

UK Limited Liability Partnership (LLP) Incorporation Procedures and Fees

Unless otherwise indicated, the LLP stated in this quotation refers to a Limited Liability Partnership (LLP) incorporated in UK in accordance with the United Kingdom Limited Liability Partnerships Act 2000

Our fee for the incorporation of an LLP in the United Kingdom is GBP950. The fees quoted include our professional incorporation service fee, registered office address in UK for one year and payment of official government fee. For details, please refer to the Section 1 of this quotation.

A LLP is a separate legal entity conferring full limited liability on its members. There must be at least two members, but there is no upper limit. At least two of the members must be named as 'designated members', who accept responsibility for sending information to Companies House for registration, etc.

For the purpose of registering a LLP in UK, you will need to provide the identification documents and proof of address of each partner, registered office address (if provided by the client), and the main business scope and business models of UK companies. The required documents and materials are detailed in Section 5 of this quotation.

In general, the registration of a LLP takes around 3 to 5 business days. However, Companies House might conduct audits base on the business scope and the identity of the investors, and the registration time shall be extended.

The fees quoted are applicable to the business which does not require an additional license or permit. If the business to be carried out by the UK company requires an extra license or permits, Kaizen can help apply for such license or permit and our fees 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 limited liability partnership (LLP) in the United Kingdom is GBP950, inclusive of official filing fee. In particular, our fee covers the following services:
Memorandum

(1) Pre- & Post-Incorporation

- (a) Answering your questions in respect of the registration and maintenance of a LLP in UK;
- (b) Performing name availability search;
- (c) Payment of official registration filing fee to relevant authorities;
- (d) Drafting a standard LLP agreement;
- (e) Preparation of incorporation documents and registration forms;
- (f) Preparation of board resolution;
- (g) Preparation of compliance corporate kit, including Company stamp, Certificate of Interest, Register of members.

(2) Registered Office Address

Kaizen will provide an address as the Registered Office of your UK LLO 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 LLP expects business letters, we can provide mail forwarding service. See section 2 for costs.

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) Our fee includes a standard partnership agreement, bespoke agreement can be drafted with extra charge;
- (2) Our fee does not include the courier fee, if any.

2. Optional Services and Fees

No.	Description of Service	Fee (£)
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	Notarisation and legalisation (Note 4)	TBA

Notes:

- (1) UK tax regulation does not require a company to appoint a tax representative. However, most of UK companies appoint professional accounting firm to act as tax representatives. The main responsibilities of a tax representative are as below:
- Keeping accounting records and calculation tax payable;
 - Communicating and exchanging information with HMRC;
 - Advising on tax planning issues.

- (2) Companies 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:
- Kaizen will scan and email mails to client's designated email address once a month. The original mails will be destroyed after 2 months;
 - Kaizen will arrange courier of the mails to client's designated address once a month. Courier charges will be billed separately.
- (4) Kaizen can handle notarization procedures of company 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 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 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.

4. Basic Structure

- (1) Must have at least two designated members;
- (2) Must have an LLP agreement detailing the regulation of operation of the LLP;
- (3) No restrictions on the maximum number of partners ;
- (4) No restrictions on the nationalities of partners;
- (5) No restrictions on the capital of the partnership.

5. Materials Required

- (1) A copy of passport and address proof issued within 3 months of each partner (for example, utility bill, telephone bill or bank statement); if a partner is a legal person, its Certificate of Incorporation, latest Annual Return, Memorandum and Articles of Association, Register of Directors, Register of shareholders, and passport and address proof of each ultimate beneficial owner holding more than 10% shares or interest in that company;
- (2) If a partner is a legal person, a group chart that illustrates clearly the relationship between the LLP and its ultimate beneficiary owner and certified by a director;
- (3) A duly completed “UK LLP Registration Order Form” (provided by Kaizen).

The identification documents of partners must be certified by the staff of Kaizen, or by the notary public, lawyer or accountant in client’s home country.

If any supporting documents of partners are not prepared 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

Under normal circumstances, the company name and the business scope do not need an extra license or permit, the whole process for a LLP registration takes around 1 week. The table below shows the procedures and time frame:

Step	Procedure	Working Days
1	The client entrusts Kaizen to handle registration of UK LLP, 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 LLP and delivers the documents to client for signature	Client's Schedule
6	Client signs off registration application 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	1
9	Kaizen produce company kit (including stamp)	1-2
10	Kaizen posts the company kit to client.	Courier's Schedule
Total working days		5-7

7. Post Registration Documents

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) Certificate of Incorporation issued by Companies House;
- (2) A standard Limited Liability Partnership Agreement;
- (3) A certificate of interest in the LLP;
- (4) A company signature stamp, a company round stamp;
- (5) Registers of members;
- (6) Board Resolution.

The above documents are also available for pick up in any Kaizen offices. We can also courier the documents to any address designated by client.

8. Annual Maintenance

An LLP registered in UK is required to submit Confirmation Statement and Annual Accounts to Companies House at the end of your company's financial year, no matter the company has operations or not. An LLP is also required by law to prepare and file a Company Tax Return with HMRC.

In order to provide you with a clearer understanding of the cost to maintain a UK company, Kaizen lists out the maintenance costs incurred by a UK company each year in the following table, for reference only.

Item	Service Description	Fees (£)
Annual Renewal		
1	Basic annual renewal including registered address and filling of Confirmation Statement	500
Tax Declaration, Accounting and Bookkeeping		
2	Preparation and Filing of Annual Accounts (Dormant)	200
3	Accounting and bookkeeping (annually)	600+
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 for the Annual Audit Report (Optional) (For the sales amount more than 1 million and employee more than 50 persons, is necessary to declare for the annual audit report)	1,000+
8	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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