REGISTRY OF COMPANIES AND BUSINESS NAMES HELP GUIDE ON POST-INCORPORATION CHANGES

Help Guide Post Incorporation Changes

Please note that Company and Business Names used within this help guide are for illustrative purposes only. Any similarity to actual Company or Business Names is coincidence.

Should you have any inquiries with regards to the ROCBN system, kindly contact our ROCBN Help Desk at +673 2380505 or email them at info.rocbn@mof.gov.bn

Registry of Companies and Business Names Operating hours are from: Monday – Thursday & Saturday, 8.00 am - 3.30 pm.

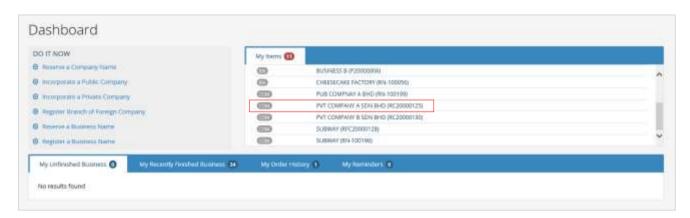
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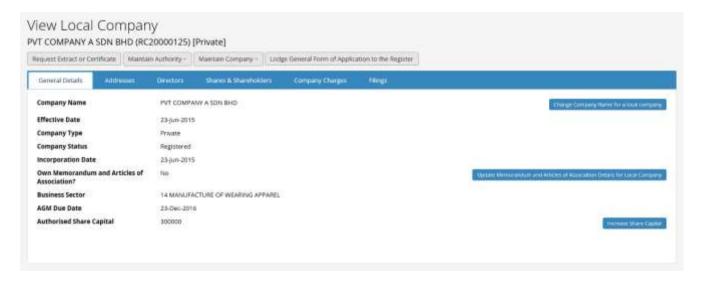
POST INCORPORATION

Company information for all registered company types, both local and foreign can be maintained online via the ROCBN system. Each section within this guide will illustrate the steps required and are similar regardless the company type.

To maintain information on a company, first select the company under the My Items list.



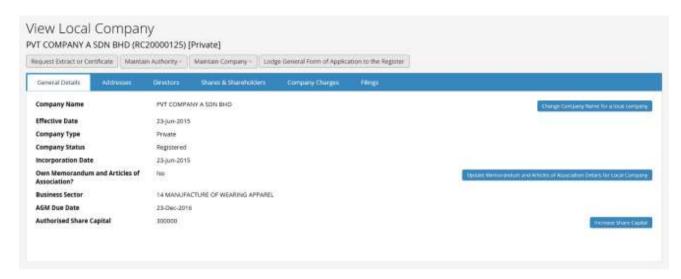
You will then presented with a View of the company selected.



GENERAL DETAILS

CHANGE COMPANY NAME FOR LOCAL COMPANY

Under the General Details tab, click on the Change Company Name for a local company button.



A. If a Reserved Name has not been made

1. If there is no reserved name, the following notification will be displayed.



2. Return to the Dashboard and click on Reserve a Company Name.



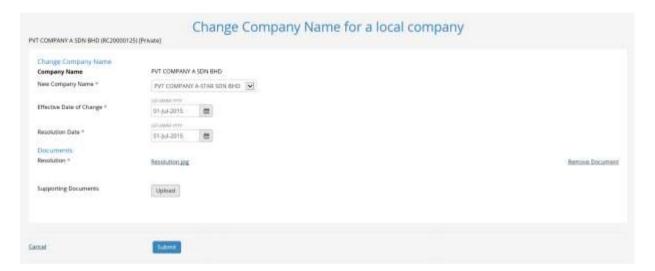
3. Complete all mandatory details. <u>Note</u>: to apply for a reserved name for the intention of changing a company name, please select **Change Name** as illustrated below.



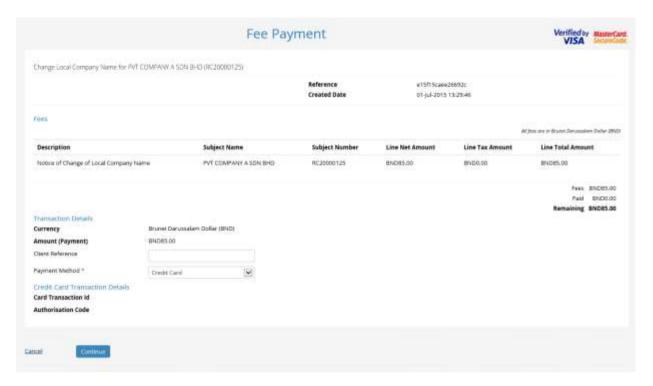
- 4. Proceed to make payment for the application.
- 5. Email Confirmation will be sent containing the payment receipt.
- 6. Email Conformation will be sent confirming application has been submitted to ROCBN
- 7. Email Confirmation will be sent upon approval of application.
- 8. Proceed with the following section for next steps.

