

Company Incorporation Checklist

To be completed and returned before incorporation of the Company.

1	Name ¹ (give alternative)	
2	Registered Office ²	Corporate Management Solutions Corporate Plaza 1 st Floor Godfrey Nixon Way George Town P.O. Box 799 KY1-1103
3	Proposed Business Activities	
4	(i) Authorised Capital ³ (ii) Par Value	
5	Ordinary or Exempted ⁴	

¹ Names can be reserved prior to filing incorporation documents for a period of one week, one month or three months.

² Corporate Management Solutions will provide the registered office

³ Maximum authorized (as opposed to issued) capital for minimum government incorporation and annual filing is US\$50,000 for an exempted or ordinary non resident company.

⁴ Exempted companies need not file annual list of shareholders of record, may obtain twenty year tax exemption from the Cayman Islands government and may transfer by way of continuation to a recognized foreign jurisdiction. An ordinary company may be resident or non resident but will be incorporated as non resident unless otherwise instructed.

Offshore operations are generally conducted through exempted companies or companies designated non resident for local business licensing purposes. Ordinary non resident companies can convert to exempted companies.

<p>6 Names and Addresses of Shareholders and Number of Shares to be issued⁵</p> <p>Each shareholder holding a 10% voting interest or more must provide the information set forth in paragraphs 6.1 and 6.2 below unless it is:</p> <p>(a) an institutional Shareholder (see Appendix 1); or</p> <p>(b) listed on a recognized Stock Exchange (see Appendix 1); or</p> <p>(c) a subsidiary of (a) or (b)</p>	<p><u>Name and Address</u> <u>No. of Shares</u></p>
<p>6.1 Each individual shareholder holding a 10% voting interest or more and each individual ultimately holding a 10% voting interest in any corporate shareholder⁶ (a “controlling owner” must:</p> <p>(i) complete the personal questionnaire (Appendix 2)</p> <p>(ii) provide a certified copy of government issued photo identification⁷ (see Appendix 5); and</p> <p>(iii) provide a reference letter from a bank and a reference letter from a law firm or an accounting firm substantially in the manner set out in Appendix 3 and 4.</p>	
<p>6.2 Each corporate shareholder holding a 10% voting interest or more must provide:</p> <p>(i) a certified or notarized copy of the Certificate of Incorporation and Register of Members (or equivalent), together with details of the registered office, and place of business;</p> <p>(ii) a copy of the last annual report (if published)</p> <p>(iii) the above mentioned items specified at paragraph 6.1 subparagraphs (i), (ii) and (iii) for each of the ultimate controlling owners being any person holding a 10% voting interest or more, or otherwise with principal control over the shareholder’s assets; and</p> <p>(iv) provide a reference letter from a bank and a reference letter from a law firm or an accounting firm substantially in the manner set out in Appendix 3 and 4.</p>	
<p>7. Names and Addresses of Directors</p> <p>At least two directors (or the sole director if only one) must provide the information set forth in paragraph 6.1 subparagraphs (i), (ii) and (iii) above unless employed</p>	

⁵ Corporate Management Solutions (“CMS”) will provide the subscriber. After incorporation, CMS will immediately effect the transfer of the subscriber share to the first shareholder listed and update the Register of Members. Following incorporation, the Company may have one shareholder of record holding a minimum of one share. Bearer shares must be held by a recognized custodian.

⁶ A “Controlling Owner”: this analysis will require you to “drill down” through indirect corporate and other entities to the ultimate individuals holding a 10% voting interest, if any.

⁷ Documents must be certified by such professionals as an attorney, accountant, notary public, judge, senior civil servant, government official or director or manager of a regulated credit or financial institution. The certifier should provide their name (in English), signature, contact address, phone number, title, employer name or occupation and the date of certification. Preferably the certification should also read as “**This document is certified by me as a true and correct copy of the original**” (certifications on a separate cover sheet or slip are not permissible). For further guidance, refer to the specimen set out in Appendix 5.

<p>by a shareholder of the proposed Cayman Company and which is:</p> <p>(a) an Institutional Shareholder (see Appendix 1 for definition);</p> <p>(b) a company listed on a recognized Stock Exchange; or</p> <p>(c) a subsidiary of (a) or (b).</p>	
<p>8 Officers⁸ (optional) (specify designations and include addresses)</p>	
<p>9 Seal(s) Required⁹</p>	<p>No seal will be obtained unless expressly requested.</p> <p>NO seal required []</p> <p>YES common seal required []</p> <p>YES common seal and Duplicate seal required []</p>
<p>10 Address for Communications</p>	<p>Tel:</p> <p>Fax:</p> <p>Email:</p>
<p>11 Address for Annual Return Invoice (if not the same as 10 above)¹⁰</p>	<p>Attn:</p> <p>Tel:</p> <p>Fax:</p> <p>Email:</p>
<p>12 Express Service¹¹</p>	

⁸ Officers, eg. Chairman, President, Vice President, Secretary, and Treasurer may be appointed but are not mandatory. Officers may but need not be Directors. The Chairman is often a director with a casting vote. An officer does not have any powers under Cayman Islands corporate law by virtue only of having been appointed to a particular office.

