

No. S 69

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

In exercise of the power conferred by section 164 of the International Business Companies Order, 2000, the Minister of Finance, with the approval of His Majesty the Sultan and Yang Di-Pertuan, hereby makes the following Regulations —

PART I

PRELIMINARY

Citation and commencement.

1. These Regulations may be cited as the International Business Companies Regulations, 2000 and shall commence on the day appointed for the commencement of the International Business Companies Order, 2000.

Interpretation.

2. In these Regulations, unless the context otherwise requires —

"authorised officer" means an officer of a registered agent approved in writing notified to the Registrar and authorised to sign on behalf of the registered agent;

"prescribed form" means a form prescribed by these Regulations.

PART II

FEES

Fees and penalties.

3. (1) The fees and penalties set out in the third column of the First Schedule are prescribed as the fees and penalties applicable to the items respectively set forth in the second column of the First Schedule.

(2) A company incorporated, registered or continued under the Order continues to be liable for all fees, and penalties payable under this Order, notwithstanding that the name of the company has been struck off the Register and all those fees and penalties have priority to all other claims against the assets of the company. The Registrar may refuse to take any action required of him under this Order for which a fee is prescribed until all fees and penalties have been paid.

PART III

FORMS

Forms.

4. (1) The forms set out in the Second Schedule are prescribed as the forms to be used for the purposes of the Order.

(2) Unless the Registrar specifically so requires, strict compliance with the prescribed forms is not required and substantial compliance is sufficient.

Particulars prescribed by forms.

5. Where a prescribed form requires completion by insertion or attachment referred to in the form, the content of those insertions and attachments are prescribed as the particulars or other matters required under the provisions of the Order for the purposes for which the form is prescribed.

Directions in forms.

6. A prescribed form shall be completed in accordance with such directions as are specified in the form.

PART IV

GENERAL PROVISIONS RELATING TO FORMS AND OTHER DOCUMENTS

General requirements for documents lodged with Registrar.

7. (1) A document to be lodged with the Registrar shall —

(a) be on paper of medium weight, good quality and of international sheet A4 size;

(b) be clearly printed or otherwise produced in a manner that is permanent;

and may with Registrar's consent be a facsimile or electronically reproduced.

(2) The prescribed fee payable to the Registrar in respect of the lodgement of a document with the Registrar shall be paid at the time the document is lodged.

(3) Where a fee is payable for or in respect of the lodgement of document with the Registrar and the document is submitted for lodgement without payment of the fee, the document is deemed not to have been lodged until the fee has been paid.

Verification and certification of documents.

8. (1) For the purposes of the Order and these Regulations, a copy of any document which requires verification shall be verified by a certificate by a person certifying that he has compared the copy with the original document and that it is a true copy of the document of which it purports to be a copy.

(2) For the purposes of section 27(1)(c) of the Order, a memorandum giving particulars of a material contract not reduced into writing shall be verified by a certificate by a director, manager or secretary of the corporation concerned declaring —

- (a) that he is familiar with the particulars of the contract; and
- (b) that the memorandum contains full and correct particulars of the contract.

(3) For the purposes of section 134(2)(a) of the Order, a certified copy of a document referred to in that paragraph is a copy that has, within the period of three months immediately preceding the day on which it is lodged with the Registrar or within such longer period as the Registrar permits, been certified to be a true copy by an official holding or purporting to hold an office corresponding to that of the Registrar in the country or part thereof in which the foreign company concerned is formed or incorporated.

(4) For the purposes of section 134(2)(b) of the Order, a certified copy of a document referred to in that paragraph is a copy that has, within the period of three months immediately preceding the day on which it is lodged with the Registrar or within such longer period as the Registrar permits, been certified to be a true copy —

- (a) by an official holding or purporting to hold an office corresponding to that of the Registrar in the country or part thereof in which the foreign company concerned is formed or incorporated;
- (b) by a notary public; or
- (c) by a director, manager or secretary of the foreign company by affidavit or, in the case of a foreign company formed or incorporated within the Commonwealth, by statutory declaration made by a director, manager or secretary of the foreign company.

(5) For the purposes of section 134(2)(e) of the Order, the manner of verification of a memorandum of appointment or power of attorney is by affidavit or, in the case of a foreign company formed or incorporated within the Commonwealth by statutory declaration, by a person verifying that he was present and did see —

- (a) the seal of the foreign company duly affixed to the memorandum of appointment or power of attorney; or

- (b) the memorandum of appointment or power of attorney duly executed on behalf of the foreign company in such manner as to be binding on the company.

(6) For the purposes of section 134(4) of the Order, the manner of verification by statutory declaration of a copy of the deed or document referred to in that subsection is by statutory declaration by a director, manager or secretary of, or by the agent of, the foreign company declaring that he has compared the copy with the original deed or document and that it is a true copy of the deed or document of which it purports to be a copy.

Agents' authorities to be lodged.

