



REPUBLIC OF VANUATU

INTERNATIONAL COMPANIES ACT [CAP 222]

Form of Annual Returns Regulation Order No. 34 Of 2011

In exercise of the powers conferred on me by section 131 of the International Companies Act [CAP 222], I, MOANA CARCASSES KALOSIL, Minister of Finance and Economic Management make the following Regulation.

1 Form of annual return of a company issued with a provisional certificate of continuation

The annual return filed under section 95C of the International Companies Act [CAP 222] by a company issued with a provisional certificate of continuation, must be in the form and contain the particulars set out in:

- (a) Schedule 1, if the company was, before 11 August 2010, an exempted company of a class specified in Schedule 3 of the Companies Act [CAP 191]; or
- (b) Schedule 2, if the company was, on 11 August 2010, an exempted company other than an exempted company of a class specified in Schedule 3 of the Companies Act [CAP 191].

2 Commencement

This Order commences on the day on which it is published in the Gazette.

Made at Port Vila this 14 day of March, 2011

Honourable MOANA CARCASSES KALOSIL
Minister of Finance and Economic Management

SCHEDULE 1

(Paragraph 1(a))

FORM OF ANNUAL RETURN OF A COMPANY

**(ISSUED WITH PROVISIONAL CERTIFICATE OF
CONTINUATION) THAT ON THE DAY BEFORE 11
AUGUST 2010 WAS AN EXEMPTED COMPANY OF A
CLASS SPECIFIED IN SCHEDULE 3 OF THE
COMPANIES ACT [CAP 191]**

RETURN of Limited
made up to filed in accordance with section 95C of
the International Companies Act [CAP 222].

We certify that:

- (i) The company has not since the date of the last annual return made under the Companies Act [CAP 191] issued any invitation to the public to:
 - (a) subscribe for any shares in or debentures of the company; or
 - (b) deposit money with or lend money to the company;
- (ii) Proper accounts and records have been kept by the company for the period to which this return relates;
- (iii) The company has not, during the period to which this return relates, carried on business in Vanuatu with any person, other than with another international company company, or in the furtherance of its business carried on outside Vanuatu;
- (iv) The company has, during the period to which this return relates, complied with its requirements under the provisions of the International Companies Act [CAP 222], and has not acted in breach of section 10 of that Act.
- (v) To the best of our knowledge and belief,*(no member of the company is acting; or has at any time during the period to which this return relates, acted as agent or nominee for some other person) the following are the

SCHEDULE 1
(ISSUED WITH PROVISIONAL CERTIFICATE OF CONTINUATION) THAT ON THE DAY
BEFORE 11 AUGUST 2010 WAS AN EXEMPTED COMPANY OF A CLASS SPECIFIED IN
SCHEDULE 3 OF THE COMPANIES ACT [CAP 191]

particulars regarding the persons for whom a member of the company is acting or has at any time during the period to which this return relates acted as agent or nominee.

Signed, Director

Signed....., Secretary

**Strike out whichever is inapplicable.*

NOTES

1. In relation to paragraph (v):

- (a) where the second alternative is applicable state the particulars of the persons for whom each member has acted as agent or nominee (giving the name of the member and stating in which capacity he has acted);
- (b) the particulars required to be stated are the full name and former name (if any), the full residential address (or in the case of a corporation the address of the registered office) and, in the case of an individual, the occupation of the person or persons for whom each member has acted as agent or nominee;
- (c) if a member acts or has acted as agent or nominee for a person who is, or was at the relevant time himself acting as the trustee of a trust, this should be stated and the particulars of the person whom the trustee considers to be the real beneficiary or beneficiaries under the trust (whether or not he or they have any present legal entitlement thereunder) should be stated.

2. This return must be made up to the anniversary of the company's incorporation under the Companies Act [CAP 191].

SCHEDULE 2

(Paragraph 1(b))

FORM OF ANNUAL RETURN OF A COMPANY

(ISSUED WITH PROVISIONAL CERTIFICATE OF CONTINUATION) THAT ON 11 AUGUST 2010 WAS AN EXEMPTED COMPANY, OTHER THAN AN EXEMPTED COMPANY OF A CLASS SPECIFIED IN SCHEDULE 3 OF THE COMPANIES ACT [CAP 191]

RETURN ofLimited made up to.....filed under section 95C of the International Companies Act [CAP 222], for the year.

1. Registered office

(Address of the registered office of the company)

2. Nominal share capital:

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3. List of present members:

| Full name | Residential address <i>(Or in case of a corporation the registered office)</i> | Nationality <i>(or in case of a corporation the country of legal existence)</i> | Number of shares held <i>(by class)</i> | Amount paid or credited as paid up on shares held |
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SCHEDULE 2
 (ISSUED WITH PROVISIONAL CERTIFICATE OF CONTINUATION) THAT ON 11
 AUGUST 2010 WAS AN EXEMPTED COMPANY, OTHER THAN AN EXEMPTED
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 191]

4. List of directors and secretaries:

| Full name | Residential address <i>(Or in case of a corporation the registered office)</i> | Nationality <i>(or in case of a corporation the country of legal existence)</i> | Director or secretary |
|-----------|--|--|--------------------------|
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We certify that:

- (i) The company has not since the date of the last annual return under the Companies Act [CAP 191] issued any invitation to the public to:
 - (a) subscribe for any shares in or debentures of the company; or
 - (b) deposit money with or lend money to the company;
- (ii) Proper accounts and records have been kept by the company for the period to which this return relates;
- (iii) The company has not, during the period to which this return relates, carried on business in Vanuatu with any person, other than with another international company, or in the furtherance of its business carried on outside Vanuatu;
- (iv) The company has, during the period to which this return relates, complied with its requirements under the provisions of the International Companies Act [CAP 222] and has not acted in breach of section 10 of that Act.

Signed, Director

Signed, Secretary

SCHEDULE 2
(ISSUED WITH PROVISIONAL CERTIFICATE OF CONTINUATION) THAT ON 11
AUGUST 2010 WAS AN EXEMPTED COMPANY, OTHER THAN AN EXEMPTED
COMPANY OF A CLASS SPECIFIED IN SCHEDULE 3 OF THE COMPANIES ACT [CAP
191]

Note: This return must be made up to the anniversary of the company's
incorporation under the Companies Act [CAP 191].