B. If a Reserved Name has been made

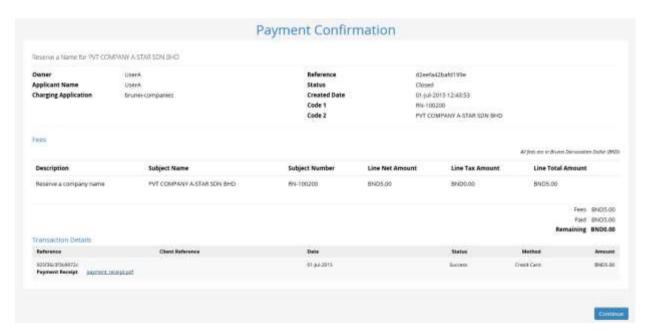
1. If you have an approved reserved name for the purpose of changing the company name then you will be presented with the following page. Select the new company name and complete other mandatory details. Click the **Submit** button.



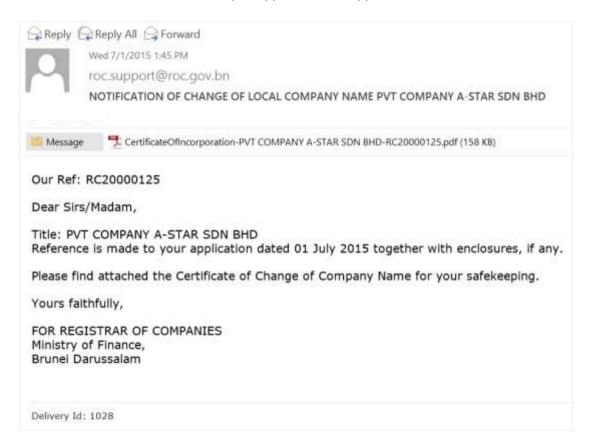
2. Proceed to make online payment. For further steps on making payment, please refer to the Payment Options Guide.



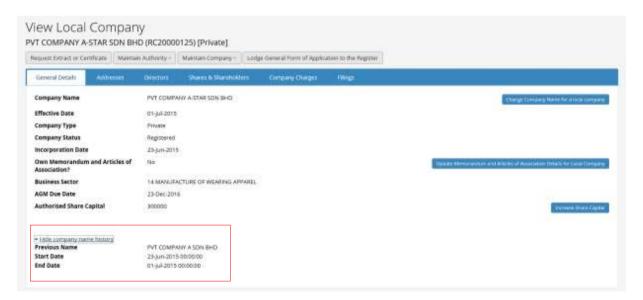
9. After completing the payment transaction you will be presented with the Payment Confirmation page. Email Confirmation will be sent upon approval of application. Click the **Continue** button.



10. An Email Confirmation will be sent upon approval of the application.



11. The previous company name will no longer be listed under **My Items**. Instead it will be replaced with the new company name. However, there will be a history of any company name change as highlighted below.



12. In addition to this, the Filings tab will display all notices with regards to any changes or updates made to company information.



UPDATE MEMORANDUM OF ARTICLES OF ASSOCIATION

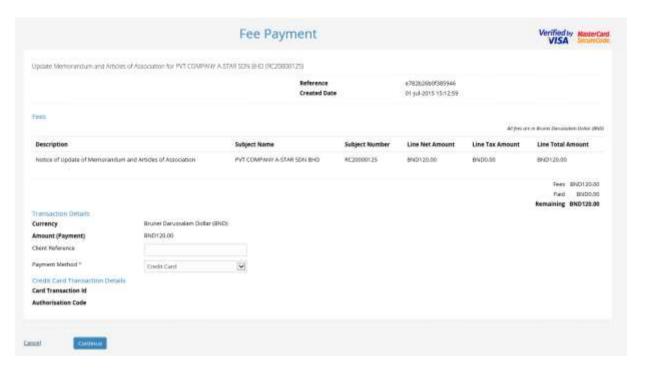
1. Click on the Update Memorandum of Articles of Association button.



2. Complete all mandatory details and attach the updated Memorandum and Articles of Association document as well as the Court Order. Click the **Submit** button.



3. Proceed to make online payment. For further steps on making payment, please refer to the Payment Options Guide.



4. After successfully completing the transaction, you will be presented with the Payment Confirmation page. An Email Confirmation containing a copy of the payment receipt will be sent. Click the **Continue** button.



