

**Shenzhen Office, China**  
Room 2508, Shenhua Comm.  
Bldg., 2018 Jiabin Road,  
Luohu District, Shenzhen  
Tel: +86 755 8268 4480  
Fax: +86 755 8268 4481

**Shanghai Office, China**  
Room 603, Tower B, Guangqi  
Culture Plaza, 2899A Xietu Road,  
Xuhui District, Shanghai  
Tel: +86 21 6439 4114  
Fax: +86 21 6439 4414

**Beijing Office, China**  
Room 408A, Interchina Commercial  
Building, No.33 Dengshikou Street,  
Dongcheng District, Beijing  
Tel: +86 10 6210 1890  
Fax: +86 10 6210 1882

**Singapore Office**  
36B, Boat Quay  
Singapore 049825  
Tel: +65 6438 0116  
Fax: +65 6438 0189

## GUIDE TO MANAGEMENT OF SAMOA INTERNATIONAL COMPANIES

### 1. Meetings and Minutes of Proceedings

Directors' and shareholders' minutes of meetings are to be signed by the chairman of the meeting or by one of the directors who is a party to the proceedings (s.103(1)(b)). Where requested, Kaizen Certified Public Accountants Limited ("Kaizen") will assist in the preparation of resolutions. Notice and quorum provisions for meetings are set out in the articles of association.

Shareholders' resolutions may be passed without a meeting and without any previous notice of the resolution by means of a resolution in writing signed by no less than three fourths of members entitled to vote (S.99(2)). Directors' resolutions may also be passed without a meeting and without any previous notice of the resolution by means of a resolution in writing signed by a quorum of directors.

The minutes of the company may be kept at the registered office of the company in Samoa or elsewhere (s.103(3)).

### 2. Annual General Meeting

An annual general meeting is required at least once every year unless the shareholders dispense with the requirement by written resolution (s.92(6)(b)). Kaizen's standard opening minutes dispense with the holding of annual general meetings.

### 3. Registration of Charges

On receiving instructions Kaizen will attend to the registration of the charge which should be lodged with the Registrar of International and Foreign Companies ("the Registrar") within 42 days after the creation of the charge (s.72(1)).

### 4. Register of Directors and Secretaries

Kaizen will maintain a register of directors and secretaries and should be notified of any changes in appointments. Kaizen will not file original details or changes with the Registrar unless specifically requested (s. 91(5A)).

### 5. Register of Members

Kaizen will maintain a register of members of the company and should be notified of any changes. The register of members may be kept outside Samoa (s.106).

## **6. Transfer of Shares**

Any member may transfer shares by an instrument in writing in any usual or common form or in a form which the directors approve. Where requested, Kaizen will assist in the preparation of transfer forms and share certificates.

## **7. Bearer Shares and Bearer Warrants**

The company may issue bearer shares (s.35(1)) or bearer warrants (s.36(1)) but such shares must be fully paid-up. A bearer share may be transferred by delivery of the bearer certificate (s.35(8)). Where requested, Kaizen will assist in preparing bearer certificates.

## **8. Filing of Copies of Certain Resolutions**

In general copies of special resolutions need not be filed with the Registrar. There are certain matters however where copies should be filed, such as amendments to the memorandum and articles of association. (s.19(2) and s.26(2))

## **9. Alteration of Share Capital**

The company may by special resolution increase and decrease the capital value of the company (s.52(1)(a) and s.54(1)).

## **10. Alteration of Memorandum and Articles of Association**

The company may by special resolution amend its memorandum (s.19(1)) and articles of association (s.26(1)). A copy must be lodged with the Registrar within 21 days of the date of the special resolution. Upon receiving instructions Kaizen will attend to the preparation and filing of the documentation.

## **11. Audit**

The company may by agreement of all the members dispense with the appointment of an auditor (s.117(b)). The appointment is dispensed with in Kaizen's standard form opening shareholders' resolutions.

If not dispensed with, a company shall within 90 days of its incorporation appoint a registered company auditor to be the auditor of the company (s.116(1)). When requested, Kaizen will assist in having accountants registered as company auditors.

## **12. Annual Returns**

No annual return is necessary.

## **13. Change of Name**

The company may by special resolution and with the approval of the Registrar change its name (s.23(1)). Upon receiving instructions Kaizen will attend to the preparation and filing of documentation with the Registrar.

**14. Common Seal**

The company may from time to time specify who is to use the common seal. Kaizen's standard articles of association provide that the common seal should only be used by the authority of the directors and every instrument to which the seal is affixed shall be signed by a director or some other person appointed by the directors for that purpose.

**15. Directors**

At least one director is required. It is not necessary to have a Samoan resident director (s.83(3)). Upon receiving instructions Kaizen will attend to the preparation and filing.

**16. Secretary or Resident Agent**

The secretary and/or resident secretary or resident agent must be appointed by the directors of the company (s.90(1)). A company may have more than one secretary, one of which may be a resident secretary. Where there is no resident secretary, a resident agent must be appointed. In either case, only a licensed trustee company or an officer thereof or a subsidiary of a trustee company can be appointed resident secretary or resident agent.

**17. Registered Office**

The company must have a registered office in Samoa, which office must be the principal office of a trustee company (s.81(1)).

**18. Certificates of Good Standing and Certified Copies**

Certificates of good standing and certified copies of corporate documentation can be obtained upon application to the Registrar.

**19. The International Companies Act 1987**

An unofficial consolidation including all amendments is available from our offices.

For incorporation, information or assistance, please feel free to contact us.