9. (1) Where a copy of a prospectus registered with the Registrar under section 27(1) of the Order is signed by an agent of a director or proposed director authorised in writing, the authority or a verified copy of the authority shall be annexed to the copy of the prospectus lodged with the Registrar.

(2) Where a consent of a person to act as a director is signed by an agent of that person authorised in writing for the purpose, the authority or a verified copy of the authority shall be annexed to the consent and be held at the registered office.

Forms for receivership and winding-up.

10. Where an IBC is placed under receivership or is to be wound-up, the forms prescribed pursuant to the Companies Act (Chapter 39) in relation to receivership and winding-up of a company limited by shares shall, subject to such modification and adaptation as may be necessary, apply to the receivership or winding-up of such IBC.

Documents to be lodged where change or alteration made in foreign international company.

11. For the purposes of section 137(1) of the Order, the documents which a foreign international company is required to lodge with the Registrar are as follows —

- (a) where any change or alteration is made in the charter, statute, memorandum or articles of the foreign company or other instrument relating to the company, a copy of the instrument effecting the change or alteration or a copy of the charter, statute, memorandum, articles or other instrument as changed or altered, in either case being a copy certified to be a true copy in the same manner as a certified copy referred to in section 134(2)(b) of the Order is certified under regulation 8(4) of these Regulations to be a true copy;
- (b) where any change or alteration is made in the name of the foreign international company, a copy of the certificate of its incorporation or registration in its place of incorporation or origin or a document of similar

effect (being a certificate or document evidencing the change or alteration) or where there is no such certificate or document, a copy of the instrument effecting the change or alteration, in either case being a copy certified to be a true copy in the same manner as a certified copy referred to in section 134(2)(a) of the Order is certified under regulation 8(3) of these Regulations to be a true copy;

- (c) where any change or alteration is made in the powers of any directors resident in Brunei Darussalam who are members of the local board of directors of the foreign international company, a memorandum duly executed by or on behalf of the foreign international company stating the powers of the local directors as changed or altered; and
- (d) where the change is of the registered agent, a copy of the memorandum of appointment or power of attorney appointing a new registered agent under the seal of the foreign company verified in accordance with regulation 8(1) of these Regulations.

Time for lodging documents.

12. Where a document is required by the Order to be lodged with the Registrar, and no time period within which the document is to be lodged is prescribed, the document shall be lodged within one month or, in the case of a document required to be lodged by a foreign company, within such further period as the Registrar may in special circumstances allow after the happening of the event to which the document relates.

Affidavit and statutory declaration.

13. (1) Except as otherwise provided in the Order or these Regulations, an affidavit or statutory declaration sworn or declared for the purposes of the Order or these Regulations shall —

- (a) on behalf of an IBC, be made by a director or a resident secretary of the company; and
- (b) on behalf of a foreign company, be made by a director or secretary of the company, or an officer of the registered agent which is appointed as agent of the company.

(2) Where an affidavit or a statutory declaration prescribed by the Order or these Regulations purports to be sworn or declared at a place outside Brunei Darussalam, the affidavit or statutory declaration shall be sufficient for the purposes of the Order and these Regulations if it purports to be sworn or declared in accordance with the requirements of the law of that place.

Signature of documents lodged with Registrar.

14. Except as otherwise provided in the Order or these Regulations, a document to be lodged with the Registrar under the Order or these Regulations shall —

- (a) in relation to an IBC, be signed or authenticated by a director, authorised officer or resident secretary of the company; and
- (b) in relation to a foreign company, be signed or authenticated by a director or secretary of the company, or an officer of the registered agent which is appointed as agent of the company.

FIRST SCHEDULE
(regulation 3)

FEES AND PENALTIES
UNDER THE INTERNATIONAL BUSINESS COMPANIES ORDER, 2000

All fees and penalties are stated in United States dollars.

NO.	ITEM	FEE/PENALTY (United States dollars)
1.	upon the registration by the Registrar of a company incorporated under Part III of the Order	\$500
2.	on or before the first anniversary of the incorporation under Part III, registration under Part XI, or conversion under Part XII of a company under the Order, and on or before each succeeding such anniversary, a renewal fee of	\$400

FIRST SCHEDULE (Continued)

NO.	ITEM	FEE/PENALTY (United States dollars)
3.	where any renewal fee referred to in paragraph (b) is paid after the expiry of sixty days from any such anniversary (without prejudice to any other fee chargeable or any other action which may be taken by the Registrar), penalty	\$200
4.	upon registration of any copy of a resolution of members or a resolution of directors required to be filed under the Order	\$75