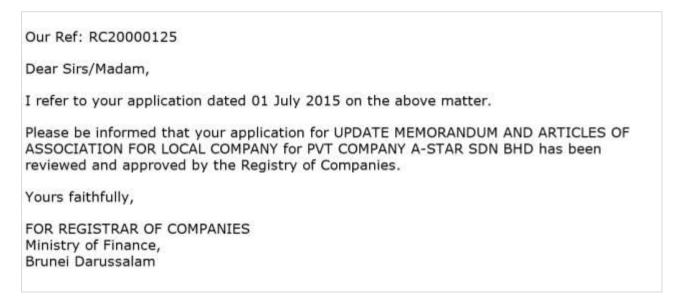
5. Your application has been sent to ROCBN for review. An Email Confirmation will be sent. Click the **Ok** button.



6. You will be returned to the Dashboard. Your application will be shown with Review status under My Unfinished Business.



7. Once ROCBN has approved your application, you will receive an Email Confirmation.

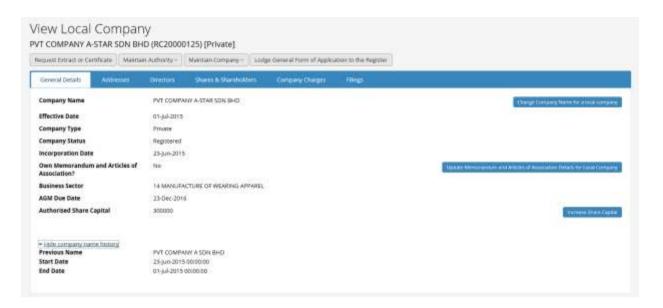


8. A Notice of Update of Memorandum and Articles of Association will be added to the Filings tab.



INCREASE SHARE CAPITAL

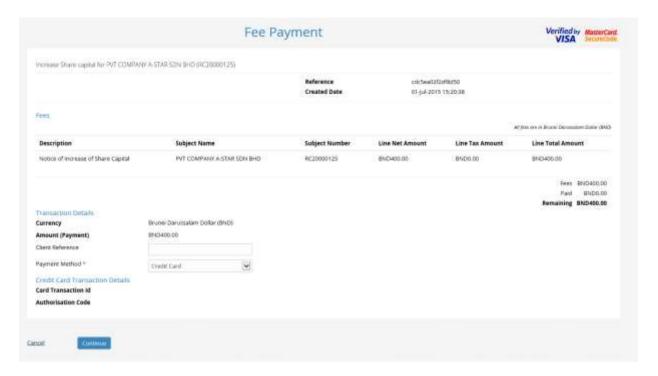
1. Click on the Increase Share Capital button.



2. Complete all mandatory details and attach a copy of the Resolution. Click the Submit button.



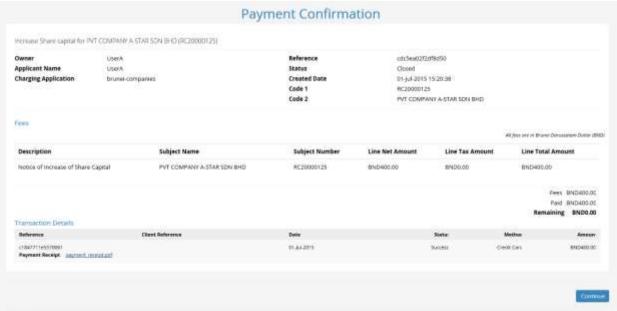
3. Proceed to make online payment. For further steps on making payment, please refer to the Payment Options Guide.



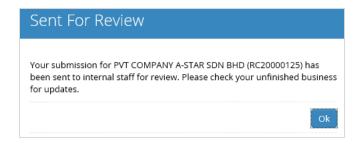
Note:

Fee for Local and Foreign companies is based on the following graduated scale:

- Where share capital <= 25000, fee = \$300
- Where share capital > 25000 and < = 500000, fee = (300+20(share capital 25000)/5000)
- Where share capital > 500000 and <=1000000, fee = (2200 + 10 (share capital 500000)/5000)
- Where share capital > 1000000 and <=50000000, fee = (3200 + 5 (share capital 1000000)/15000)
- Where share capital > 50000000, fee = (19535 + 3 (share capital -50000000)/20000)
- 4. After successfully completing the transaction, you will be presented with the Payment Confirmation page. An Email Confirmation containing a copy of the payment receipt will be sent. Click the **Continue** button.



