

UK Branch Registration Procedures and Fees

Unless otherwise indicated, the UK branch stated in this quotation refers to a private company limited by shares formed and incorporated outside the UK in accordance with the Companies Act 2006 (CA06) and the Overseas Companies Regulations 2009 of UK.

Our fee for registration of a UK branch of overseas parent company is GBP750. The fees quoted include our professional registration service fee, registered office address in UK for branch company for a year and official government fee. For details, please refer to the Section 1 of this quotation.

For the purpose of registration of a branch in UK, client will need to provide the information and documents of the parent company such as Certificate of Incorporation and Articles of Association. The passport and address proof of each shareholder(s) and director(s) of the parent company, such as utility bill or phone statement, business address of the UK branch and the scope of business. Please refer the details in the Section 5 of this quotation.

In general, the registration process takes around 2 to 3 weeks excluding document delivery time. Client will not need to physically attend UK to sign any documents.

The fee quoted applies to business which does not require additional license or permit. If the business to be carried out in UK by your branch company requires an extra license or permits, Kaizen can help apply for such license or permit and our fee will be quoted upon request.

The fees listed in this quotation are for reference only and the actual fees are subject to the quotation provided by our professional consultants.

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1. Registration Service Scope and Fees

Our fee for handling the registration of a branch in UK is GBP750. In particular, our fee covers the following services:

- (1) UK Branch Registration
 - (a) Answering client's questions regarding registration and maintenance of a UK Branch Office ;
 - (b) Name availability check;
 - (c) Preparation of application documents;
 - (d) Submission of application documents and payment of Companies House registration fee.

- (2) Registered Address

Kaizen will provide an address as the Registered Office of your UK branch for a year, to meet the requirements of the UK Companies Act. This registered address service provided by us is limited to meeting the requirements of the Companies Act and receiving government letters on behalf of the client, it is not a place where the client can actually work.

If the UK branch expects business letters, we can provide mail forwarding service. Please refer the details in the Section 2 of this quotation.

The registered address is arranged by Kaizen, and Kaizen also reserves the right to change the address at any time. If you want to arrange another business address, Kaizen may need to adjust the registration service fee.

Note:

- (1) The above quotation includes the service fee of Kaizen and government fees for branch registration. However, it does not include document postage and other miscellaneous expenses that are incurred in the process of company registration.
- (2) The above quotation does not include application of franchise license or permit

2. Optional Services and Fees

No.	Description of Service	Fee (GBP)
1	Acting as Tax Representative, annually (Note 1)	300
2	VAT Taxpayer registration, one off (Note 2)	300
3	Mail forwarding, annually (Note 3)	300
4	UK Bank account opening introductory service (Note 4)	600
5	Notarization and legalization (Note 5)	TBA

Note:

- (1) UK tax regulation does not require a UK branch to appoint a tax representative. However, most of UK branches appoint professional accounting firm to act as tax representatives. The main responsibilities of a tax representative are as below:
 - (a) Keeping accounting records and calculation tax payable;
 - (b) Communicating and exchanging information with HMRC;
 - (c) Advising on tax planning issues.
- (2) Companies (including UK branch) whose annual operating revenue (the value of taxable products) exceeds the VAT registration threshold must be registered for VAT. If the company's annual operating revenue is less than the VAT registration threshold, the company can choose to register as a VAT taxpayer voluntarily. Once registered as a VAT taxpayer, the company can claim VAT back when it purchases items for business purposes.

VAT taxpayers need to declare to the Customs and Consumption Tax Bureau four times a year, that is, once every three months. The deadline for filing returns and paying taxes is generally 1 month and 7 days after the end of the accounting period.

Our fee only includes the service of VAT registration and does not include the service of filing value-added tax.

