

# Companies Office Investment Promotion Authority

## Form 33 | Application for registration of amalgamation proposal

Section 236, Companies Act 1997

### Note

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.

Place barcode here

The information on this form must be either typewritten or printed legibly in BLOCK letters.

### 1. Names and registration numbers of companies participating in amalgamation

Name of company

Registration number

Name of company

Registration number

Name of company

Registration number

Name of company

Registration number

*Note | If there are more than four companies participating in the amalgamation please attach a separate sheet containing the information set out in the prescribed format for all such companies. All names should be in BLOCK letter format.*

### 2. Name of amalgamated company

Name of company

Name reservation number, if applicable

*Provide if available or attach a name reservation form)*

*Note: where the amalgamated company is a new company or has a new name, this Form 33 must be accompanied by a name reservation Form 6 or must supply the name reservation number from a previously filed Form 6.*

### 3. Date of amalgamation (if applicable)

*Note: when applicable insert the effective date upon which the amalgamation is to become effective under the amalgamation proposal. The date must be the date this form is submitted to the Registrar or a later date. Where no date is specified or if the date specified is earlier than the date of submission of this Form 33 to the Registrar, the date the amalgamation is effective will be the date the application for amalgamation was received by the Registrar.*

#### 4. Addresses for the amalgamated company

##### Address of registered office

Provide the suburb, street name and number, or allotment and section number. The district and province must be stated. If at the premises of a firm or in a building the particulars must be provided. A village address is insufficient.

District and Province:

##### Address for service

This may be the same as the address of the registered office. Provide the suburb, street name and number, or allotment and section number. The district and province must be stated. If at the premises of a firm or in a building the particulars must be provided. A village address is insufficient. A PO Box address is not allowed.

District and Province:

##### Address for communication

Postal address to which communications from the Registrar may be sent

Postal address:
District and Province:

##### Email address

This is the address to which communications from the Registrar will be sent. An email is required in order to use the on-line filings services.

Email address:
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#### 5. Directors

The following persons are the directors of the amalgamated company. The Applicant attests that all of the following named directors have consented to act in that capacity.

**Note:** If there are more than three directors please attach a separate sheet containing the information set out in the prescribed format. All names should be in BLOCK letter format.

At least one director must provide an email address in order for the entity to use the on-line filings services.

Full legal name:	Nationality:
Residential address:	Gender:
Postal address:	Date of Birth:
	Email address:

Full legal name:	Nationality:
Residential address:	Gender:
Postal address:	Date of Birth:
Full legal name:	Nationality:
Residential address:	Gender:
Postal address:	Date of Birth:
	Email address:

## 6. Secretary

If the amalgamated company has a secretary, provide their name below. The Applicant attests that the person shown as secretary has consented to act in this capacity.

**Note:** *If there is more than one secretary please attach a separate sheet containing the information set out in the prescribed format. All names should be in BLOCK letter format.*

Full legal name:	Nationality:
Residential address:	Gender:
Postal address:	Date of Birth:
	Email address:

The following persons are the shareholders of the amalgamated company. The Applicant attests that the person(s) shown as shareholder(s) has consented to act in this capacity.

### **Instructions for completing shareholder information**

1. If there are more than three shareholders please attach a separate sheet containing the information set out in the prescribed format. All names should be set out in BLOCK letter format.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company) provide the entity name and registration number.

3. If the shareholder is a natural person, provide their residential address. No address information is required if the shareholder is a registered entity.

4. If shares are jointly held, provide the particulars of each shareholder within a single box below.

Number of shares:	Date(s) of Birth:
Name(s) of shareholder(s):	Gender(s):
Registration number (if the shareholder is another registered entity):	Nationality(ies) of shareholder:
Address(es)(f the shareholder is a natural person):	

Number of shares:	Date(s) of Birth:
Name(s) of shareholder(s):	Gender(s):
Registration number (if the shareholder is another registered entity):	Nationality(ies) of shareholder:
Address(es)(f the shareholder is a natural person):	

Number of shares:	Date(s) of Birth:
Name(s) of shareholder(s):	Gender(s):
Registration number (if the shareholder is another registered entity):	Nationality(ies) of shareholder:
Address(es)(f the shareholder is a natural person):	

**Total number of shares:**

Is there more than one class of shares for this company?  No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

## 8. Proposed Business Activity

The following is the proposed principal activity of the proposed company.

- |   |   |  |   |
|---|---|--|---|
| <input type="checkbox"/> Agriculture            | <input type="checkbox"/> Manufacturing          | <input type="checkbox"/> Distribution                  | <input type="checkbox"/> Retail         |
| <input type="checkbox"/> Forestry               | <input type="checkbox"/> Tourism                | <input type="checkbox"/> Mining                        | <input type="checkbox"/> Oil and gas    |
| <input type="checkbox"/> Fisheries              | <input type="checkbox"/> Statutory company      | <input type="checkbox"/> Construction                  | <input type="checkbox"/> Transportation |
| <input type="checkbox"/> Entertainment/catering | <input type="checkbox"/> Telecommunication      | <input type="checkbox"/> Professional & other services |   |
| <input type="checkbox"/> Financial Institution  | <input type="checkbox"/> Information technology | <input type="checkbox"/> Other                         |   |

## 9. Does the company have a constitution?

- Yes     No

## 10. Signature and declaration

I certify that the above companies seek amalgamation and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signed by proposed director or authorised person of the amalgamated company

Name:  Signature: .....

*(Please give first name(s) followed by surname in BLOCK letters)*

Designation:  Director or  authorised person      Date:

## 11. Lodged by

Name:	<input type="text"/>
Address:	<input type="text"/>
Telephone:	<input type="text"/>
Email (optional):	<input type="text"/>

## 12. Checklist

The following must accompany this form:

- If the amalgamated company is a new company or has a new name, either a completed notice of name reservation (Form 6) or the registration number of a previously lodged name reservation must be included.
- The approved amalgamation proposal.
- Any certificates of directors required under Sections 234(2) or 235(5).
- A certificate signed by the board of each amalgamating company that the amalgamation has been approved in accordance with the **Companies Act 1997**.
- A certified copy of the constitution of the company, if one has been adopted (a constitution is optional).
- The prescribed fee of **K1500.00** must accompany this notice. Please make cheques payable to 'Registrar of Companies'. A prescribed fee of **K1000.00** is payable if lodged through the Online Registry Service. Please make cheques payable to 'Registrar of Companies'.