5. Your application has been sent to ROCBN for review. An Email Confirmation will be sent. Click the **Ok** button.



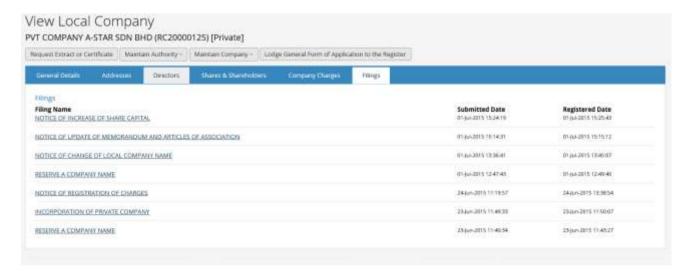
6. You will be returned to the Dashboard. Your application will be shown with Review status under My Unfinished Business.



7. Once ROCBN has approved your application, you will receive an Email Confirmation.



8. A Notice of Increase of Share Capital will be added to the Filings tab.



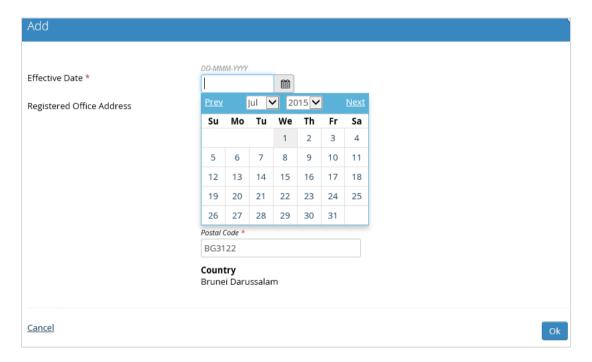
ADDRESSES

UPDATE ADDRESS DETAILS

1. Click on the **Update Address Details** button.



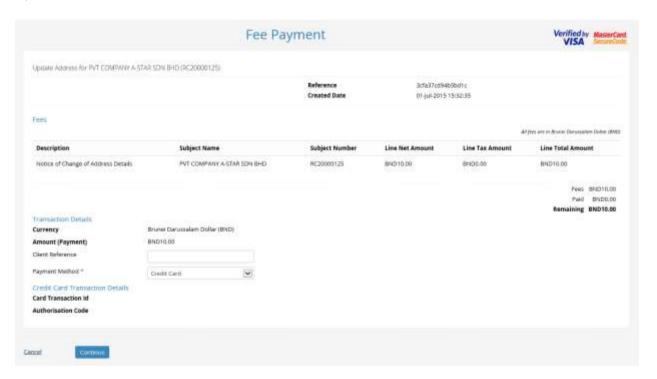
2. Select the effective date and complete other mandatory address details. Click the **OK** button.



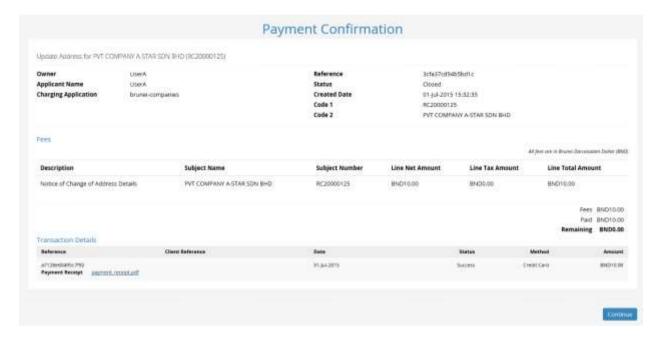
3. Attach a copy of notice of change of address details and click the Submit button.



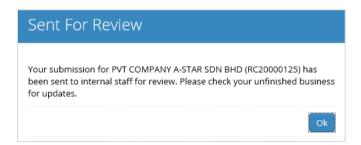
4. Proceed to make online payment. For further steps on making payment, please refer to the Payment Options Guide.



5. After successfully completing the transaction, you will be presented with the Payment Confirmation page. An Email Confirmation containing a copy of the payment receipt will be sent. Click the **Continue** button.



