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Luxembourg Company Registration Procedures and Fees

Unless otherwise stated, all references to a Luxembourg company in this quotation mean a private limited liability company, known in Luxembourg as a "Société à responsabilité limitée" (SARL), incorporated and registered in Luxembourg in accordance with the current Luxembourg Law of 10 August 1915 on Commercial Companies.

Our fee for assisting with the registration of a private limited liability company (SARL) in Luxembourg is EUR 8,500. This fee includes drafting the standard articles of association, registration and publication with the Luxembourg Trade and Companies Register and registering the beneficial owner information with the Register of Beneficial Owners. The specific scope of services is listed in Section 1 of this quotation.

To proceed with the incorporation of a Luxembourg company, the following information must be provided: identification documents and proof of address for each shareholder and proposed director; the proposed registered capital of the Luxembourg company, and the primary scope of business and business model of the Luxembourg company. Required materials are detailed in Section 5 of this quotation.

Generally speaking, the registration process for a Luxembourg company takes about 6 to 7 weeks (Excludes the time required to open a bank account in Luxembourg and apply for a business license and VAT number). The relevant regulatory authorities will review the application based on the company's business scope and investor identity, and the registration time of the company may be extended accordingly.

This quotation only applies to businesses that do not require additional licenses or permits. If the business to be carried out by the Luxembourg company requires additional licenses or permits, Kaizen can confirm whether we can assist in applying for such licenses or permits based on the actual situation, and the fees will be quoted separately according to specific requirements. The fees listed in this quotation are for reference only and are subject to change without prior notice.

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1. Registration Fee for a Luxembourg private limited liability company

Our fee for handling the registration of a private Limited Liability Company（Société à responsabilité limitée）with standard Articles of Association in Luxembourg and a registered share capital of €12,000 is EUR 8,500. In particular, our fee covers the following services:

(a) Answering client inquiries regarding company registration in Luxembourg;
(b) Reviewing the company structure;
(c) Conducting company name search and obtaining Company Name Availability Certificate (Certificat de disponibilité de dénomination) from the Luxembourg Business Registers (LBR);
(d) Preparing a Special Power of Attorney for the client to sign for registration purposes
(e) Drafting the standard Articles of Association;
(f) Coordinating and performing notarization with a Luxembourg notary;
(g) Register with the Luxembourg Business Registers (LBR) to obtain company registration number (RCS Number) and proceed publication for the company; and
(i) Register the Luxembourg company ultimate beneficial owner (UBO) with the RBE (Registre des Bénéficiaires Effectifs).

Notes:
(1) The fee quoted above is applicable for the Company with one shareholder and one director. If the Company to be incorporated are having two or more shareholders or directors, an additional service fee will be charged.
(2) The fee quoted above does not cover courier fees, legalization and translation services incurred in the process of applying for company registration. (If any)

2. Optional Services

No.	Description of Service	Fee (EUR)
1	Registered Office Address (Note 1) (It depends on the specific location and the services required.)	From 5,000
2	Apply for a "Luxembourg National Identification Number” (LNIN) (applicable to all non-Luxembourgish shareholders and directors) (Note 2)	400
3	Local Resident Nominee Director (Note 3)	From 7,500
4	Applying for a Business Permit (Note 4)	1,050
5	Assistance in opening a Luxembourg bank account (Note 5)	1,500
6	VAT Registration (Note 6)	1,050

Notes:

(1) Kaizen can assist in finding a suitable address to be used as the commercial registered office address for the Luxembourg company. This address can also be used on business cards, letterheads, or any other official documents. Depending on the specific location and required services, the fee generally ranges from EUR 5,000 to EUR 7,200 per year.

(2) All non-Luxembourgish directors and shareholders must obtain a Luxembourg National Identification Number (LNIN). This can be handled through Kaizen. Alternatively, the individuals themselves may apply directly to the National Registry of the Central Social Security Office by paper or email. The specific fees depend on the nature of the client's business and future turnover.

