------------|----------------------------------|---|
| S/N | Name of Shareholder | Currency | Class of Share (<i>Ordinary/ Preference/Others</i>) | Number of Shares | Amount of Paid Up Share Capital | Sub- class (<i>A-H</i>) | No of shares for sub class | Name of the trust (<i>if any</i>) |
| 1 | | | | | | | | |
| 2 | | | | | | | | |
| 3 | | | | | | | | |
| 4 | | | | | | | | |
| 5 | | | | | | | | |

Add shareholdings, if required.

* If the foreign corporate entity is listed, particulars of only the single largest shareholder must be provided and particulars of other shareholders should not be provided.

| Group Share Allotment (if any) | | | | | | | |
|---------------------------------|----------|--|---------------------|---------------------------------------|---------------------|------------------|-------------------------------------|
| Group Name (A-Z) | Currency | Class of Share (<i>Ordinary/ Preference/Others</i>) | Number of Shares | Amount of Paid Up Share Capital | Sub- class (A-H) | No. of shares | Name of the trust (<i>if any</i>) |
| Group [] | | | | | | | |
| | | | | | | | |

Add Group, if required.

| List of Shareholders* in Group | | | |
|--------------------------------|-------------------|---------------------|------------|
| | Identification No | Name of shareholder | Group Name |
| 1 | | | |
| 2 | | | |
| 3 | | | |
| 4 | | | |

Add rows if required

*Shareholder details are not required if the foreign corporate entity is listed

| Registered Office and Constitution | |
|--|--|
| Registered Office Address in Singapore | |
| Working Days and Hours (Please select) | <input type="checkbox"/> At least 5 hours during ordinary business hours on each business day <input type="checkbox"/> At least 3 hours but less than 5 hours during ordinary business hours on each business day |
| Constitution ⁴ | <input type="checkbox"/> Attach Constitution |
| MINIMUM REQUIREMENTS | |
| Size <i>(Please select under A or B)</i> | |
| <u>A</u> | |
| <input type="checkbox"/> Foreign corporate entity meets at least 2 of the following (i), (ii) and (iii): <ul style="list-style-type: none"> <input type="checkbox"/> (i) the value of the foreign corporate entity's total assets exceeds \$10 million⁵ <input type="checkbox"/> (ii) the annual revenue of the foreign corporate entity exceeds \$10 million⁶ <input type="checkbox"/> (iii) the foreign corporate entity has more than 50 employees⁷ <input type="checkbox"/> The foreign corporate entity undertakes to provide a copy of audited financial statements of last financial year, if required by the Registrar. | |
| OR | |
| <u>B</u> | |
| <input type="checkbox"/> Foreign corporate entity is a subsidiary and its parent⁸ meets at least 2 of the following (i), (ii) and (iii): <ul style="list-style-type: none"> <input type="checkbox"/> (i) the value of consolidated total assets of the group exceeds \$10 million <input type="checkbox"/> (ii) the consolidated annual revenue of the group exceeds \$10 million <input type="checkbox"/> (iii) the group has an aggregate number of employees of more than 50 <input type="checkbox"/> The foreign corporate entity undertakes to provide a copy of parent's audited financial statements of last financial year, if required by the Registrar. | |
| Name of Parent | |
| UEN of Parent (if already incorporated in Singapore) | |

⁴ The proposed constitution should not include details of subscribers and the number of shares taken by subscribers (section 22 of the Companies Act read with Regulation 8 of the Companies (Transfer of Registration) Regulations 2017).

⁵ Consolidated value if the foreign corporate entity is a parent

⁶ Consolidated value if the foreign corporate entity is a parent

⁷ Assessed at a group level if the foreign corporate entity is a parent

⁸ Parent must be: (a) a parent which is applying together with the applicant, in which case the application will not be approved if the parent's application is unsuccessful; or (b) a parent which is already incorporated in Singapore.

Solvency
(Please select under A or B)

A

all the directors of the foreign corporate entity have formed the opinion that the foreign corporate entity meets the minimum requirements mentioned in regulation 7(1)(b), (c) and (d) of the Companies (Transfer of Registration) Regulations 2017; or

OR

B

the foreign corporate entity satisfies regulation 7(5) in that it intends to make, upon registration as a company under the Companies Act, an application to court under section 210(1), 211B(1), 211C(1), 211I(1) or 227B of the Companies Act.