6. Your application has been sent to ROCBN for review. An Email Confirmation will be sent. Click the **Ok** button.

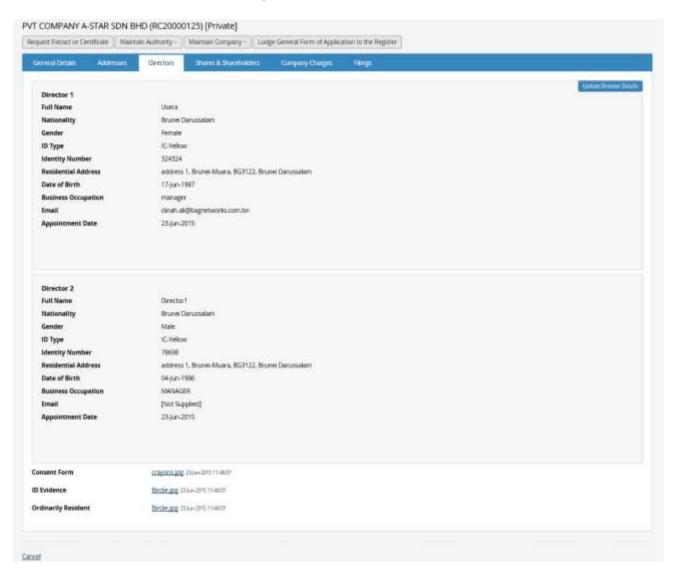


7. Once ROCBN has approved your application, you will receive an Email Confirmation.

DIRECTORS

UPDATE DIRECTOR DETAILS

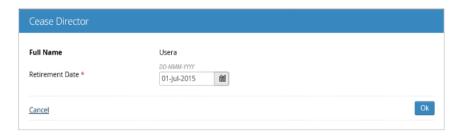
1. Under the **Directors** tab, click on the **Update Directors Details** button.



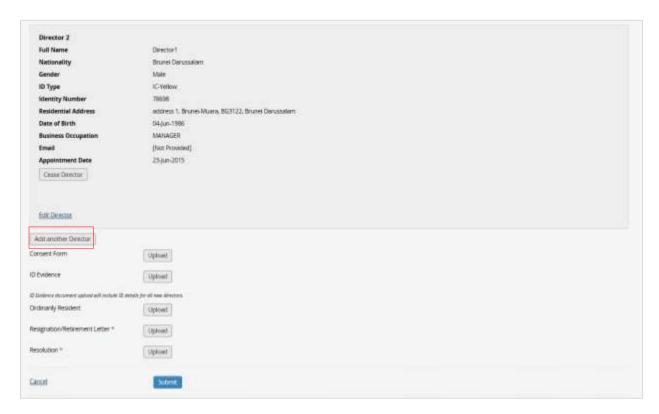
2. Under each director, you will be able to either cease a director or edit director details.



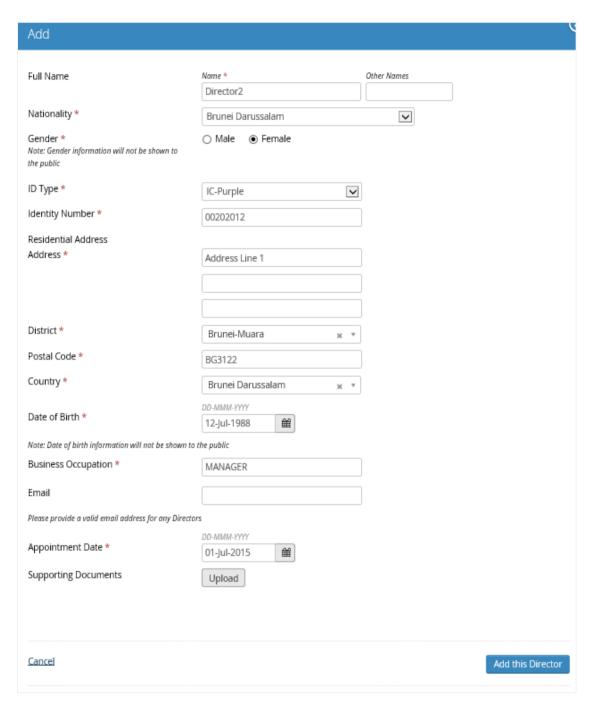
3. For this example, we illustrate ceasing a director, whereby you will be required to enter a retirement date. Depending on the date you have entered, the Director will no longer have access to view the company in the system. Click the **OK** button.



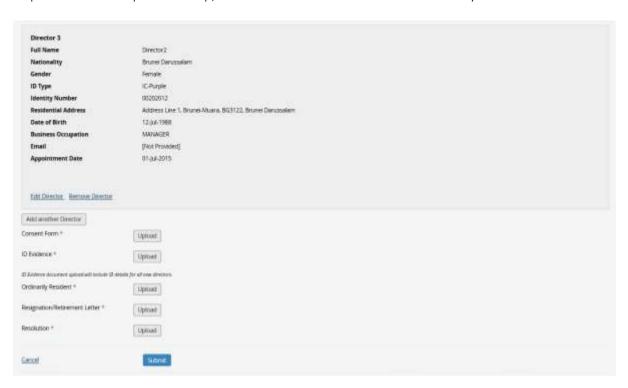
4. Each company has a requirement to have a minimum of 2 Directors. Since in the previous step we had ceased a Director, a new one must now be added. To do this, click on the **Add another Director** button.