5.	upon the registration of articles of merger or consolidation	\$1,000
6.	upon the registration of articles of arrangement	\$1,000
7.	upon the issue by the Registrar of a duplicate, or certified copy of a certificate of incorporation, merger, consolidation, arrangement, continuation, dissolution, discontinuance or good standing	\$30
8.	upon the issue by the Registrar of a copy or extract, whether or not certified, of a document or part of a document, other than a certificate of incorporation, merger, consolidation, arrangement, continuation, dissolution, discontinuance or good standing, per A4 sheet	\$1
9.	for an inspection of the documents kept by the Registrar pursuant to this Order, on each occasion	\$25
10.	upon restoration by the Registrar to the Register of a company incorporated under this Order, the name of which was struck off the Register —	
	(i) if the restoration is applied for within six months immediately following the striking of the name off the Register	\$500
	(ii) if the restoration is applied for more than six months immediately following the striking of the name off the Register	\$1,000
11.	for the reservation of a name under section 14 of the Order	\$25

FIRST SCHEDULE (Continued)

NO.	ITEM	FEE/PENALTY (United States dollars)
12.	upon submission to the Registrar of documents referred to in section 144 of the Order in relation to conversion of a foreign company into an IBC	\$250
13.	upon filing for the registration of a foreign company under Part XI of the Order	\$500
14.	upon the registration by the Registrar of a notice of increase or decrease of authorised capital of a company incorporated or registered under this Order	\$75

15.	upon a company incorporated under this Order continuing its incorporation under the laws of another jurisdiction	\$500
16.	on a company newly or already incorporated, registered or converted under the Order becoming a Dedicated Cell Company	\$250
17.	upon filing any document referred to in Part IX Division 3 of the Order	\$100
18.	for a certificate of good standing under section 163 of the Order	\$75
19.	for determining any matter in relation to creditors and issuing any direction required under sections 43(4) and (5) of the Order, per application/direction	\$150
20.	for any application or document not mentioned above, save as the Registrar at his discretion may require a lesser payment where the circumstances so justify	\$75

SECOND SCHEDULE
(regulation 4)

Section No.	Description of Form	Form No.
Section 95(4)	Application for approval as approved auditor	1
Section 95(4)	Approval of an approved auditor	2
Section 95(3)	Particulars of change in particulars of approved auditor	3
Sections 10 and 11	Certificate of due diligence and compliance	4
Section 11(3)	Certificate of incorporation of international business company	5

Section No.	Description of Form	Form No.
Section 145(3)	Certificate of conversion of foreign company into an IBC in Brunei Darussalam	6
Section 134(3)	Certificate of registration of foreign international company	7
Sections 13(1) and 14(1)	Application for approval [and reservation] of name	8
Section 13(6)	Certificate of incorporation on change of name of IBC	9
Sections 15(2), 43(3) and 62(5)	Notice of resolution	10
Section 27	Certificate of registration of prospectus	11
Section 35(1)	Return of allotment of shares	12
Section 43(8)	Notice of increase in share capital	13
Section 43(8)	Notice of reduction in share capital	14
Section 43(9)	Certificate of Registrar confirming reduction of share capital	14A
Section 115(1)(b)	Statement of particulars in respect of charge	15
Section 120(1)	Memorandum of satisfaction of charge	16
Section 19(4)	Annual return of International Business Company	17
Section 94(3)	Notice of appointment of auditor	18

SECOND SCHEDULE (Continued)
(regulation 4)

Section No.	Description of Form	Form No.
Section 95(3)	Notice of change of auditor	19
Section 125(7)	Certificate of registration of articles of arrangement	20
Sections 134(2)(f) and (g)	Certificate by registered agent of foreign company	21
Section 137(1)	Notice of change relating to foreign international company	22
Section 139	Notice by foreign international company of cessation of business	23

Section 140(1)(a)	Notice by registered agent of foreign international company of liquidation or dissolution	24
Section 142(1)	Annual return of foreign international company	25
Sections 136(1) and (2)	Notice of situation of registered office and of changes	26

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 1

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 95(4))**

APPLICATION FOR APPROVAL AS APPROVED AUDITOR

(NOTE – If space is insufficient to provide details, please attach annexure(s). Any such annexure(s) should be identified as such and signed by the signatory to this application).

To:
The Authority,
International Business Companies Order,
Brunei Darussalam.

Application is made for approval as an approved auditor pursuant to section 95(4) of the International Business Companies Order, 2000 and the following statements are made in respect thereof:

1. (a) Name of firm:
- (b) Date constituted:
- (c) Address:
.....
- (d) Telephone No.:
- (e) Fax No.:
- (f) E-mail:
- (g) The full names, addresses and qualifications of all the partners of the firm are as follows attached as Schedule I

Full Name	
Residential Address	
Qualification(s)	

Full Name	
Residential Address	
Qualification(s)	

Full Name	
Residential Address	
Qualification(s)	

2. Has the applicant or any partner of the applicant been —

- (a) licensed, registered or otherwise authorised to carry on any trade, business or profession in Brunei Darussalam or elsewhere?
(Answer “Yes” or “No”. If “Yes”, give details):

.....

(b) refused the right to carry on any trade, business or profession for which a specific licence, registration or other authority is required in Brunei Darussalam or elsewhere?