Other Minimum Requirements
(Tick to confirm that these requirements are satisfied)

the foreign corporate entity is authorised to transfer its incorporation under the law of its place of incorporation;

the foreign corporate entity has complied with the requirements of the law of its place of incorporation in relation to the transfer of its incorporation;

the application for registration under section 358(1) of the Act is —
(i) not intended to defraud existing creditors of the foreign corporate entity; and
(ii) made in good faith;

no receiver, or receiver and manager, is in possession of, or has control over, any property of the foreign corporate entity and no proceeding to appoint a receiver, or receiver and manager, in respect of any property of the foreign corporate entity is ongoing or pending;

the foreign corporate entity is not under judicial management and no proceeding to place the foreign corporate entity under judicial management is ongoing or pending;

no compromise or arrangement made between the foreign corporate entity and another person or other persons is being administered and no proceeding to place the foreign corporate entity under any compromise or arrangement is ongoing or pending;

the foreign corporate entity is not in liquidation or being wound up and no proceeding for liquidation or winding up against the foreign corporate entity is ongoing or pending; and

no other judicial or administrative proceeding under a law relating to insolvency or adjustment of debt, in which the property or affairs of the foreign corporate entity are or would be subject to control or supervision by a judicial or administrative authority for the purpose of reorganisation or liquidation, is ongoing or pending.

Documents Required

(Each document must be in PDF format and less than 5mb in size)

Certified copy of the charter, statute, constitution or memorandum or articles or other instrument constituting or defining its constitution (if any), in its place of incorporation.

If no such instrument applies to the foreign corporate entity then please tick here:

Certified copy of the certificate of incorporation of the foreign corporate entity in its place of incorporation; or a document of similar effect to the certificate of incorporation of the foreign corporate entity in its place of incorporation

Declaration in writing signed by all the directors⁹ of the foreign corporate entity :

- i. that the foreign corporate entity is a body corporate and meets the minimum requirements mentioned in regulation 7(1)(a) and (e) to (l) of the Companies (Transfer of Registration) Regulations 2017.
- ii. either
 - (a) that they have formed the opinion that the foreign corporate entity meets the minimum requirements mentioned in regulation 7(1)(b), (c) and (d) of the Companies (Transfer of Registration) Regulations 2017; or
 - (b) that the foreign corporate entity satisfies regulation 7(5) in that it intends to make, upon registration as a company under the Companies Act, an application to court under section 210(1), 211B(1), 211C(1), 211I(1) or 227B of the Companies Act.¹⁰

Declaration titled "Declaration (Lodger)"¹¹

AND

If this application is filed by Corporate Service Provider:

Declaration titled "Declaration (Corporate Service Provider)"¹² by the corporate service provider.

OR

If this application is filed by Director/ Secretary:

Declaration titled "Declaration (Director)"¹³ by **each** proposed director of the company

Declaration titled "Declaration (Secretary)"¹⁴ by **each** proposed secretary of the company (if applicable)

If no secretary has been named in this form please tick here to indicate: ¹⁵

Important for Applicant to note

You may wish to note that, amongst other obligations and effects:

- a. upon successful application of transfer of registration, any share warrant, stating that the bearer of the warrant is entitled to the shares specified in the warrant and enabling the shares to be transferred by delivery of the warrant, that had been issued by the foreign corporate entity before the date of registration of the company is void.

⁹ "director", in relation to a foreign corporate entity, includes any person occupying the position of director of the foreign corporate entity by whatever name called and includes a person in accordance with whose directions or instructions the directors or the majority of the directors of the foreign corporate entity are accustomed to act and an alternate or substitute director. The declarations must be the same as the wordings listed in this form.

¹⁰ Please include the available details of the intended application to court.

¹¹ Please refer to page 15 of this application form for Declaration (Lodger).

¹² Please refer to page 12 of this application form for Declaration (Corporate Service Provider).

¹³ Please refer to page 13 of this application form for Declaration (Director).

¹⁴ Please refer to page 14 of this application form for Declaration (Secretary).

¹⁵ Company secretary to be appointed within 6 months from date of registration.

- b. a document evidencing that the foreign corporate entity has been de-registered in its place of incorporation must be submitted to the Registrar within 60 days after the issuance of the notice of transfer of registration. You may apply to the Registrar for extension of time to provide this document. Failure to provide this document within the specified time period may result in revocation of the registration of the company.
- c. If the foreign corporate entity was registered as a foreign company under Division 2 of Part XI of the Companies Act, the foreign company will cease to be registered from the date of registration specified in the notice of transfer of registration.