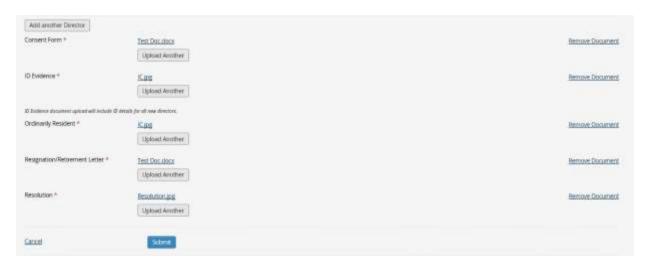
5. Complete all mandatory details of the new Director. Click on **Add this Director** button.



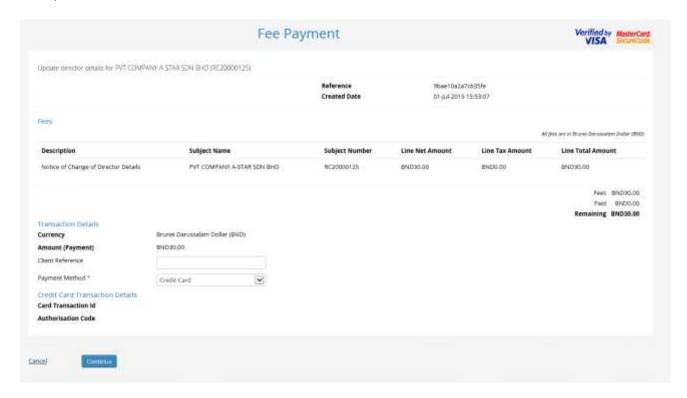
6. As per details in the previous step, the new Director has now been successfully added.



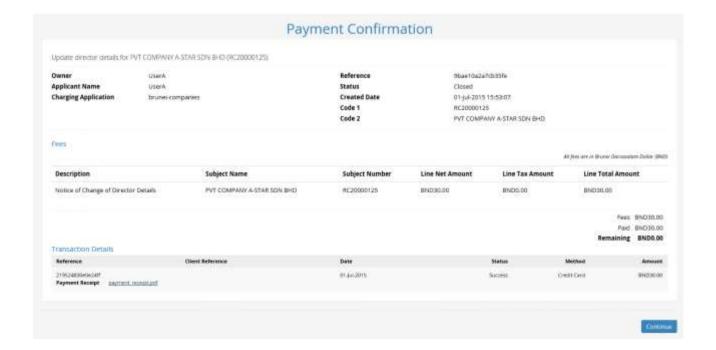
- 7. Other mandatory details required for the application to update Director details include the attachment of:
 - 1) Consent Form,
 - 2) ID Evidence (of new Director),
 - 3) Ordinarily Resident (If the Director is not a local)
 - 4) Resignation/retirement letter (if a Director is to be ceased)
 - 5) The Resolution



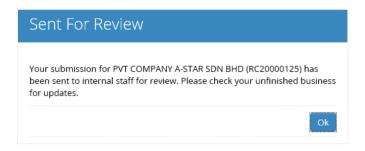
8. Proceed to make online payment. For further steps on making payment, please refer to the Payment Options Guide.



9. After successfully completing the transaction, you will be presented with the Payment Confirmation page. An Email Confirmation containing a copy of the payment receipt will be sent. Click the **Continue** button.