(Answer "Yes" or "No". If "Yes", give details):

.....
.....

(c) subjected to any form of disciplinary-action by a professional body of which he is or was a member?

(Answer "Yes" or "No". If "Yes", give details):

.....
.....
.....

3. If the head office of the applicant is not in Brunei Darussalam, give details relating to address telephone and fax numbers and e-mail of office in Brunei Darussalam (if any):

.....
.....
.....

4. Has any partner of the applicant ever —

(a) been convicted of any offence, other than a traffic offence, in Brunei Darussalam or elsewhere?

(Answer "Yes" or "No". If "Yes", give details):

.....
.....
.....

(b) had judgement given against him in any civil proceedings, where in fraud was alleged, in Brunei Darussalam or elsewhere?

(Answer "Yes" or "No". If "Yes", give details):

.....
.....
.....

(c) at any time been declared bankrupt, or compounded with or made an assignment for the benefit of his creditors in Brunei Darussalam or elsewhere?

(Answer "Yes" or "No". If "Yes", give details):

.....
.....
.....

5. Is the applicant or any partner of the applicant covered by any professional indemnity insurance?

(Answer "Yes" or "No". If "Yes", give details):

.....
.....
.....

6. Does the applicant have any affiliation with any accounting firm in Brunei Darussalam or elsewhere?

(Answer "Yes" or "No". If "Yes", give details):

.....
.....
.....

7. Any additional information considered relevant to this application:

.....
.....
.....

I declare that all information given in this application and in the attached annexure(s) (if any) is true and correct.

Dated this day of, 200

.....
Principal Partner

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 2

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000

(section 95(4))

APPROVAL OF AN APPROVED AUDITOR

The Authority, International Business Companies Order, in exercise of his powers under section 95(4) of the Order, approves
of.....
to be an approved auditor for the purposes of the Order.

The approval number for the firm is :

Given under my hand this day of, 200.....

.....
Authority,
International Business Companies Order

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 3

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000

(section 95(3))

Company No.:

NBD/

PARTICULARS OF CHANGE IN PARTICULARS OF APPROVED AUDITOR

--

Name of firm:

Address of principal place of business:

.....

.....

Telephone No.:

Facsimile No.:

Address of place of business in Brunei Darussalam (if any):

.....

.....

The full names and addresses of all partners of the firm with relevant dates are:

Full Name	
Residential Address	
*Qualification	
*Change and/Relevant Dates	

Dated this day of, 200

.....
Signature of a

Partner of the firm

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000**FORM 4****INTERNATIONAL BUSINESS COMPANIES ORDER, 2000**

(sections 10,11)

CERTIFICATE OF DUE DILIGENCE AND COMPLIANCE

.....
(NAME OF COMPANY)

I,
of*NRIC/Passport No.

*resident director/resident secretary named in articles of the above-named proposed company do hereby certify pursuant to sections 10(1) and 11(2) of the Order that due diligence —

- (i) in relation to the identity and probity of the beneficial owners and officers of the proposed IBC; and
- (ii) in relation to the proposed transactions of the IBC,

has (a) been conducted and that the requirements of the Money-Laundering Order, 2000* have been met **or** (b) will, prior to the commencement of business by the company be so conducted and met respectively; and

- (iii) that all the requirements of the International Business Companies Order, 2000 and of all regulations made thereunder in respect of the registration of the above-named proposed company have been complied with.

I am aware that it is an offence under section 158 of the Order to make any statement which is false, deceptive or misleading in a material particular.

.....
Director/Officer
(name of Registered Agent)

* delete one as appropriate

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 5

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 11(3))**

Company No.:

NBD/

**CERTIFICATE OF INCORPORATION
OF INTERNATIONAL BUSINESS COMPANY**

This is to certify that

.....
.....
.....
.....

is incorporated under the International Business Companies Order, 2000 on and from the day of 200..... and that the company is a company limited by shares.

Given under my hand and seal this day of, 200.....

.....
Registrar of International
Business Companies

FORM 6

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 145(3))**

Company No.:

NBD/

--

**CERTIFICATE OF CONVERSION OF FOREIGN COMPANY
INTO AN IBC IN BRUNEI DARUSSALAM**

This is to certify that a company called

.....

(Name of company) which was formed or incorporated in

has this day been registered as being continued in Brunei Darussalam as an international business company and shall be deemed to be an international business company incorporated under the International Business Companies

Order, 2000 by the name of

.....

Given under my hand and seal this day of, 200.....

.....

Registrar of International
Business Companies

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 7

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 134(3))

Company No. :

NBD/

CERTIFICATE OF REGISTRATION OF FOREIGN INTERNATIONAL COMPANY

This is to certify that
.....
a foreign company which was formed or incorporated in,
was on the day, 200.....
duly registered as a foreign international company pursuant to section 134 of the
International Business Companies Order, 2000.

Given under my hand and seal this day of 200.....