- (3) Mails are processed in either one of the following ways:
 - (a) Kaizen will scan and email mails to client's designated email account once a month. The original mails will be destroyed after 2 months;
 - (b) Kaizen will arrange courier of the mails to client's designated address once a month. Courier charges will be billed separately.
- (4) Kaizen will help client to open a business bank account in UK in the name of the UK branch. According to the bank's latest requirements, bank account applicants must arrange for all authorized signatories, as well as most of directors (In some cases, all directors and shareholders are required) to go to the bank for account opening interviews in person. Our bank account opening introductory service is only limited to providing assistance, including the preparation of required documents for opening bank account, preliminary review of all materials provided by the client, appointment of an interview with the bank, and forwarding bank letters, etc. The bank has the right to decide whether to accept any company's bank account opening application. If the bank account opening is unsuccessful, Kaizen shall not bear any responsibility and no refund of introductory service fee will be made.
- (5) Kaizen can handle notarization procedures of branch registration documents and other business documents in the UK, including certification of international notary or the certification of parent embassies in the UK. Please contact our professional the consultants for further details.

3. Payment Terms and 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 PayPal. An extra handling fee of 5% will be charged if paid by PayPal.

4. Basic Structure

- (1) The UK branch can use its parent company name or a different name to do business in the UK. If a different name is used, to company with UK Companies Act, this name is used on any legal documents;
- (2) If the parent company needs to disclose its financial statement, the UK branch also needs to disclose its financial statement;
- (3) Need to disclose the detailed personal information of the directors of the parent company;
- (4) UK branch has no concept of registered capital and no minimum capital requirement.

5. Materials Required

- (1) Registration documents of parent company, including Certificate of Incorporation, Memorandum and Articles of Association, register of shareholders, and register of directors;
- (2) A copy of passport and residential addresses proof issued within 3 months (such as utility bill or bank statements) in respect of each shareholder and director the parent company;
- (3) A copy of the latest set of accounts that had been disclosed, if the parent company is required to disclose its audited accounts under parent law;
- (4) A duly completed “UK Branch Registration Order Form” and “Kaizen CCD Form” (provided by Kaizen).

The supporting documents of parent company and the identification documents of the shareholders of parent company must be certified by a staff of Kaizen, or by the notary public, lawyer or accountant in client’s home country.

If any registration or identification documents of parent company is not in English, the client is required to provide an English translation certified by the company secretary or director. Kaizen can provide document translation services at an additional cost.

6. Registration Procedures and Time Frame

Generally, the registration process can be completed from around 2 weeks to 3 weeks if the business does not require an additional license or permit. The table below shows the procedures and time frame:

Step	Procedure	Working Days
1	The client entrusts Kaizen to handle registration of UK branch, Kaizen issues an invoice to client	1
2	Client delivers the required registration materials to Kaizen by email or post and at the same time settles Kaizen's invoice	Client's Schedule
3	Kaizen verifies identification documents and proof of address provided by the clients via video meeting (client can also arrange the certification by themselves and then return the original certified documents to us)	Client's Schedule
4	Kaizen preforms preliminary check of company name	1
5	Kaizen prepares the registration documents for the UK branch and delivers the documents to client for signature	1
6	Client signs off the documents and return them to Kaizen by Email	Client's Schedule
7	Kaizen submits registration application for the UK branch to Companies House	1
8	Companies House reviews the registration application documents and if it finds the documents in order, issues a Certificate of Registration	7-10
9	Kaizen produces company kit (including common seal)	1
10	Kaizen posts the company kit to client	Courier's Schedule
		2-3 weeks

7. Post Registration Documents

After the registration process is completed, Kaizen will return the following documents and materials to client for retention:

- (1) Certificate of Branch Registration issued by Companies House;
- (2) Registration summary of the UK branch.

8. Annual Maintenance

In most cases, overseas companies must send accounting documents to Companies House. The accounting documents you must deliver depend on whether the company must prepare and disclose accounting documents under parent law. To provide you with a clearer understanding of the cost to maintain a UK branch, Kaizen lists out the maintenance costs incurred by a UK branch each year in the following table, for reference only.

Item	Service Description	Fee (GBP)
Annual Renewal		
1	Basic annual renewal including registered address and filling of Confirmation Statement	500
Tax Declaration, Accounting and Bookkeeping		
2	Accounting and bookkeeping (annually)	600+
3	Prepare unaudited financial statement (annually)	300+
4	VAT Taxpayer registration (one-off)	300
5	Acting as Tax Representative (annually)	300
6	Preparation and filing of VAT Return (quarterly)	150+
7	Preparation and submission of Company Tax Return (annually)	400+

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

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