10. Your application has been sent to ROCBN for review. An Email Confirmation will be sent. Click the **Ok** button.

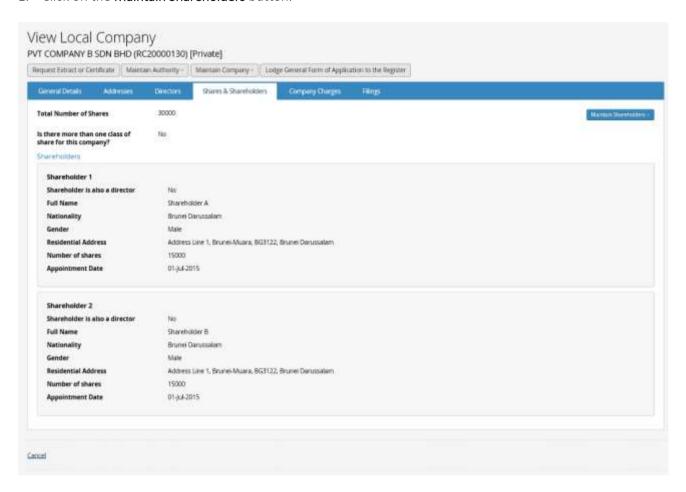


11. Once ROCBN has approved your application, you will receive an Email Confirmation.

SHARES & SHAREHOLDERS

MAINTAIN SHAREHOLDERS

1. Click on the Maintain Shareholders button.



2. Two options are provided, i.e. Transfer Shares and Allotment of Shares

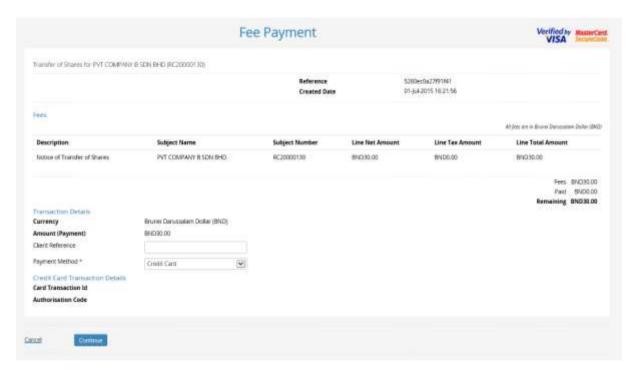


Transfer of Shares

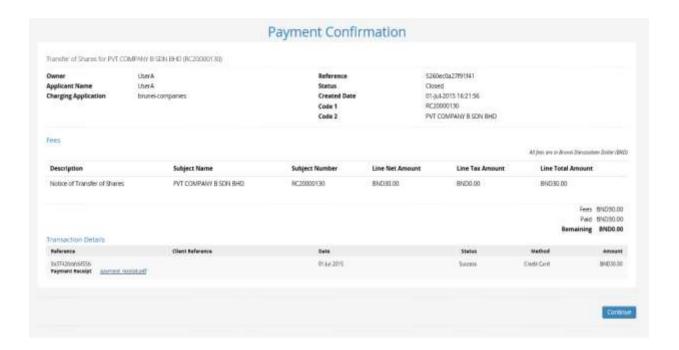
1. Select the date of the transfer and click the **Submit** button.



2. Proceed to make online payment. For further steps on making payment, please refer to the Payment Options Guide.



3. After successfully completing the transaction, you will be presented with the Payment Confirmation page. An Email Confirmation containing a copy of the payment receipt will be sent. Click the **Continue** button.



- 4. The application to Transfer Shares will be been sent to ROCBN for review. An Email Confirmation will be sent.
- 5. Once ROCBN has approved your application, you will receive an Email Confirmation.
- 6. You will be check the Notice of Transfer of Shares under the Filing tab.

Allotment of Shares

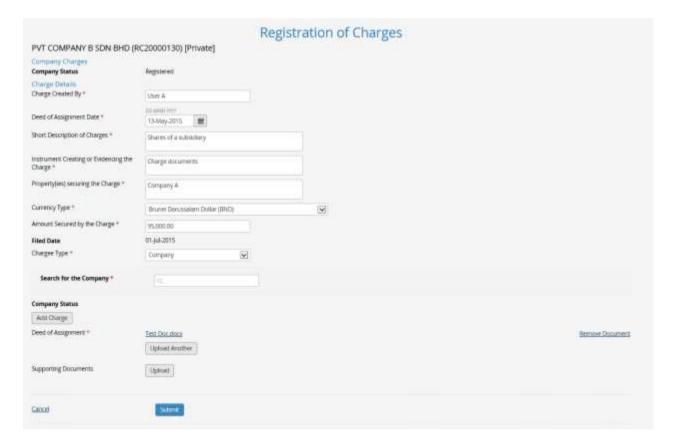
COMPANY CHARGES

REGISTRATION OF CHARGES

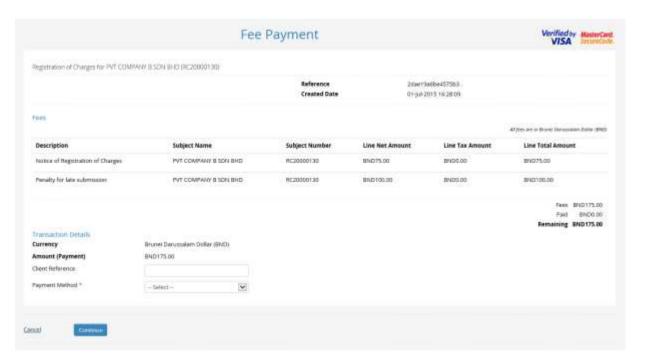
1. Under the Company Charges tab, click on the **Registration of Charges** button.