.....
Registrar of International
Business Companies

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 8

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(sections 13(1) and 14(1))

APPLICATION FOR APPROVAL [AND RESERVATION]* OF NAME
(*delete if reservation not sought)

(Leave Blank)

Our Ref:

Reference No.:

SECTION A : TO BE COMPLETED BY APPLICANT IN BLOCK LETTERS

+ PROPOSED NAME

+ ALTERNATIVE

PURPOSE	INTENDED OBJECTS —
N – NEW INCORPORATION	
F – REGISTRATION OF FOREIGN COMPANY	
C -- CHANGE OF NAME	(i)
NAME OF APPLICANT:	(ii)
ADDRESS OF APPLICANT:	
.....	
TELEPHONE NO.:	
FACSIMILE NO.:	
APPLICATION DATE:	
IS FOREIGN VERSION SOUGHT? IF SO, ATTACH VERSION AND CERTIFIED TRANSLATION.	

.....
Signature of applicant

+ If proposed name requires further clarification, the applicant is required to fill up Section C.

SECTION B: FOR THE REGISTRY'S USE ONLY

SEARCH RESULT

AVAILABILITY:	RECEIVED:
	Date:
	Time:
A — AVAILABLE	DATE PROCESSED:
R — REJECTED	PROCESSED BY:
S — SUBJECT TO QUERY	DATE ENTERED:
	APPLICANT INFORMED:
REMARKS:	ENTERED BY:
SECTION C : TO BE COMPLETED BY APPLICANT	

CLARIFICATION

<p>1. Single letters included in the name stand for:</p> <p>2. If the proposed name is not in English, please clarify:</p> <p>3. If the proposed name contains a proper name, state justification for use:</p> <p>4. If the proposed name is similar to that of a *related company, state whether written consent has been obtained (please attach consent):</p> <p>5. If the proposed name is a trade mark, state whether written consent has been obtained from the owner (please attach consent):</p> <p>6. If the proposed name is to be used for change of name of an existing corporation, state the following:</p> <p style="padding-left: 40px;">Existing name:</p> <p style="padding-left: 40px;">.....</p> <p style="padding-left: 40px;">Company No.:</p> <p>7. Other comments:</p>
NOTES:
* For definition of “related company” and “associated corporation”, please see International Business Companies Order, 2000 and International Accounting Standards respectively.

Use additional sheets if necessary.

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 9

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 13(6))

Company No.:
NBD/

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF IBC

This is to certify that
..... which was incorporated as an
international business company under the International Business Companies Order, 2000 on
the day of, 200..... resolved to
change its name in accordance with its Memorandum and Articles to
..... and
that the company is now known by its new name with effect from the
..... day of, 200.....

Given under my hand and seal this day of 200.....

.....
Registrar of International
Business Companies

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 10

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000

(sections 15(2), 43(3), 62(5))¹

Company No.:
NBD/

NOTICE OF RESOLUTION

.....
(NAME OF COMPANY)

To:
The Registrar of International Business Companies,
Brunei Darussalam.

By resolution of the members of the above-named company duly passed in accordance with its Memorandum and Articles on the day of

....., 200....., the ²special/ordinary resolution set out ²below/in the ³annexure marked with the letter “A” and signed by me for purposes of identification was ³duly passed.

(Set out resolution here if a copy thereof is not annexed),

Dated this day of, 200.....

.....
Resident Secretary/Secretary

¹ Delete whichever reference to section is inapplicable.

² Delete whichever is inapplicable.

³ Where a copy of the resolution is annexed, the annexure is to be endorsed as follows:—

This is the annexure marked “A” referred to in the notice of resolution signed by me on the
day of, 200.....

NOTE: Where a resolution is passed by a meeting of members through the participation of all members attending the meeting by telephone or other electronic means or where a resolution is passed by the consent of all members in writing or by telex, telegram etc., the meeting shall be deemed to be held or the written resolution passed at the registered office of the company.

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000**FORM 11**

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 27)

Company No.:
NBD/

CERTIFICATE OF REGISTRATION OF PROSPECTUS

.....
(NAME OF COMPANY)

This is to certify that a prospectus dated the day of
..... 200....., issued by has this day been registered
with me.

Given under my hand and seal this day of, 200.....

.....
Registrar of International
Business Companies

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 12

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000

(section 35(1))

Company No.:
NBD/

RETURN OF ALLOTMENT OF SHARES

.....
(NAME OF COMPANY)

The shares referred to in this return were allotted on the
day of, 200.....

Shares allotted	Details of Shares
(a) Number of shares	
(b) Nominal amount of each share	
(c) Amount (if any) paid on each share	
(d) Amount (if any) due and payable	
(e) Amount to be treated as paid on each Share so allotted	
(f) Amount of premium paid or payable on each share	
(g) Consideration other than cash	
(h) Class of shares	

CERTIFICATE

I certify in relation to
..... (name of company) that

- (a) the shares so allotted do not exceed the authorised capital of the company which is divided into¹ shares ofeach;
- (b) the total issued capital of the company now stands at ² shares of each and the paid-up capital is
.....;
- (c) no person resident in Brunei Darussalam (other than those permitted by section 6(2) of the Order has any beneficial interest in the share allotted,

Dated this day of, 200.....

