

Commencement: 31 October 2005

COMPANIES (PRESCRIBED FORM)

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To provide for the prescribed form for Annual Returns to be filed with the Vanuatu Financial Services Commission under section 127(2)(a) of the Companies Act [Cap. 191].

1. Prescribed form under section 127(2)(a)

On filing Annual Returns as provided for in section 127 of the Companies Act [Cap. 191] it is declared that the attached form be used for the purpose of section 127(2)(a).

**REPUBLIC OF VANUATU
COMPANIES ACT [CAP. 191]
Section 127**

Annual Return of Limited, made up to the day of
....., 20 (being the anniversary of the incorporation of the company).

Delivered for filing by:
.....
.....
.....

1. Address (Situation of the company's registered office)

2. Situation of Registers of Members and Debenture-holders
(Address of place at which the register of members is kept, if other than the registered office of the company.)

3. Summary of Share Capital and Debentures

(a) Nominal Share Capital divided into
shares of VT each

<u>Number</u>	<u>Class</u>	
.....	shares of each
.....	shares of each
.....	shares of each
.....	shares of each

(b) Issued Share Capital and Debentures

(i) Number of shares of each class taken up to the date of this return (which must agree with the total shown in the list as held by each existing member):

<u>Number</u>	<u>Class</u>	
.....	shares
.....	shares
.....	shares

(ii) Number of shares of each class issued subject to payment wholly in cash:

<u>Number</u>	<u>Class</u>	
.....	shares
.....	shares
.....	shares

- (iii) Number of shares of each class issued as partly paid up for a consideration other than cash and the extent to which each such share is so paid up:

<u>Number</u>	<u>Class</u>	
.....	shares
Issued as paid up to the extent of VT		per share
.....	shares
Issued as paid up to the extent of VT		per share
.....	shares
Issued as paid up to the extent of VT		per share

- (iv) Number of shares of each class issued as fully paid up for a consideration other than cash:

<u>Number</u>	<u>Class</u>	
.....	shares
.....	shares
.....	shares

- (v) Amount called up on number of shares of each class

	<u>Number</u>	<u>Class</u>	
VT	shares
VT	shares
VT	shares

- (vi) Total amount of calls received, including payments on application and allotment and any sums received on shares forfeited: VT

- (vii) Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash:

	<u>Number</u>	<u>Class</u>	
VT	shares
VT	shares
VT	shares

- (viii) Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash:

	<u>Number</u>	<u>Class</u>	
VT	shares
VT	shares
VT	shares

- (ix) Total amount of Calls unpaid: VT

- (x) Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures: VT
- (xi) Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return: VT
- (xii) Total number of shares of each class forfeited:
- | <u>Number</u> | <u>Class</u> | |
|---------------|--------------|--------|
| | | shares |
| | | shares |
| | | shares |
- (xiii) Total amount paid (if any) on shares forfeited: VT
- (xiv) Total amount of shares for which share warrants to bearer are outstanding:
VT
- (xv) Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return:
Issued: VT
Surrendered: VT
- (xvi) Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind

4. Particulars of Indebtedness

Total amount of indebtedness of the company in respect of all mortgages and charges, which are required to be registered with the Registrar of Companies under the Companies Act [Cap. 191]:
VT

5. List of Present Members:

<u>Full Name</u>	<u>Residential Address</u>	<u>Number and class of shares held</u>	<u>Amount paid up or credit as paid up on shares held</u>
.....
.....
.....
.....
.....
.....
.....
.....

6. Particulars of Directors and Secretaries

Particulars of the persons who are Directors of the Company at the date of this return:

<u>Name</u>	<u>Former Name</u>	<u>Nationality</u>	<u>Address</u>	<u>Occupation</u>
.....
.....
.....

Particulars of the person who is Secretary of the Company at the date of this return:

<u>Name</u>	<u>Former Name</u>	<u>Address</u>	<u>Occupation</u>
.....

Dated at Port Vila this day of, 20.....

.....
Director

.....
Secretary

Certificate Accompanying Annual Return

Name of Company:

To: The Registrar of Companies

We hereby certify that:

- (1) The company has not since the date of the last annual return issued any invitation to the public to subscribe for any share or debentures of the company.
- (2) Proper books of accounts have been kept by the company for the year to which this annual return relates, and that the turnover of the company was less than VT 20,000,000 in any year;
- (3) The annual general meeting of the company covering the date of this annual return was held on the day of, 20..... The next AGM will be held on or before the day of, 20.....
- (4) The excess of the number of members of the company over fifty consists wholly of persons who, under section 38 (1)(b) of the Companies Act [Cap. 191] are not to be included in reckoning the number of fifty.

Dated at Port Vila this day of, 20.....

.....
Director

.....
Secretary