2. Complete all mandatory details and attach the Deed of Assignment. Click the **Submit** button.



3. Proceed to make online payment. For further steps on making payment, please refer to the Payment Options Guide.



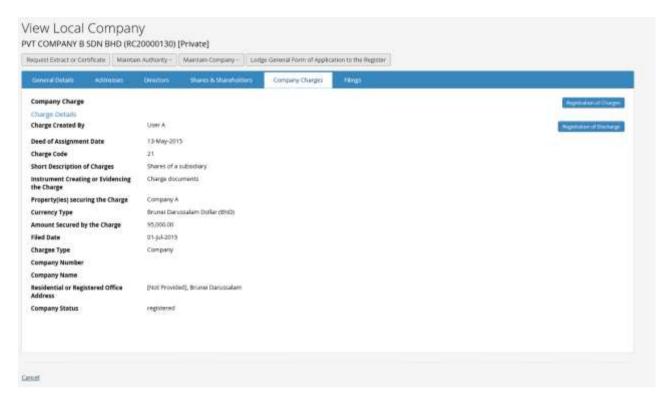
4. After successfully completing the transaction, you will be presented with the Payment Confirmation page. An Email Confirmation containing a copy of the payment receipt will be sent. Click the **Continue** button.



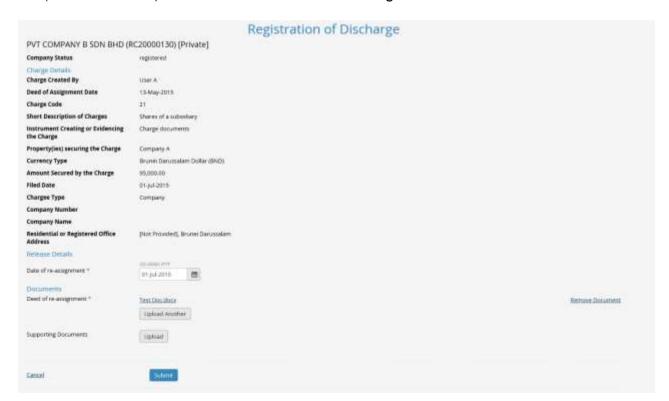
- 5. The application to Transfer Shares will be been sent to ROCBN for review. An Email Confirmation will be sent.
- 6. Once ROCBN has approved your application, you will receive an Email Confirmation.
- 7. You will be check the Notice of Registration of Charges under the Filings tab.

REGISTRATION OF DISCHARGE

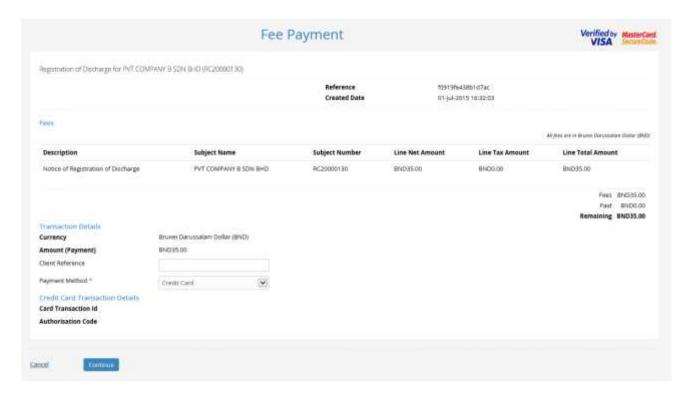
1. Under the Company Charges tab, click on the **Registration of Discharge** button. Registration of Discharge only appears if a Registration of Charges is approved.



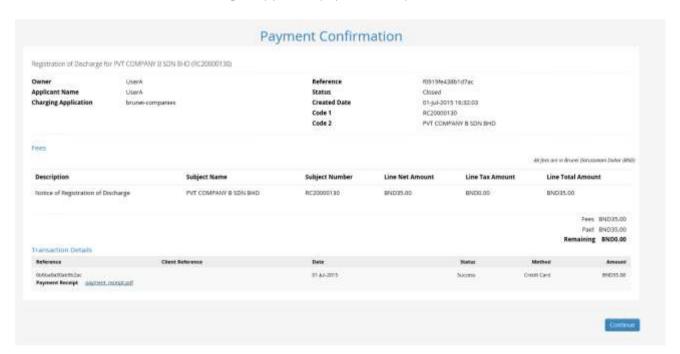
1. Complete all mandatory details and attach the **Deed of Discharge**. Click the Submit button.



2. Proceed to make online payment. For further steps on making payment, please refer to the Payment Options Guide.



3. After successfully completing the transaction, you will be presented with the Payment Confirmation page. An Email Confirmation containing a copy of the payment receipt will be sent. Click the **Continue** button.



- 4. The application to Transfer Shares will be been sent to ROCBN for review. An Email Confirmation will be sent
- Once ROCBN has approved your application, you will receive an Email Confirmation containing a Memorandum of Satisfaction Certificate.
- 6. You will be check the Notice of Registration of Disharge under the **Filings** tab.