.....
³Resident Secretary/Secretary

¹ Please specify if class of shares is other than ordinary shares (e.g. preference/others).

²Where the capital of the company is divided into shares of difference classes, the division of the authorised capital into shares of various classes must be specifically stated.

³Delete whichever is inapplicable.

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by — Name: Address: Telephone No.: Facsimile No.:	For Registry's Use Date of Registration: Receipt No.: Checked By:
--	--

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 13

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000

(section 43(8))

Company No.:
NBD/

NOTICE OF INCREASE IN SHARE CAPITAL

[]

.....
(NAME OF COMPANY)

To:
The Registrar of International Business Companies,
Brunei Darussalam.

1. The above-named company gives notice that the authorised share capital of the company was increased on:
2. Authorised share capital before increase:
3. Additional authorised share capital:
4. Authorised share capital after increase:
5. The additional share capital is divided as follows:
 - (a) Number of shares:
 - (b) Class of shares:
 - (c) Nominal value of each share:
6. A copy of the resolution approving the increase is filed herewith, on Form 10.

Dated this day of, 200.....

.....
*Director/Secretary

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 14

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 43(8))**

Company No.:

NBD/

NOTICE OF REDUCTION IN SHARE CAPITAL

.....
(NAME OF COMPANY)

To:
The Registrar of International Business Companies,
Brunei Darussalam.

1. The above-named company gives notice that a 75 per cent resolution whereby the share capital of the company was resolved to be reduced was passed on:
.....
2. Authorised share capital before reduction:
3. Amount by which share capital is reduced:
4. Share capital after reduction:
5. Brief particulars of the manner in which the reduction was effected in accordance with section 43(3) of the Order:
.....
.....
.....
6. (a) Every creditor of the IBC in terms of subsection 43(4)(a) of the Order has consented in writing to the reduction; or

(b) The directors have certified that there are no such creditors; or

(c) The directors have settled a list of creditors entitled to object to the reduction, have ascertained the nature and amount of their debts or claims, published at least into

notices in a local newspaper not less than seven days apart fixing a final day for creditors not entered on the list may claim to be entered; and

- (d) Where the creditors or any one of them have refused or neglected to give consent, the directions of the Registrar pursuant to subsection 43(4) or 43(5) of the Order are hereby sought.

(Provide a letter from an advocate and solicitor giving details of circumstances and directions sought).

7. A copy of the 75 per cent resolution approving the reduction is filed herewith, on Form 10.

Dated this day of, 200.....

.....
*Director/Secretary

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 43(9))

Company No.:
NBD/

**CERTIFICATE OF REGISTRAR CONFIRMING REDUCTION OF SHARE
CAPITAL**

.....
(NAME OF COMPANY)

This is to certify that a resolution of the company dated the.....
day of, 200..... effecting a reduction of the share capital of the above-
named company has been lodged with me, and any directions required to be given by me
under section 43 of the Order have been discharged.

Given under my hand and seal this day of, 200.....

.....
Registrar of International
Business Companies

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 15

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 115(1)(b))

Company No.:
NBD/

STATEMENT OF PARTICULARS IN RESPECT OF CHARGE

.....
(NAME OF COMPANY)

To:
The Registrar of International Business Companies,
Brunei Darussalam.

1. Charge created by:
2. Date of creation of charge:
3. Name(s) and address(ess) of the person(s) entitled to charge:
.....
.....
.....
4. Description of the instrument creating or evidencing the charge:
.....
.....
.....
5. Amount secured by the charge⁽¹⁾:
.....
.....
.....
6. Short description of the property charged:
.....

.....
.....

Dated this day of, 200.....

(1) where advance are secured, please state this

.....

***Director/Secretary/
Agent for Chargee**

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 16

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 120(1))

Company No.:
NBD/

MEMORANDUM OF SATISFACTION OF CHARGE

.....
(NAME OF COMPANY)

To:
The Registrar of International Business Companies,
Brunei Darussalam.

The above-named international company gives notice that the¹.....
.....dated the
..... day of, 200..... created by the
company in favour of

for securing was on the day of
....., 200..... paid or satisfied² in full/to the extent of³
.....

Dated this day of, 200.....

.....
*Director/Secretary/
Registered Agent

¹ Insert description of instruction creating or evidencing the charge, e.g. "mortgage", "debenture".

² Delete whichever is inapplicable.

³ Insert the amount paid or satisfied.

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 17

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 19(4))**

Company No.:

NBD/

ANNUAL RETURN OF INTERNATIONAL BUSINESS COMPANY

.....
(NAME OF COMPANY)

Annual return of the above-named international company made up to the
..... day of, 200..... being a date not earlier
than thirty days before the date of lodgement.