(3) In Luxembourg, a nominee director bears substantive liability in official records. The individual must meet the educational and professional qualifications recognized by the Ministry of Economy. Being authorized, they will act on behalf of the company in filing various applications, such as Business permit.

(4) If a Luxembourg company conducts transactions with third parties or issues invoices, it must obtain a business permit. The company must have a Luxembourg director in place and must maintain at least one dedicated desk or a separate office.

(5) After incorporation, the capital of the Luxembourg company must be deposited into a bank account opened under the company's name within 12 months from the date of incorporation.

Kaizen will assist in opening a commercial bank account with Airwallex. Our services are limited to providing assistance, including preparation of certified incorporation documents as required by the bank, pre-screen of account application documents etc. Bank has the sole discretion to approve the application for opening an account.

(6) Companies with annual revenue (taxable value of goods) exceeding 50,000 EUR, importing goods from non-EU regions by sea or air into Europe, engaging in business-to-business cross-border trade or services within the EU, or operating e-commerce with total sales to EU consumers exceeding 10,000 EUR, are required to register for VAT.

Luxembourg's current standard VAT rate is 17%, and certain business activities and products are exempt from VAT. If a company's annual turnover is less than 50,000 euros, it may choose to voluntarily register as a VAT taxpayer. Once registered as a VAT taxpayer, the company can claim a VAT refund on goods purchased for business purposes.

By default, all VAT registered businesses are required to file their Vat return and make payment of VAT quarterly. However, business may request and if approved, file their Vat return on a monthly (Annual turnover > €620,000) or yearly (Annual turnover < €112,000) basis. The VAT return is due by the 15th day of the following quarterly, monthly or annually by the return.

3. Payment Term and Payment Methods

We currently accept Hong Kong Dollar check, cash or TT and credit card through PayPal only. If payment is settled through PayPal, extra 5% services fee will be charged. Upon receipt of your order, we will issue an invoice to you for your settlement. Because of the nature of services, we require full payment in advance. Also, once service is commenced, no service fee will be refunded except special cases.

If China or Taiwan official tax invoice is required, Value-Added Tax or Business Tax at the prevailing rate in the respective jurisdiction will be charged.

4. Basic Structure for Luxembourg private limited liability company

(1) The company must have at least one shareholder and one director;
(2) Shareholder can be natural person or corporation and no restrictions on nationality. Number of shareholders can be from 1 until 100 natural persons or legal entities;
(3) Director can be natural person or corporation and no restrictions on the nationality. Number of Directors can be from 1 until 100 natural persons or legal entities;
(4) Must have a registered address in Luxembourg; and
(5) The minimum statutory registered capital for a Luxembourg private limited liability company is 12,000 EUR, which must be deposited into the company's bank account within 12 months of the company's incorporation.

5. Documents and Information Required

(1) Please provide two to three English company names. The company name must end with "Sociedad de Société à responsabilité limitée", its common abbreviation "S.à r.l." or "SARL";

(2) A copy of each shareholder's passport and a proof of address issued within the last 3 months (such as a utility bill, phone bill, or bank statement). If the shareholder is a legal entity, please provide the Certificate of Incorporation, the latest Annual Return (or document of a similar nature), the latest Register of Directors, Register of Members, and Register of Ultimate Beneficial Owners. Additionally, copies of the passport and proof of address for each shareholder or ultimate beneficial owner holding more than 25% of shares in that company are required;

(3) A copy of each director's passport and a proof of address issued within the last 3 months (such as a utility bill, phone bill, or bank statement). If the director is a legal entity, please provide the Certificate of Incorporation and its latest proof of address, along with identity and address proof documents for each shareholder or ultimate beneficial owner holding more than 25% of shares in that company;

(4) If the shareholder is a legal entity, a group structure chart certified and signed by a company director, showing the identity of the current ultimate beneficial owners;

(5) Information on the Ultimate Beneficial Owner (UBO) of the company to be incorporated, along with a description of the proposed business activities; and

(6) Filling the "KYC Questionnaires" and "Overseas Company Incorporation Order Form" provided by Kaizen.