Declaration (Corporate Service Provider)

_____ (Name of Professional Body/ Service Bureau/ Corporate Service Provider),

_____ (UEN) declare that:

Section A

1. Each director has given his/her consent to act as director and is not debarred or disqualified to act as a director under the Companies Act. Each director, if required by the constitution by which the company proposes to be registered to hold a specific share qualification:
 - has agreed to take a specified number of shares, not less than his/her qualification;
 - has undertaken to take from the company and pay for his/her qualification shares; or
 - has had a specified number of shares, not less than his/her qualification, registered in his/her name.

2. Each secretary has given his/her consent to act as a secretary, is not debarred to act as a secretary under the Companies Act, and if required by law, is a qualified person under the Companies Act.

Name of individual: _____

Identification Number: _____

Signature: _____

Date: _____

Declaration (Director)

I, _____ <<Name of proposed director>>, _____ <<Identification number >>, declare that:

Section A

1. I consent to act as a director of the above company with effect from its date of registration under the Companies Act.

2. I shall be personally responsible for the discharge of all obligations attached to the company under the Companies Act.

3. I am not disqualified from acting as director in that:

a. I am at least 18 years of age, of full capacity and I am not an undischarged bankrupt in Singapore or any other foreign jurisdiction.

b. There is no disqualification order made by the High Court of Singapore against me currently in force.

c. Within a period of 5 years preceding the date of this statement, I have

i. not been convicted, in Singapore or elsewhere, of any offence involving fraud or dishonesty punishable on conviction with imprisonment of 3 months or more;*

ii. not been convicted of 3 or more offences under the Companies Act relating to the requirements of:

aa. filing any returns, accounts or other documents with the Registrar of Companies, or

bb. giving notice of any matter to the Registrar of Companies; and

iii. not had 3 or more orders of the High Court of Singapore made against me in relation to such requirements in (ii).

**Where the disqualified person is sentenced to imprisonment, his disqualification takes effect on conviction and continues for a period of 5 years after his release from prison.*

4. I am not debarred under section 155B of the Companies Act from acting as a director.

5. If required by the constitution by which the company proposes to be registered to hold a specific share qualification,

- I have agreed to take a specified number of shares, not less than my qualification;

- I have undertaken to take from the company and pay for my qualification shares; or

- a specified number of shares, not less than my qualification, has been registered in my name.

Signature: _____

Date: _____

Declaration (Secretary)

I, _____ <<Name of proposed secretary>>, _____ <<Identification number >>, declare that:

Section A

1. I consent to act as a secretary of the above company with effect from its date of registration under the Companies Act.
2. I am not debarred under section 155B of the Companies Act from acting as a secretary.
3. I am a qualified person under section 171(1AA) of the Companies Act by virtue of my being*:
 - a. A secretary of a company for at least 3 of the 5 years immediately preceding my appointment as secretary of the above named company.
 - b. A qualified person under the Legal Profession Act (Cap. 161).
 - c. A public accountant.
 - d. A member of the Institute of Certified Public Accountants of Singapore.
 - e. A member of the Chartered Secretaries Institute of Singapore.
 - f. A member of the Association of International Accountants (Singapore Branch).
 - g. A member of the Institute of Company Accountants, Singapore.

**check where applicable.*

Note: Paragraph (3) to be completed by secretaries of public companies only.

Signature: _____

Date: _____

Declaration (Lodger)

I declare the above information submitted is true and correct to the best of my knowledge.

I am aware I may be liable to prosecution if I submit any false or misleading information in this form.

Name of Lodger: _____

NRIC No: _____

Mobile Number: _____

Email Address: _____

Signature: _____

Date of Submission: _____

Payment Details

1. A non-refundable fee of **SGD1,000** for Transfer of Registration is payable. (Cheque or cash payment is not acceptable)
2. Please attach a copy of this application form *i.e. PDF format* and make payment via www.bizfile.gov.sg > eServices > General Lodgement and select under **Category** - 'Business Entity Related' followed by **Type of Document** - 'Transfer of Registration'.
3. Please be reminded to email the rest of your supporting documents to RSD_Application@acra.gov.sg after you have lodged the application. An officer will contact you after we receive the Transfer of Registration application form and all the necessary supporting documents.

For Official Use Only

Accepted by: _____

(Name of Officer)

Receipt No. : _____ Date: _____

Updated by: _____

(Name of Officer, Date)

Conditions imposed by the Registrar under section 359(2) of the Companies Act, if any:

Updated as of 22 May 2020