1. Date of incorporation:
2. Authorised share capital: divided into
shares of each.
3. Issued capital:shares of each.
4. Address of the registered office in Brunei Darussalam:
.....
.....
5. Address of place of business in Brunei Darussalam:
.....
.....
6. General nature of business

Certificate of Registered Agent

I, of
 Director/Resident Secretary
 (delete one) of the Company hereby certify to the best of my knowledge and belief —

1. that the records and accounts required to be kept by the company pursuant to the Order have been properly so kept;
2. no person resident in Brunei Darussalam (other than those permitted by section 6(2) of the Order) is a shareholder or beneficial owner of any interest in the company;
3. the requirements of section 6 of the Order have been and continue to be observed;
4. no person has become a beneficial owner of the company without the conduct of due diligence by the registered agent.

Dated this day of, 200.....

.....
 Director/Resident Secretary
 (name of registered agent)

If any statement cannot be given without qualification, set out the respects in which it is qualified.

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by — Name: Address: Telephone No.: Facsimile No.:	For Registry's Use Date of Registration: Receipt No.: Checked By:
--	--

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 18

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 95(3))

Company No.:
NBD/

NOTICE OF APPOINTMENT OF AUDITOR

.....
(NAME OF COMPANY)

To:
The Registrar of International Business Companies,
Brunei Darussalam.

The above-named international company gives notice that
.....
was on the day of, 200..... appointed as auditor of the
company.

Dated this day of, 200.....

.....
*Director/Secretary

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 19

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 95(3))

Company No.:

NBD/

NOTICE OF CHANGE OF AUDITOR

.....
(NAME OF COMPANY)

To:

The Registrar of International Business Companies,
Brunei Darussalam.

The above-named international company gives notice that —

.....

¹has resigned/was removed as auditor of the company on the day of
....., 200..... and²

was appointed as auditor in its place on the day of
....., 200.....

Dated this day of, 200.....

.....
*Director/Secretary

¹Name of auditor who has resigned.

²Insert name, address of new auditor.

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 20

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 125(7))**

Company No.:

NBD/

CERTIFICATE OF REGISTRATION OF ARTICLES OF ARRANGEMENT

This is to certify that the articles of arrangement dated the
day of, 200..... executed by
(name of company) have this day been registered with me.

Given under my hand and seal this day of, 200.....

.....
Registrar of International
Business Companies

FORM 21

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(sections 134(2)(f) and (g))

Company No.:

NBD/

CERTIFICATE BY REGISTERED AGENT OF FOREIGN COMPANY

.....
(NAME OF COMPANY)

I of

NRIC/Passport No.: do solemnly and sincerely declare that
—

1. I am an officer of
(Name of trust company), a trust company duly appointed as agent of the above-named foreign company in Brunei Darussalam pursuant to a
*memorandum of appointment/power of attorney dated the day of
....., 200.....
2. The above-named foreign company was formed or incorporated in
..... and the full address of its registered office in the
place of incorporation is
- *3. The amount of the authorised capital of the company is
and its paid-up capital is
- *3. The company does not have a share capital and its registered number of
members is
4. No person resident in Brunei Darussalam (other than those permitted by section
6(2) of the Order) has any beneficial interest in the shares of the company.
5. Due diligence.

- (i) in relation to the identity of the beneficial owners and officers of the company;
and
 - (ii) in relation to the proposed transactions of the company,
- has been conducted and the requirements of the Money-Laundering Order, 2000 have been met.

.....
 Director/Officer
 (name of registered agent)

<p>Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —</p> <p>Name:</p> <p>Address:</p> <p>Telephone No.:</p> <p>Facsimile No.:</p>	<p>For Registry's Use</p> <p>Date of Registration:</p> <p>Receipt No.:</p> <p>Checked By:</p>
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FORM 22

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 137(1))**

Company No.:

NBD/

NOTICE OF CHANGE RELATING TO FOREIGN INTERNATIONAL COMPANY

.....
(NAME OF COMPANY)

To:

The Registrar of International Business Companies,
Brunei Darussalam.

The above-named foreign international company gives notice that on the
..... day of, 200..... a change or alteration
was made in —

- *1. the charter, statute, memorandum of articles of the company or other instrument relating to the company.
- *1. the name of the company.
- *1. the powers of any directors resident in Brunei Darussalam who are members of the local board of directors of the company.
- *1. the registered agent or the name or address of the registered agent.
- *2. Particulars of the change or alteration are as follows:
- *3. The following documents are lodged with this form:

Dated this day of....., 200.....

.....
*Director/Officer
Registered Agent in Brunei Darussalam

*Delete whichever is inapplicable.

NOTE : Refer to regulation 11 for documents required to be launched.