Acceptable address proof can be a utility bill or bank statement. Information of director/shareholder (full name and full address), document type, document issuing date and name of issuing authority must be clearly stated. If the document is not written in English, you are required to provide an English translation document for reference and as supporting.

The identification documents and address proof of shareholders and directors are subject to Hague Apostille certification or notary office verification.

6. Company Registration Process and Timeline

Under normal circumstances, the company name and the business scope do not need an extra license or permit, the whole process for company registration takes around 6 to 7 weeks. The details are outlined below:

No.	Procedure	Working days (Estimated)
1	Client confirms engagement of Kaizen for the incorporation of a Luxembourg private limited liability company and provides the documents and information listed in Section 6.	Client's schedule
2	Kaizen issues an invoice and the client arrange payment of our service fees.	Client's schedule
3	Kaizen conducts a name search for the proposed Luxembourg private limited liability company and obtains a Company Name Availability Certificate from the Luxembourg Business Registers (LBR).	3~5
4	Applying for a Business Permit	Client's schedule
5	Kaizen prepares the Power of Attorney (POA) and related documents for client signature.	5~7
6	Client signs the Power of Attorney and other required documents and arranges notarization, legalization and/or apostille in accordance with the laws of the place of execution.	Client's schedule
7	Upon receipt of the duly signed registration documents, Qiyuan arranges for the articles of association to be notarized in Luxembourg.	5~7
8	Register with the Luxembourg Commercial Register, obtain a company registration number (RCS Number), and be officially published in the Luxembourg Official Gazette.	10~14
9	Kaizen assists in completing the beneficial owner declaration	5~7
10	Kaizen assists in applying for Business Permit, upon request	10~14
11	Kaizen assists in opening a Luxembourg bank account	Bank's schedule
	Total:	**2 to 3 months**

Notes:

(1) If any additional documents need to be prepared, submitted, or notarized during the Luxembourg company registration process, the timeline of the registration process will be affected.

(2) The above time frame is estimated based on the business activities of the company to be registered does not need to apply for a license or permit. If a license or permit is required, the time required will be extended accordingly.

7. Documents to be Delivered to Client After Incorporation

After the registration process is completed, Kaizen will return the following documents and materials to client for retention and as proof that the company is duly registered:

(1) One copy of Constitution;
(2) One copy of Business Registration Certificate (Extrait Registre de Commerce et des Sociétés); and
(3) One copy of the deposit certificate issued by the bank (Certificado de Desembolso).

The above documents will be delivered to the client's designated address.

8. Annual Maintenance Fee

Every company registered in Luxembourg is required to comply with ongoing statutory and tax filing obligations, regardless of whether the company has commenced business operations.

To provide clients with a clearer understanding of the ongoing compliance obligations and estimated maintenance costs of a Luxembourg company, we have set out the annual maintenance and tax compliance fees in **Appendix - Annual Maintenance and Tax Service Fee Schedule**. It shall be noted that the fees listed above are for reference only and the actual cost may be higher than listed.

This service quotation is for reference only and is subject to change without prior notice. All fee standards, service scopes, and relevant terms shall ultimately be governed by the latest actual quotation or the formal service agreement signed by both parties.

If you wish to obtain more information or assistance, please visit our official website at www.kaizencpa.com or contact us through the following and talk to our professionals:

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Appendix - Schedule of Annual Maintenance and Tax Service Fees

Item	Description of Service	Fees (EUR, exclude tax)		Remark
Basic Maintenance Costs				
1	Annual Registered Agent Services	Annually	1,500	Anniversary of the Date of Incorporation
2	Annual Registered Office Address Services	Annually	5,000 up	It depends on the specific location
3	RCS Annual Filing Fee	Annually	50 up	
4	Annual Local Resident Nominee Director	Annually	7,500 up	Depending on the business nature volume of transactions.
Accounting and Tax Related Fees				
5	Accounting and Bookkeeping	Monthly	400 up	
6	Preparation and Submission of Annual Income tax declaration	Annually	5,000 up	
7	Preparation and Submission of Corporate Tax Return	Annually	1,000 up	
8	VAT Return Filing	Per time	550 up	

