

UK Overseas Company Registration Procedures and Fees

Unless otherwise indicated, the Overseas Company stated in this quotation refers to the parent company formed on outside of United Kingdom in according to the Companies Act 2006 (CA06) and the Overseas Companies Regulations 2009 of UK.

Our fee for registration of an Overseas Company of parent company is GBP800. The fees quoted include our professional registration service fee, registered office address for the first year and official government fee. For details, please refer to the Section 1 of this quotation.

For the purpose of registration of a Overseas Company 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 Overseas Company 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 Overseas 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 Overseas Company in United Kingdom is GBP800. In particular, our fee covers the following services:

- (1) UK Overseas Company Registration
 - (a) Answering client's questions regarding registration and maintenance of a Overseas Company;
 - (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 Overseas Company for the first year, to meet the requirements of the 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 Company 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 Overseas Company registration. However, it does not include document postage and other miscellaneous expenses that are incurred in the process of registration.
- (2) The above quotation does not include application of franchise license or permit.

2. Optional Services

No.	Description of Service	Fee (£)
1	VAT Taxpayer registration (one off) (Note 1)	300
2	Mail forwarding (per annum) (Note 2)	300
3	Bank account opening introductory service (Note 3)	500
4	Notarization and legalization (Note 4)	TBA

Note:

- (1) Any business whose turnover exceeds (or will exceed) the VAT threshold of £90,000 in any 12 months period, not just the annual accounting period, must register for VAT and then account for it. Most goods and services are charged at the standard VAT of 20%. Businesses may choose to opt for voluntary VAT registration.

Alongside other filing requirements, VAT registered companies must then complete a quarterly VAT return to HMRC, which is now done online. This breaks down the amount of VAT due on sales and the amount of VAT reclaimable on company purchases, with the difference between these being the amount of VAT payable to HMRC.

The VAT return is due at the end of the month following the end of the quarter covered by the return.

- (2) For receipt of commercial mails, we will scan and email the mails received to you once a week. We could assist to forward business letters and couriers on behalf of clients at every month. Courier charges will be charged.
- (3) Kaizen will help you to open a online account for your UK company 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.
- (4) Kaizen can arrange to have the registration documents of your UK company notarisation by Notary Public and legalisation by the consulate general and designed attesting officers in British. Our fees for these services will be quoted upon request.

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

- (1) The UK Overseas Company 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 Overseas Company also needs to disclose its financial statement;
- (3) Need to disclose the detailed personal information of the directors of the parent company;
- (4) UK Overseas Company 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 Overseas Company Registration Order Form” and “Kaizen CCD 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.

The supporting documents of parent company and the identification documents of the shareholders of parent company must be certified by the notary public 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	Client confirms to engage Kaizen to handle the formalities of Overseas company registration and the time same time, sends the materials stated in Section 5 to Kaizen by email.	1
2	Kaizen issues an invoice to client and client arranges payment of our service fees.	Client's Schedule
3	Kaizen arranges with client to verify the identification documents of the shareholder(s) and director(s). 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 Overseas Company 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 will file the incorporation documents with the Companies House.	1
8	The UK Companies House review the documents and if it finds everything in order, issues a Certificate of Incorporation.	7-10
9	Kaizen produces company kit	1
10	Kaizen delivers company registration documents to the 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 Overseas Company 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.

In order to provide you with a clearer understanding of the cost to maintain a Overseas company, Kaizen lists out the maintenance costs incurred each year in the following table. It shall be noted that the fees listed above are for reference only and the actual cost may be higher than listed.

Item	Services	Fee (£)	
Basic Annual Maintenance			
1	Registered Office Address	Yearly	
2	Preparation and Filing of Confirmation Statement	Yearly	
		Subtotal:	500
Other Maintenance Services			
3	Preparation and Filing of Annual Accounts (Dormant)	Yearly	250
4	Preparation and filing of Corporation Tax Return (Dormant)	Yearly	250
5	Accounting and bookkeeping	Monthly	150 up
6	Preparation and filing of Corporation Tax Return (with computation)	Yearly	500 up
7	VAT Registration (Voluntarily)	One off	300
8	VAT Registration (Mandatory)	One off	300
9	Preparation and filing of VAT Return	Quarterly	150 up
10	PAYE Number registration	One off	300
11	Pension Scheme registration and change of Particulars of current staff	One off	200
12	Payroll processing	Monthly	60/head
13	Pension Scheme calculation and submission	Monthly	20/head
14	Processing the conversion of pension provider or payroll system	One off	100

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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