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 23

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 139)**

Company No.:

NBD/

**NOTICE BY FOREIGN INTERNATIONAL COMPANY
OF CESSATION OF BUSINESS**

.....
(NAME OF COMPANY)

To:

The Registrar of International Business Companies,
Brunei Darussalam.

The above-named foreign international company gives notice that as from the
..... day of, 200..... the company has not had a place of
business in Brunei Darussalam and has ceased to carry on business in Brunei Darussalam
within the meaning of section 139 of the International Business Companies Order, 2000.

Dated this day of, 200.....

.....
Director/Officer
Registered Agent in Brunei Darussalam

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 24

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 140(1)(a))

Company No. :

NBD/

**NOTICE BY REGISTERED AGENT OF FOREIGN INTERNATIONAL
COMPANY OF LIQUIDATION OR DISSOLUTION**

.....
(NAME OF COMPANY)

To:
The Registrar of International Business Companies,
Brunei Darussalam.

..... (name of
registered agent), gives notice that on the day of
....., 200..... the above-named foreign international company
¹went into liquidation/was dissolved in²

We were the agent of the company in Brunei Darussalam immediately prior to the
commencement of the ²liquidation/dissolution proceedings.

.....
*Director/Secretary/Authorised Officer
(name of registered agent)

¹Insert name of place of incorporation of company.
²Delete whichever is inapplicable.

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 25

**INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(section 142(1))**

Company No.:

NBD/

ANNUAL RETURN OF FOREIGN INTERNATIONAL COMPANY

.....
(NAME OF COMPANY)

Annual return of the above-named foreign international company made up to the day of, 200..... being a date not earlier than thirty days before the date of lodgement.

1. Date of incorporation:
2. Authorised share capital: divided into shares of each.
3. Issued capital: shares of each.
4. Address of the registered office in Brunei Darussalam:
.....
.....
5. Address of place of business in Brunei Darussalam:
.....
.....
6. General nature of business

Certificate of Registered Agent

I, of
 Director/Resident Secretary
 (delete one) of the Company hereby certify to the best of my knowledge and belief —

1. that the records and accounts required to be kept by the company pursuant to the Order have been properly so kept;
2. no person resident in Brunei Darussalam (other than those permitted by section 6(2) of the Order) is a shareholder or beneficial owner of any interest in the company;
3. the requirements of section 6 of the Order have been and continue to be observed;
4. no person has become a beneficial owner of the company without the conduct of due diligence by the registered agent.

Dated this day of, 200.....

.....
 Director/Resident Secretary
 (name of registered agent)

If any statement cannot be given without qualification, set out the respects in which it is qualified.

Lodged in the office of the Registrar of	For Registry's Use
International Business Companies in Brunei Darussalam by —	
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

INTERNATIONAL BUSINESS COMPANIES REGULATIONS, 2000

FORM 26

INTERNATIONAL BUSINESS COMPANIES ORDER, 2000
(sections¹ 136(1), (2))

Company No.:

NBD/

NOTICE OF SITUATION OF REGISTERED OFFICE AND OF CHANGES

.....
(NAME OF COMPANY)

To :
The Registrar of International Business Companies,
Brunei Darussalam.

The above-named ¹IBC/foreign international company gives notice that with effect from the day of,200.....

¹(a) its registered office will be situated at:
.....
.....

¹(b) its registered office has changed from:
.....
to
.....

Dated this day of, 200.....

.....
Director/Secretary/
Registered Agent

¹Delete whichever is inapplicable

Lodged in the office of the Registrar of International Business Companies in Brunei Darussalam by —	For Registry's Use
Name:	Date of Registration:
Address:	Receipt No.:
Telephone No.:	Checked By:
Facsimile No.:	

Made this 22nd. day of Rabiulawal, 1421 Hijriah corresponding to the 25th. day of June, 2000.

AWANG HAJI ABDUL HAMID BIN HAJI JANUDIN
Acting Permanent Secretary,
Ministry of Finance,
Brunei Darussalam.

No. S 70

**CONSTITUTION OF BRUNEI DARUSSALAM
(Order under section 83(3))**

EXCHANGE CONTROL (REPEAL) ORDER, 2000

In exercise of the power conferred by subsection (3) of section 83 of the Constitution of Brunei Darussalam, His Majesty the Sultan and Yang Di-Pertuan hereby makes the following Order —

Citation and commencement.

1. This Order may be cited as Exchange Control (Repeal) Order, 2000 and shall commence on a day to be appointed by the Minister of Finance, with the approval of His Majesty the Sultan and Yang Di-Pertuan, by notice in the *Gazette*.

Repeal of Chapter 141.

2. The Exchange Control Act (Chapter 141) is hereby repealed.

Made this 30th. day of Safar, 1421 Hijriah corresponding to the 3rd. day of June, 2000 at Our Istana Nurul Iman, Bandar Seri Begawan, Brunei Darussalam.

HIS MAJESTY
THE SULTAN AND YANG DI-PERTUAN
BRUNEI DARUSSALAM