

Malaysia Company Incorporation (and Nominee Director) Package

Unless otherwise indicated, the Malaysia company stated in this quotation refers to a private company limited by share(s) (identified through the words 'Sendirian Berhad' or 'Sdn. Bhd.') formed and incorporated in Malaysia in accordance with the Malaysia Companies Act 2016.

This package suits for the client who is not ordinarily resident in Malaysia and does not have a registered office address in Malaysia.

Our fees for the formation and registration of a private company limited by share(s) in Malaysia are USD3,500. The fees quoted include our professional registration service, provision of a Malaysia registered office address for one year, a named company secretary for one year, a nominee local director for one year and the payment of official filing fees to the Companies Commission of Malaysia (CCM).

In order to register a company in Malaysia, the client needs to provide a proposed name of the company, the amount of paid up capital, identity proof, such as passport or Certificate of Incorporation, and proof of address, such as utility bill or address of registered office, of each person who will be the shareholder and director of the Malaysia company.

The registration of a private company limited by share(s) in Malaysia can be completed in about 14 working days.

Our fees stated in this quotation does not cover the application for special licence or permit. If the business activity of the client's Malaysia company requires special licence or permit, we can help to apply for it and our fees will be quoted upon request.

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1. Malaysia Company Registration Package – Services and Fees

Our fee for handling the registration of a private company limited by share(s) in Malaysia and the provision of registered office, company secretary and a nominee local director for one year, is USD3,500. In particular, our fees cover the following services:

(1) Malaysia Company Incorporation - Pre- & Post-Incorporation

- (a) Answering client's questions in respect of the registration and maintenance of a limited company in Malaysia;
- (b) Advising client on the structure of the proposed Malaysia company, such as the amount of registered capital;
- (c) Performing name availability search and reservation of the proposed name if it is available;
- (d) Preparation of incorporation documents, services agreement, nominee director agreement and registration forms;
- (e) Preparation of compliance corporate kit, including corporate stamps, common seal, share certificates, statutory registers and minutes book;
- (f) Preparation of first board resolutions, register of members, register of director and issue of share certificate; and
- (g) Preparation of board resolution to open a bank account (if required).

(2) Corporate Secretarial Service

Malaysia Companies Act requires all Malaysia companies to appoint a company secretary to handle on-going statutory compliance matters. The person acting as the company secretary must be a member of any one of the prescribed professional bodies or licensed by the CCM. Kaizen can provide a qualified named company secretary for your Malaysia Company to comply with the requirements.

(3) Registered Office

Kaizen will provide a Malaysia local address to be used as the registered office of your Malaysian company for one year. The registered address must be a physical address and may be different from the business address.

Whenever mails arrive, Kaizen will provide a notification via email and information of sender of the mails will be provided. Unless otherwise instructed, Kaizen will forward mails once a month and a handling fee plus postage will be charged separately.

(4) Nominee Director

A Malaysia company requires a minimum of one individual director who is ordinarily resident in Malaysia. Kaizen will provide a Malaysia local resident to act as the Nominee Director of your company to satisfy the requirements of the Companies Act.

It is noted that the Nominee Director service is provided to meet the registration and maintenance requirements and the Nominee Director so provided will not be in any way involved in the daily operation and management of your Malaysia company. Also, Kaizen reserve the right to replace the nominee director as it think fit.

Note:

- (1) While acting as Nominee Director, Kaizen will collect a refundable security deposit of USD2,500. The deposit will be fully refunded without interest at the time when we cease to provide the nominee service. Your company can also provide a suitable indemnity, to protect our Nominee Director(s). Please note that we shall conduct our internal client due diligence review before providing the Nominee Director service and it will subject to our internal compliance officer's approval. Please note that the nominee director service fee may vary, depending on the client's risk profile (the fee quoted in this package is the minimum service fee).
- (2) Please note that the above-mentioned fees included our professional services fee and government fee for incorporation but exclusive of courier charges, if any.
- (3) Assuming no licence or permit is required.
- (4) All our fees quoted also do not include GST or VAT, if applicable.

2. Payment Term and Payment Methods

Upon receipt of your confirmation of engagement, we will issue and send an invoice together with the wiring instructions to you for your settlement. When you arrange the payment, please put our invoice number of account number in the message section and then send email a copy of the remittance receipt to us for our records. Because of the nature of service, we require full payment in advance. And once the service is commenced, no refund of service fee will be made.

We accept cash, HKD check, TT and credit card through Paypal. An extra handling fee of 5% will be charged if paid by Paypal.

3. Basic Structure of a Malaysia Company

The minimum requirements of a Malaysia company are as follows:

- One shareholder, one director, one company secretary and one registered office.
- a minimum paid-up capital of RM1.00 only (or an amount required by the regulatory body of a licencing authority).
- a minimum of one director who is at least 18 years of age and is residing in Malaysia. He/she is not a bankrupt and has not been convicted and imprisoned for a period of past 5 years (this incorporation package has included the provision of a local nominee director for a period of 12 months).
- a minimum of one company secretary (who must be a member of any one of the prescribed professional bodies or licensed by the CCM) (this incorporation package has included the provision of a company secretary for a period of 12 months).
- must have a registered office in Malaysia to which all communications and notices may be addressed. It is normal practice in Malaysia to have the secretarial office as the registered office (this incorporation package has included the provision of the registered office address for a period of 12 months).

4. Materials Required for Incorporation of Malaysia Company

Client needs to provide the following documents and information to Kaizen by email or fax or post for purpose of incorporation:

- (1) One copy of passport (or copy of NRIC for Malaysia Resident) and the latest proof of residential address (such as utility bill, telephone bill or bank statement issued within last three months);
- (2) One copy of passport (or copy of NRIC for Malaysia resident) and proof of residential address (such as utility bill, telephone bill or bank statement) in respect of each shareholder; if shareholder is another corporation, please provide incorporation documents and the identification and address proof in respect of each person holding more than 10% of shares in that corporation;
- (3) A group chart illustrating the chain of interest ownership between the Malaysian company and its ultimate beneficiary owner, if the shareholder of the proposed Malaysian company is another corporation.
- (4) A professional reference letter or banker's reference or the latest 3 months bank statement of the individual and corporate shareholder;
- (5) A duly completed and signed incorporation order form (to be provided by Kaizen).

The documents listed above must be certified by Kaizen, or by a CPA, lawyer or attesting officer. Client can visit any of our offices with the original identification documents of the shareholders and directors and we will perform certification free of charge.

If any of the documents listed above is not in English, please also provide an English translation.

5. Malaysia Company Incorporation Procedure and Timeframe

Normally, we can get your Malaysia company registered in less than 15 working days (assuming no licence or permit is required). Delivery will take around 3 working days. The table details the registration procedures and time needed for each step.

Step	Description	Time
1	Client places an order for incorporation with Kaizen and Kaizen issues an invoice to client for payment.	1
2	Client delivers materials listed in Section 4 to Kaizen by email or post and arrange payment of service fees at the same time.	Client's Schedule
3	Kaizen arranges with client to have the identification and address proof documents of the shareholder and director certified; Kaizen performs other KYC procedures.	Client's Schedule
4	Kaizen performs name availability search and reserve the name if available.	2-3
5	Kaizen prepares and delivers (by email) the incorporation documents to client for signing.	1-2
6	Client arranges to have the incorporation documents signed by the directors and shareholders and then return the duly signed documents to Kaizen by courier or post.	Client's Schedule
7	Upon receipt of the original signed incorporation documents, Kaizen files the documents with the CCM.	1-2
8	Kaizen will receive the Certificate of Incorporation and incorporation documents from the CCM.	2-3
9	Kaizen will proceed to place an order for the company stamps, common seal (if applicable) and printing of the Constitution (the whole set of documents together is known as company kit).	2-4
10	Kaizen will arrange to deliver the Company Kit to your office. The whole registration process is then completed.	1
Total: 4 days up		

6. Documents To be Returned to Client after Registration

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

- (1) Certificate of Incorporation
- (2) Four (4) copies of Constitution
- (3) Original copy of share certificate(s)
- (4) Statutory Registers of the Company
- (5) Common Seal (if applicable) and Company Stamp
- (6) Minutes of first board meeting

7. Annual Maintenance

After a company is officially registered in Malaysia, it is required by the Companies Act and Malaysia Income Tax Act to comply with the maintenance requirements such as updating books of accounts, auditing of financial statements (unless exempted), filing of tax returns and filing of audited financial statements and annual return with CCM. For a detailed description of the compliance requirements, please refer to our Malaysia Company Compliance and Maintenance Guide.

Kaizen can perform these compliances formalities so as to maintain clients' companies in good standing. Please call and talk to our professional accountants in Kaizen for further clarification.

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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