

Seychelles
January 2014
Introduction

The Seychelles Islands are strategically located in the Indian Ocean, between the east coast of Africa and India. This independent Republic is one of the progressive offshore centres in the world with competitive legislation, which makes incorporation relatively simple, whilst ensuring Investor confidence and privacy.

The International Business Company Act 1994 is the governing legislation for the formation of the versatile and most widely sought type of company, through which legitimate international business, including trade, commerce and investment activities are conducted.

Amendment to the IBC ACT 1994

The IBC Act 1994 as amended 27th December 2011 (and the Trust Act)

In line with other jurisdictions, a Seychelles IBC is now required to keep accounting records. Not full accounts, but evidence that would enable accounts to be prepared such as receipts, invoices and bank statements. The financial information must be preserved for at least seven years from the completion of the transactions to which they relate.

A company's financial records shall be kept at the registered office or such place inside or outside of Seychelles as the directors think fit. Where an IBC does not keep its financial records as its registered office, it is required to notify in writing by way of a Resolution its Seychelles Registered Agent of the address of the place at which its financial records are kept. If the place is changed then the Registered Agent must be notified in writing within 14 days of the change.

A Seychelles IBC is required to keep at such place inside or outside of Seychelles copies of all meetings, consents and resolutions. In case these are not kept at registered office, copies of resolutions must be held by Registered Agent. The Registered Agent must be notified of the address where the minutes and resolutions are held and copies of resolutions must be held at the registered office.

The Seychelles Business Authorities under the amendments to the Act, have the right to inspect the records of IBCs to ensure compliance with the Act.

There is no public filing of any information it is held by the registered agent in confidence.

| Status | International Business Company |
|--------------------------------|---------------------------------------|
| Corporate Requirements | |
| Minimum Share Capital | No minimum |
| Minimum Number of Shareholders | One |
| Minimum Number of Directors | One |
| Bearer Shares Allowed | No |
| Corporate Directors Permitted | Yes |
| Company Secretary Required | Optional |

| Local Requirements | |
|--|---|
| Registered Office / Agent | Yes |
| Local Directors | No |
| Local Secretary | No |
| Local Meetings | No |
| Register of Directors (held at registered office no public access) | Yes |
| Register of Shareholders (held at registered office no public access) | Yes |
| Annual Requirements | |
| Annual Return | No |
| Submit Audited Accounts | No |
| Taxation | |
| Minimum Annual License Fee | USD100 plus tax 15% |
| Time to incorporate | Approx. 24 hours |
| Documents Necessary for Incorporation | Certified true copy of passport and utility bill and original bank reference in respect of each beneficial shareholder, director and shareholder |
| Bearer Shares Conversion | |
| <p>Following an amendment to the IBC Act, which came into force 15th December 2013</p> <ul style="list-style-type: none"> • An IBC shall not issue any bearer shares on or after the date of coming into force of the Amendment Act, 2013 • An IBC that has any issued and outstanding bearer shares is required to recall and cancel such bearer shares by the date occurring 6 months after coming into force of the Amendment Act 2013 and to issue registered shares in substitution for the cancelled bearer shares • Particulars of the cancelled bearer shares and substituted registered shares shall be entered in the IBC's Share Register in accordance with section 28 of the IBC Act 1994 • Any bearer shares which have not been recalled and cancelled by the date occurring 6 months after coming into force of the Amendment Act 2013 shall thereupon be deemed to be null and void and of no legal effect | |

Changes to Record-Keeping Requirements

In accordance with the International Business Companies Act 1994, as amended 2013 Section 119 provides for an Annual Declaration in respect of the keeping of accounting records and that the share register is complete and up to date. This declaration is to be signed by a director or other authorised signatory of the Company and submitted by 31st December each year to the registered agent.

In accordance with the IBC Act as amended 2011 section 65, an IBC shall keep or cause to be kept proper accounting records.

That are sufficient to show and correctly explain the IBC's transactions.

To enable the financial position of the IBC to be determined with reasonable accuracy at any time

To enable accounts to be prepared.

The accounting records shall be kept at the registered office or such place as the directors think fit.

Where they are not kept at the office of the company's registered agent, the company must provide a written resolution to its registered agent of the physical address of the place at which the accounting records are kept and inform the registered agent within 15 days of any change of address.

An IBC shall retain accounting records for seven years from the date of completion of the transactions to which they relate.

If an IBC fails to comply with a request for information from the Seychelles Revenue Commission or if it fails to pay any penalty imposed by the Registrar under the Act it will be struck from the register.

NOTES:

The above is intended to provide a brief guide only. It is essential that appropriate professional advice is obtained. Totalserve Management Ltd will be glad to assist you in this respect. Please, do not hesitate to contact us.