⁹ A seal is not mandatory. It may nevertheless still be useful to meet requirements and practices in other jurisdictions. The cost is approximately US\$50 per seal. If the common seal is to be kept by the client, the Company must resolve to keep the seal other than at its registered office.

¹⁰ An annual return invoice is issued by CMS around December each year. This invoice includes fees payable to the Cayman Islands Government and CMS in respect of the incorporation and maintenance of the Company. (Please refer to information on “fees and Incorporation and Annual Maintenance” for more details)

¹¹ Normally the Certificate of Incorporation is returned by the Registrar of Companies 4-6 after the Company is incorporated. The Registrar will return the certificate within 1-2 days if this Express Service is used at an extra cost of US\$488.

	Yes []	No []
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By signature and return of this checklist, the signatory undertakes to procure that for so long as its registered office is provided by Corporate Management Solutions (“CMS”) the company will promptly notify CMS on its behalf in writing of any changes from time to time to its business activities, its directors, officers, shareholders or controlling owner(s). The signatory also undertakes to procure payment of CMS’s fees and disbursements relating to the Company’s incorporation and the provision of the registered office.

I acknowledge the content and requirements of this checklist and confirm for the benefit of CMS the accuracy of the information provided above. I also request that CMS attend to the incorporation of the Company.

Promoter/Prospective Director/Instructing Lawyer

Name:

Date:

Appendix 1: Institutional Shareholders

Documentary evidence of identity will not normally be required if the shareholder:

- (i) is a central or local government, statutory body or agency of government;
- (ii) is regulated by the Cayman Islands Monetary Authority (“CIMA”) or is a broker member of the Cayman Islands Stock Exchange;
- (iii) is a Financial Institution (see below) or Authorised Person (see below) in a country with equivalent legislation (see below);
- (iv) is a company whose debt or equity is listed on the Cayman Islands Stock Exchange or other market or exchange approved by CIMA (see www.cimoney.com.ky for a list of the exchanges); or
- (v) is a subsidiary of a company or other entity referred to in sub-paragraph (i), (ii), (iii) and (iv) above or has common ownership;
- (vi) is a person fund for a professional association, trade union or is for employees of an entity referred to in subparagraph (i), (ii), (iii) and (iv) above (please supply a copy of the certificate of registration or similar for the relevant jurisdiction).

The following are Financial Institutions:

- (i) Banks;
- (ii) Insurance Companies;
- (iii) Savings or Pension Societies;
- (iv) Building Societies;
- (v) Securities Brokers and Dealers;
- (vi) Regulated Investment Managers;
- (vii) Bureau de Change;
- (viii) Credit Unions;
- (ix) Licensed or otherwise regulated corporate trustees; and
- (x) Clearstream, Euroclear, Canadian Depository for Securities and Depository Trust Company (and their operators and depositaries)

The following is an Authorised Person:

An individual who conducts relevant financial business, and is either licensed by CIMA, or licensed by a body with similar functions to CIMA in a country with similar legislation (see below).

The following are countries currently recognized as having equivalent anti-money laundering legislation:

Argentina	Gibraltar	Netherlands ¹²
Australia	Greece	New Zealand
Austria	Guernsey	Norway
Bahamas	Hong Kong	Panama
Bahrain	Iceland	Portugal
Barbados	Ireland	Singapore
Belgium	Isle of Man	Spain
Bermuda	Israel	Sweden
Brazil	Italy	Switzerland
Canada	Japan	Turkey
Cayman Islands	Jersey	United Arab Emirates
Denmark	Liechtenstein	United Kingdom
Finland	Luxembourg	United States of America
France	Malta	
Germany	Mexico	

The following are Approved Markets and Stock Exchanges:

American Stock Exchange	Lima Stock Exchange
Amsterdam Stock Exchange	Lisbon Stock Exchange
Antwerp Stock Exchange	London Stock Exchange
Athens Stock Exchange	Luxembourg Stock Exchange
Australian Stock Exchange	Lyon Stock Exchange
Barcelona Stock Exchange	Madrid Stock Exchange
Basle Stock Exchange	Cincinnati Stock Exchange
Belgium Futures & Options Exchange	Copenhagen Stock Exchange
Berlin Stock Exchange	Dusseldorf Stock Exchange
Bergen Stock Exchange	Florence Stock Exchange
Bermuda Stock Exchange	Marseille Stock Exchange
Bilbao Stock Exchange	Mexican Stock Exchange
Bologna Stock Exchange	Midwest Stock Exchange
Bordeau Stock Exchange	Milan Stock Exchange
Boston Stock Exchange	Montreal Stock Exchange
Bremen Stock Exchange	Munich Stock Exchange
Brussels Stock Exchange	Nagoya Stock Exchange
Buenos Aires Stock Exchange	Nancy Stock Exchange
Caracas Stock Exchange	Nantes Stock Exchange
Frankfurt Stock Exchange	Naples Stock Exchange
Fukuoka Stock Exchange	NASDAQ
Geneva Stock Exchange	New York Stock Exchange
Genoa Stock Exchange	New Zealand Stock Exchange
Hamburg Stock Exchange	Oporto Stock Exchange
Helsinki Stock Exchange	Osaka Stock Exchange
Hong Kong Stock Exchange	Oslo Stock Exchange
Irish Stock Exchange	Pacific Stock Exchange
Johannesburg Stock Exchange	Palermo Stock Exchange
Korea Stock Exchange	Paris Stock Exchange
Kuala Lumpur Stock Exchange	Philadelphia Stock Exchange
Lille Stock Exchange	Rio de Janeiro Stock Exchange

¹² Including Netherlands Antilles and Aruba

Rome Stock Exchange
Santiago Stock Exchange
Sao Paulo Stock Exchange
Singapore Stock Exchange
Stockholm Stock Exchange
Stuttgart Stock Exchange
Taiwan Stock Exchange
Tel Aviv Stock Exchange
The Stock Exchange of Thailand
Tokyo Stock Exchange
Toronto Stock Exchange
Trieste Stock Exchange
Trondheim Stock Exchange
Turin Stock Exchange
Valencia Stock Exchange
Vancouver Stock Exchange
Venice Stock Exchange
Vienna Stock Exchange
Zurich Stock Exchange

Appendix 2: Personal Questionnaire for Directors and Individual Shareholders
(If insufficient space is provided, please attach a separate sheet of paper)

1	Name of Company in connection with which this questionnaire is being completed:	
2	Surname: Forename(s): Any previous name(s) by which you have been known : Gender (Male/Female):	
3	Are you completing this questionnaire as a Director or Shareholder:	
4	Private Address:	
5	Occupation:	
6	Date of Birth: Place of birth (including town, state and country):	
7	Nationality:	
8	Number of Passport or other identification document:	
9	Have you at any time been convicted of any offence (except a traffic offence, if any) or been subject to sanctions by a judicial, government, professional or other regulatory body? If so, five full particulars:	
10	In carrying out your duties will you be acting on the directions or instructions of any other person? If so, give full particulars of such person and the nature of their involvement:	

I, _____ CERTIFY that the above information is complete and correct to the best of my knowledge and belief and I undertake that, as long as I continue to be a director or shareholder of the above company I will promptly notify Corporate Management Solutions (or Corporate Management Solutions on its behalf) of any material changes affecting the completeness of the answers to these questions.

Date: _____

Signed: _____

Appendix 3: Sample of Bank Reference

Please fax a copy or email a PDF copy. Please note that facsimile/PDF copies are only acceptable on an interim basis until the original is received within a reasonable timeframe.

[On letterhead of bank providing reference]

[Date]

To: Corporate Management Solutions
122 Mary St. 5th Floor
Zephyr House
PO Box 1748
Cayman Islands, KY1-1109

Dear Sirs

[name of individual]

This is to confirm that according to our records the above mentioned individual, whose current address is [address], has been a client of this bank for **[number]** years and is in good standing with us.

I confirm that **[name of bank]** is a bank regulated in **[name of jurisdiction]** and that I am duly authorized to provide this letter to you.]

Yours faithfully

[Name]

[Title/position]

Appendix 4: Sample of Professional Reference

Please fax a copy or email a PDF copy. Please note that facsimile/PDF copies are only acceptable on an interim basis until the original is received within a reasonable timeframe.

[On letterhead of law firm or accounting firm providing reference]

[Date]

To: Corporate Management Solutions
Corporate Plaza
1st Floor
Godfrey Nixon Way
George Town
P.O. Box 799
KY1-1103

Dear Sirs

[name of individual]

This is confirm that according to our records the above mentioned individual, whose current address is **[address]**, has been a client of this firm for **[number]** years and is in good standing with us. I confirm that the proposed establishment and funding of **[name of company]** complies with the relevant laws and regulations of **[name of jurisdiction]**.

I confirm that **[name of firm]** is a firm regulated in **[name of jurisdiction]** and that I am authorized to provide this letter to you.

Yours faithfully

[Name]

[Title/position]

Appendix 5: Sample Certified Copy of Photo Identification

Copy of Photo Identification

This document is certified by me as a true and correct copy of the original.

[Signature]

[Name]

Title/Position]

[Date]

[Company Name]

[Address]

Tel:

Fax: